

PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

DECCAN BEARINGS LIMITED

Corporate Identification Number: L29130MH1989PLC035747;

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THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, ON BEHALF OF MR. SATYAJIT MISHRA (ACQUIRER), FOR ACQUISITION OF UP TO 5,67,867 OFFER SHARES, REPRESENTING 28.00% OF THE VOTING SHARE CAPITAL OF DECCAN BEARINGS LIMITED, AT AN OFFER PRICE OF ₹4,000/- PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18 (7) OF SEBI (SAST) REGULATIONS (PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT).

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Tuesday, August 13, 2024 (Public Announcement), b) Detailed Public Statement dated Monday, August 19, 2024, in connection with this Offer, published on behalf of the Acquirer on Tuesday, August 20, 2024, in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Loksamachar (Marathi daily) (Mumbai Edition), (Newspapers) (Detailed Public Statement), c) Draft Letter of Offer dated Tuesday, August 27, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations (Draft Letter of Offer), d) Corrigendum to the Public Announcement and the Detailed Public Statement in the Newspapers dated Saturday, November 09, 2024, in connection with this Offer, published on behalf of Acquirer on Monday, November 11, 2024, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions and Delhi Edition) and Mumbai Loksamachar (Marathi daily) (Mumbai Edition), e) Letter of Offer dated Monday, February 17, 2025, along with the Form of Acceptance-cum Acknowledgement (Letter of Offer), f) Recommendations of the Independent Directors of the Target Company which were approved on Monday, February 24, 2025, and published in the Newspapers on Tuesday, February 25, 2025 (Recommendations of the Independent Directors of the Target Company) (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Corrigendum to the Public Announcement and the Detailed Public Statement, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirer.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 8 of the Letter of Offer.

A. Offer Price

The Offer is being made at a price of ₹4,000/- per Offer Share payable in cash and there has been no revision in the Offer Price.

B. Recommendations of the Committee of Independent Directors (IDC)

A Committee of Independent Directors of the Target Company comprising of Mr. Sandip Pawar, as the Chairperson of the IDC and Ms. Shipra Parthi, Ms. Ashantra Vaid, Mr. Nish Anand Oza, collectively referred to as "members" of IDC approved their recommendation on the Offer on Monday, February 24, 2025, and published in the Newspapers on Tuesday, February 25, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

C. Other details with respect to Offer

1. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.

2. The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appear on Wednesday, February 12, 2025, being the Identified Date:

a) On Thursday, February 20, 2025, through registered post to those Public Shareholders who have not registered their e-mail addresses with the Depositories/ Target Company.

b) On Thursday, February 20, 2025, through electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories/ Target Company.

3. The Draft Letter of Offer dated Tuesday, August 27, 2024, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI/HO/CFD/CMD/ICIR/P/2024/14 dated 31 July 2024, 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 as eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferees (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders (whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signatures), notated copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 5.14, titled as 'Procedure for Equity Shares held in physical form' on page 41 of the Letter of Offer.

Please note that a copy of the Letter of Offer is also available and accessible on the website of SEBI at www.sebi.gov.in, the Target Company at www.deccanbearings.in, the Registrar to the Offer at www.swarajshares.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print the same.

D. Instructions for Public Shareholders

a) In case of Equity Shares are held in the Dematerialized Form: The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to Paragraph 8.15 titled as 'Procedure for tendering the Equity Shares held in Dematerialized Form' on page 42 of the Letter of Offer.

b) In case of Equity Shares are held in Physical Form: As per the provisions of Regulation 40(X) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 48/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD/ICIR/P/2024/14 dated 31 July 2024, 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 as eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferees (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders (whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signatures), notated copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 5.14, titled as 'Procedure for Equity Shares held in physical form' on page 41 of the Letter of Offer.

c) Procedure for tendering the Shares in case of non-receipt of the Letter of Offer: Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in the Offer. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.17, titled as 'Procedure for tendering Equity Shares in case of non-receipt of the Letter of Offer' on page 43 of the Letter of Offer.

E. Status of Statutory and Other Approvals

As of date, to the best of the knowledge of the Acquirer, no statutory approvals are required for the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.16, titled as 'Statutory Approvals and conditions of the Offer' at page 43 of Letter of Offer.

F. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by BSE Limited in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations. SEBI circular bearing reference number CIR/CFD/POLICY/CELL/12/015 dated 13 April 2015, as amended read along with SEBI Circular CF/DO/CFD/ICIR/2018/11 dated 9 December 2018, as amended, and SEBI Circular bearing number SEBI/HO/CFD/CMD/ICIR/P/2024/14 dated August 13, 2024, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as 'Procedure for Acceptance and Settlement of the Offer' on page 39 of the Letter of Offer.

G. Revised Schedule of Activities

Schedule of Activities	Tentative Schedule Day and Date	ACTUAL SCHEDULE DAY AND DATE (UPON RECEIPT OF SEBI'S OBSERVATION LETTER)
Issue date of the Public Announcement	Tuesday, August 13, 2024	TUESDAY, AUGUST 13, 2024
Publication date of the Detailed Public Statement in the newspapers	Tuesday, August 20, 2024	TUESDAY, AUGUST 20, 2024
Date of filing of the Draft Letter of Offer with SEBI	Tuesday, August 27, 2024	WEDNESDAY, SEPTEMBER 10, 2024
Last date for public announcement for a competing offer [#]	Wednesday, September 10, 2024	TUESDAY, AUGUST 13, 2024
Publication date of the Corrigendum to the Public Announcement and the Detailed Public Statement in the Newspapers	Monday, November 11, 2024	MONDAY, NOVEMBER 11, 2024
Date for receipt of comments from SEBI on the Draft Letter of Offer	Monday, February 10, 2025	MONDAY, FEBRUARY 10, 2025
Identified Date*	Friday, September 20, 2024	WEDNESDAY, FEBRUARY 12, 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	Friday, September 27, 2024	THURSDAY, FEBRUARY 20, 2025
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Thursday, October 03, 2024	TUESDAY, FEBRUARY 25, 2025
Last date for upward revision of the Offer Price and/or the Offer Size	Friday, October 04, 2024	THURSDAY, FEBRUARY 27, 2025
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Friday, October 04, 2024	THURSDAY, FEBRUARY 27, 2025
Date of commencement of Tendering Period	Monday, October 07, 2024	FRIDAY, FEBRUARY 28, 2025
Date of closing of Tendering Period	Friday, October 18, 2024	THURSDAY, MARCH 13, 2025
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Monday, November 04, 2024	FRIDAY, MARCH 28, 2025

Notes:

*Date of being in receipt of SEBI Observation Letter.

[#]The above timelines are prepared based on the timelines provided under the SEBI (SAST) Regulations, pursuant to being in receipt of SEBI's Observation Letter. To clarify, the action set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

[#]There has been no competing offer for this Offer.

*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

H. Documents for Inspection

The copies of the following documents will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai-400083, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Friday, February 28, 2025 to Thursday, March 13, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/CMD/ICIR/P/2024/19 dated July 27, 2020, read with SEBI Circular SEBI/HO/CFD/CMD/ICIR/P/2024/14 dated August 13, 2024, copies of the following documents will be available for inspection at the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter) to the event the Public Shareholder is a corporate body with a subject line "Documents for Inspection - Deccan Bearings Limited Open Offer", to the Manager to the Open Offer at takeover@swarajshares.com and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents. For further information, kindly refer to the Paragraph 10 titled as 'Documents for Inspection' on page 50 of the Letter of Offer.

The Acquirer accepts full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirer will be for ensuring compliance with the SEBI (SAST) Regulations.

The Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.deccanbearings.in, the Registrar to the Offer at www.swarajshares.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com.

Issued by the Manager to the Offer on behalf of the Acquirers

SWARAJ
SHARES & SECURITIES PRIVATE LIMITED

Swaraj Shares and Securities Private Limited

Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400083, Maharashtra, India

Telephone Number: +91 22 49404969

Email Address: takeover@swarajshares.com

Investors Grievance Email Address: investor.relations@swarajshares.com

Website: www.swarajshares.com

Contact Person: Mr. Tomy Banerjee/ Ms. Parikita Patel

SEBI Registration Number: NM001290

Validity: Permanent

Date: Tuesday, February 25, 2025

Place: Mumbai

Acquirer

Sd/-

Mr. Satyajit Mishra

Acquirer