# DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

# CHOICE INTERNATIONAL LIMITED

**Regd. Office:** Shree Shakambhari Corporate Park, 156 158, J.B. Nagar, Andheri (E), Mumbai- 400099. **Telephone No.:** +91 022 6707-9999, **Email ID:** info@choiceindia.com, Website: www.choiceindia.com

**OPEN OFFER FOR ACQUISITION OF UPTO 52,01,248 (FIFTY TWO LAKHS ONE THOUSAND TWO HUNDRED AND FORTY EIGHT) EQUITY SHARES FROM THE SHAREHOLDERS OF CHOICE INTERNATIONAL LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "CHOICE") BY MR. KAMAL PODDAR ("ACQUIRER 1"), MR. ARUNKUMAR PODDAR ("ACQUIRER 2"), MS. SONU PODDAR ("ACQUIRER 3"), MS. VINITA SUNIL PATODIA ("ACQUIRER 4") AND MS. ARCHANA ANIL PATODIA ("ACQUIRER 5"), (ACQUIRER 1, ACQUIRER 2, ACQUIRER 3, ACQUIRER 4 & ACQUIRER 5 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MR. SUNIL KUMAR PATODIA ("PAC 1"), SUNIL CHOTHMAL PATODIA (HUF) ("PAC 2"), MR. ANIL CHOTHMAL PATODIA ("PAC 3"), MR. ANIL CHOTHMAL PATODIA (HUF) ("PAC 4"), MR. SUYASH SUNIL PATODIA ("PAC 5"), MS. SHREYA PATODIA ("PAC 6"), MR. AAYUSH ANIL PATODIA ("PAC 7"), MS. AASTHA ANIL PATODIA ("PAC 8"), MS. HEMLATA KAMAL PODDAR ("PAC 9"), KAMAL PODDAR (HUF) ("PAC 10"), ARUNKUMAR PODDAR (HUF) ("PAC 11") AND UPTON INFRASTRUCTURE PRIVATE LIMITED ("PAC 12"), IN THEIR CAPACITY TO ACT AS PERSON ACTING IN CONCERT WITH THE ACQUIRERS ( PAC 1, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7, PAC 8, PAC 9, PAC 10, PAC 11 AND PAC 12) HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT"/"PACs") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS") ("OFFER")**

**This Detailed Public Statement ("DPS") is being issued by Corporate CapitalVentures Private Limited, the Manager to the Offer ("Manager to the Offer"/ "Manager"), on behalf of the Acquirers and Persons Acting in Concert/PACs, in compliance with Regulation 13(4) of the SEBI (SAST) Regulations and pursuant to the Public Announcement (PA) dated May 30, 2017 as filed with BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI") and Choice International Limited (hereinafter referred to as "Target" or "Target Company" or "CIL") in terms of Regulation 3(2) of the SEBI (SAST) Regulations.**

## I. ACQUIRERS, PACs, SELLERS, TARGET COMPANY AND OFFER

**(A) Information about Acquirers and the PACs:**

**a. Details of Mr. Kamal Poddar (Acquirer 1):**

i. Nature of Entity: Individual

ii. Mr. Kamal Poddar aged about 38 years, son of Shri Santosh Kumar Poddar is residing at Flat No. 1902, IVY, Nahars Amrit Shakti, Chandiwali, Mumbai-400072, Mobile no.: +91 9724242424. He is a Fellow Member of the Institute of Chartered Accountants of India and is the Managing Director of Choice International Limited. His vision has resulted into the rapid and multi-fold growth of Choice Group and belongs to the Promoter and Promoter Group of the Target Company. He has been instrumental in converting a CA practice firm into a full fledge financial service hub providing all the financial services to its clients.

iii. Mr. Kamal Poddar does not belong to any group.

iv. As on the date of DPS, Mr. Kamal Poddar holds 2500000 Equity Shares representing 12.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Kamal Poddar has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Kamal Poddar is Rs. 21,88,18,285/- (Rupees Twenty One Crore Eighty Eight Lakh Eighteen Thousand Two Hundred and Eighty Five only).

**b. Details of Mr. Arunkumar Poddar (Acquirer 2):**

i. Nature of Entity: Individual

ii. Mr. Arunkumar Poddar aged about 33 years, Son of Shri Santosh Poddar is residing at Flat No. 1901, IVY, Nahars Amrit Shakti, Chandiwali, Mumbai 400072, Mobile no.: +91- 9022242424. He is a Member of the Institute of Chartered Accountants of India and heads the Management Consulting division and belongs to the Promoter and Promoter Group of the Target Company. He has been instrumental in putting together a leadership team with diverse skill sets and a common goal of offering holistic solutions to clients in the Management Consultancy division.

iii. Mr. Arunkumar Poddar does not belong to any group.

iv. As on the date of DPS, Mr. Arunkumar Poddar holds 2100000 Equity Shares representing 10.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Arunkumar Poddar has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Arunkumar Poddar is Rs. 22,46,19,171/- (Rupees Twenty Two Crore Forty Six Lakh Nineteen Thousand One Hundred and Seventy One only).

**c. Details of Ms. Sonu Poddar (Acquirer 3):**

i. Nature of Entity: Individual

ii. Ms. Sonu Poddar aged about 32 years, Daughter of Shri Devkaran Makhanlal Chirania is residing at Flat No. 1901, IVY, Nahars Amrit Shakti, Chandiwali, Mumbai 400072, Mobile no.: +91- 9969579365. She is a member of Institute of Company Secretary of India (ICSI) and is having experience spanning over 7 years in the field of Legal and Company Secretary and belongs to the Promoter and Promoter Group of the Target Company.

iii. Ms. Sonu Poddar does not belong to any group.

iv. As on the date of DPS, Ms. Sonu Poddar holds 1250000 Equity Shares representing 6.25% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Sonu Poddar has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Sonu Poddar is Rs. 6,97,33,887/- (Rupees Six Crore Ninety Seven Lakh Thirty Three Thousand Eight Hundred & Eighty Seven only).

**d. Details of Ms. Vinita Sunil Patodia (Acquirer 4):**

i. Nature of Entity: Individual

ii. Ms. Vinita Sunil Patodia aged about 37 years, Daughter of Shri Ram Avtar Sitani is residing at B-903, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra - 400076, Mobile no.: +91-9819844085. She is graduate and belongs to the Promoter and Promoter Group of the Target Company.

iii. Ms. Vinita Sunil Patodia does not belong to any group.

iv. As on the date of DPS, Ms. Vinita Sunil Patodia holds 1575000 Equity Shares representing 7.87% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Vinita Sunil Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Vinita Sunil Patodia is Rs. 81,27,13,061/- (Rupees Eighty One Crore Twenty Seven Lakh Thirteen Thousand and Sixty One only).

**e. Details of Ms. Archana Anil Patodia (Acquirer 5):**

i. Nature of Entity: Individual

ii. Ms. Archana Anil Patodia aged about 44 years, Daughter of Shri Shrigopal Vasudeo Jhunjhunwala is residing at 904/B, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra - 400076, Mobile no.: +91- 9820078789. She is Bachelor of Arts from the University of Rajasthan and belongs to the Promoter and Promoter Group of the Target Company. She is having vast experience in Management and Administrative functions. Her area of interest includes management training and leadership.

iii. Ms. Archana Anil Patodia does not belong to any group.

iv. As on the date of DPS, Ms. Archana Anil Patodia holds 1575000 Equity Shares representing 7.87% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Archana Anil Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Archana Anil Patodia is Rs. 20,16,49,503/- (Rupees Twenty Crore Sixteen Lakh Forty Nine Thousand Five Hundred and Three only).

**f. Details of Mr. Sunil Kumar Patodia (PAC 1):**

i. Nature of Entity: Individual

ii. Mr. Sunil Kumar Patodia aged about 49 years, Son of Shri Chothmal Patodia is residing at B-903, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra- 400076, Mobile no.: +91- 9820344085. He is a graduate and heads the operation division and belongs to the Promoter and Promoter Group of the Target Company.

iii. Mr. Sunil Kumar Patodia does not belong to any group.

iv. As on the date of DPS, Mr. Sunil Kumar Patodia holds 1100000 Equity Shares representing 5.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Sunil Kumar Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Sunil Kumar Patodia is Rs. 8,51,11,087/- (Rupees Eight Crore Fifty One Lakh Eleven Thousand and Eighty Seven only).

**g. Details of Sunil Chothmal Patodia (HUF) (PAC 2):**

i. Nature of Entity: Hindu Undivided Family

ii. Sunil Chothmal Patodia (HUF) is a Hindu Undivided Family and incorporated on January 28, 1992. Mr. Sunil Chothmal Patodia is the Karta of Sunil Chothmal Patodia (HUF).

iii. Sunil Chothmal Patodia (HUF) does not belong to any group.

iv. As on the date of DPS, Sunil Chothmal Patodia (HUF) holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Sunil Chothmal Patodia (HUF) has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Sunil Chothmal Patodia (HUF) is Rs. 2,71,94,239/- (Rupees Two Crore Seventy One Lakh Ninety Four Thousand Two Hundred and Thirty Nine only).

**h. Details of Mr. Anil Chothmal Patodia (PAC 3):**

i. Nature of Entity: Individual

ii. Mr. Anil Chothmal Patodia aged about 48 years, Son of Shri Chothmal Doongarmal Patodia is residing at B-903, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra- 400076, Mobile no.: +91- 9869268521. He is a commerce graduate from the University of Rajasthan, with over 20 years of experience in the hospitality and services industries and belongs to the Promoter and Promoter Group of the Target Company. He plays a significant role in the Company's operations and marketing, global expansion and future development.

iii. Mr. Anil Chothmal Patodia does not belong to any group.

iv. As on the date of DPS, Mr. Anil Chothmal Patodia holds 1100000 Equity Shares representing 5.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Anil Chothmal Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Anil Chothmal Patodia is Rs. 53,34,58,759/- (Rupees Fifty Three Crore Thirty Four Lakh Fifty Eight Thousand Seven Hundred and Fifty Nine only).

**i. Details of Anil Chothmal Patodia (HUF) (PAC 4):**

i. Nature of Entity: Hindu Undivided Family

ii. Anil Chothmal Patodia (HUF) is a Hindu Undivided Family and incorporated on December 10, 1994. Mr. Anil Chothmal Patodia is the Karta of Anil Chothmal Patodia (HUF).

iii. Anil Chothmal Patodia (HUF) does not belong to any group.

iv. As on the date of DPS, Anil Chothmal Patodia (HUF) holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Anil Chothmal Patodia (HUF) has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Anil Chothmal Patodia (HUF) is Rs. 2,63,47,727/- (Rupees Two Crore Sixty Three Lakh Forty Seven Thousand Seven Hundred and Twenty Seven only).

**j. Details of Mr. Suyash Sunil Patodia (PAC 5):**

i. Nature of Entity: Individual

ii. Mr. Suyash Sunil Patodia aged about 22 years, Son of Shri Sunil Patodia is residing at B-903, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra- 400076, Mobile no.: +91- 9820023978. He is graduate and belongs to the Promoter and Promoter Group of the Target Company.

iii. Mr. Suyash Sunil Patodia does not belong to any group.

iv. As on the date of DPS, Mr. Suyash Sunil Patodia holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Suyash Sunil Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Suyash Sunil Patodia is Rs. 1,81,96,728/- (Rupees One Crore Eighty One Lakh Ninety Six Thousand Seven Hundred and Twenty Eight only).

**k. Details of Ms. Shreya Patodia (PAC 6):**

i. Nature of Entity: Individual

ii. Ms. Shreya Patodia aged about 23 years, Daughter of Shri Sunil Kumar Patodia is residing at B-903, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra- 400076, Mobile no.: +91- 9833754427. She is Master of Science in International Business and belongs to the Promoter and Promoter Group of the Target Company.

iii. Ms. Shreya Patodia does not belong to any group.

iv. As on the date of DPS, Ms. Shreya Patodia holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Shreya Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Shreya Patodia is Rs. 2,15,71,907/- (Rupees Two Crore Fifteen Lakh Seventy One Thousand Nine Hundred & Seven only).

**l. Details of Mr. Aayush Anil Patodia (PAC 7):**

i. Nature of Entity: Individual

ii. Mr. Aayush Anil Patodia aged about 21 years, Son of Shri Anil Patodia is residing at 904/B, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra - 400076, Mobile no.: +91- 9867412889. He is graduate and belongs to the Promoter and Promoter Group of the Target Company.

iii. Mr. Aayush Anil Patodia does not belong to any group.

iv. As on the date of DPS, Mr. Aayush Anil Patodia holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Mr. Aayush Anil Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Mr. Aayush Anil Patodia is Rs. 8,32,42,176/- (Rupees Eight Crore Thirty Two Lakh Forty Two Thousand One Hundred and Seventy Six only).

**m. Details of Ms. Aastha Anil Patodia (PAC 8):**

i. Nature of Entity: Individual

ii. Ms. Aastha Anil Patodia aged about 19 years, Daughter of Shri Anil Chothmal Patodia is residing at 904/B, Vallencia, Hiranandani Garden, Powai, Mumbai, Maharashtra - 400076, Mobile no.: +91- 9820067882. She is Higher Secondary and belongs to the Promoter and Promoter Group of the Target Company.

iii. Ms. Aastha Anil Patodia does not belong to any group.

iv. As on the date of DPS, Ms. Aastha Anil Patodia holds 300000 Equity Shares representing 1.50% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Aastha Anil Patodia has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Aastha Anil Patodia is Rs. 1,36,08,719/- (Rupees One Crore Thirty Six Lakh Eight Thousand Seven Hundred and Nineteen only).

**n. Details of Ms. Hemlata Kamal Poddar (PAC 9):**

i. Nature of Entity: Individual

ii. Ms. Hemlata Kamal Poddar aged about 35 years, Daughter of Shri Sajjan Kumar Mandawaria is residing at Flat No. 1902, IVY, Nahars Amrit Shakti, Chandiwali, Mumbai- 400072, Mobile no.: +91- 9870204567. She is post graduate and belongs to the Promoter and Promoter Group of the Target Company.

iii. Ms. Hemlata Kamal Poddar does not belong to any group.

iv. As on the date of DPS, Ms. Hemlata Kamal Poddar holds 850000 Equity Shares representing 4.25% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Ms. Hemlata Kamal Poddar has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Ms. Hemlata Kamal Poddar is Rs. 12,88,52,736/- (Rupees Twelve Crore Eighty Eight Lakh Fifty Two Thousand Seven Hundred and Thirty Six only).

**o. Details of Kamal Poddar (HUF) (PAC 10):**

i. Nature of Entity: Hindu Undivided Family

ii. Kamal Poddar (HUF) is a Hindu Undivided Family and incorporated on January 30, 2005. Mr. Kamal Poddar is the Karta of Kamal Poddar (HUF).

iii. Kamal Poddar (HUF) does not belong to any group.

iv. As on the date of DPS, Kamal Poddar (HUF) holds 225000 Equity Shares representing 1.12% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Kamal Poddar (HUF) has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Kamal Poddar (HUF) is Rs. 2,48,19,794/- (Rupees Two Crore Forty Eight Lakh Nineteen Thousand Seven Hundred and Ninety Four only).

**p. Details of Arunkumar Poddar (HUF) (PAC 11):**

i. Nature of Entity: Hindu Undivided Family

ii. Arunkumar Poddar (HUF) is a Hindu Undivided Family and incorporated on November 29, 2010. Mr. Arunkumar Poddar is the Karta of Arunkumar Poddar (HUF).

iii. Arunkumar Poddar (HUF) does not belong to any group.

iv. As on the date of DPS, Arunkumar Poddar (HUF) holds 225000 Equity Shares representing 1.12% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

v. Arunkumar Poddar (HUF) has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

vi. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that the net worth of Arunkumar Poddar (HUF) is Rs. 1,17,26,290/- (Rupees One Crore Seventeen Lakh Twenty Six Thousand Two Hundred and Ninety only).

**q. Details of Upton Infrastructure Private Limited (PAC 12):**

i. Upton Infrastructure Private Limited (bearing Corporate Identity Number: U45203MH2007PTC176769) is a Private Limited Company, having its registered office at Shree Shakambhari Corporate Park, Plot No. 156-158, J. B. Nagar, Andheri (East), Mumbai- 400099, Tel no. +91-22 67079999. The Acquirer does not have any subsidiary as on the date of this DPS.

ii. Upton Infrastructure Private Limited was incorporated on Thirteenth day of December Two Thousand Seven as "Upton Infrastructure Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. The main objects of the Acquirer are to lay out, develop, construct, build, erect, demolish, re-erect, alter repair, re-model or do any other work in connection with any building or building scheme, road, highways, docks, sewers, bridges, canals, wells, springs, serials, dams etc.

iii. The present Authorised Capital of the acquirer is Rs. 1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand Only) equity shares of Rs. 10/- (Rupees Ten only) each. As on the date of this DPS, the paid-up share capital of the acquirer consists of Rs. 1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand Only) equity shares of Rs. 10/- (Rupees Ten only) each.

iv. The Acquirer is a Private Limited Company and is not listed on any Stock Exchange.

v. The Current Promoters of Upton Infrastructure Private Limited are Mr. Anil Patodia and Mrs. Archana Anil Patodia.

vi. As on the date of this DPS, Upton Infrastructure Private Limited holds 386527 Equity Shares representing 1.93% of the expanded paid up Equity Share Capital of the Target Company post conversion of warrants made on May 30, 2017.

vii. The Acquirer does not belong to any group.

viii. Brief details of the board of directors of Upton Infrastructure Private Limited are as follows:-

| S. No. | Name of the Director | Designation | Qualification |
|---|---|---|---|
| 1. | Mr. Anil Patodia (DIN: 00073993) | Director | Graduate |
| 2. | Ms. Archana Anil Patodia (DIN: 00795826) | Director | Graduate |

ix. Neither the Acquirer nor any of its Directors have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

x. Based on the audited Accounts for the year ended March 31, 2016, March 31, 2015 and March 31, 2014 the financial highlights duly certified by the Statutory Auditors of the Acquirer are as follows: *(Figures In "Rupees Lakh.")*

| Particulars | Year ended (Audited) | | |
|---|---|---|---|
| | March 31, 2016 | March 31, 2015 | March 31, 2014 |
| Total Revenue | 2.00 | 12.95 | 2.00 |
| Net Income (PAT) | 0.003 | 8.17 | 1.93 |
| Earnings Per share (EPS) (In Rs.) | 0.03 | 81.71 | 19.34 |
| Net worth/ Shareholders Funds | 21.83 | 21.83 | 13.65 |

(Source- as certified by Mr. Sushil Goyal (Membership No. 154193) Partner of M/s ASBS & Co., Chartered Accountants, having office at B-405, Shubham Centre No. 2, Chakala, Andheri (East), Mumbai-400099, Tel. No. 022 65216912, Email Id: asbsca@gmail.com, vide certificate dated May 30, 2017)

**r. Other Information about the Acquirers and PACs**

i. There is no agreement amongst the Acquirers, PACs and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities propose to participate in the acquisition.

ii. All the Acquirers and PACs are related to each other and belongs to promoter and Promoters Group of the Target Company.

**(B) Details of Sellers: Not Applicable**

**(C) Choice International Limited ("Target Company"/"CIL"/"Target"):**

i. Choice International Limited, a Company originally incorporated as a Public Limited Company under the Companies Act, 1956 vide Certificate of Incorporation dated March 12, 1993 as Choice Financial Services Limited and obtained Certificate of Commencement of Business on March 30, 1993. Subsequently, the name of Company was changed from Choice Financial Services Limited to Choice International Limited vide fresh certificate of incorporation consequent upon name change dated November 12, 1997.

ii. The Target Company is registered with Reserve Bank of India (hereinafter referred to as "RBI") as a Non Banking Financial Company. Reserve Bank of India has granted registration vide its registration no. 13.00128 dated February 26, 1998 with a condition that the Target Company shall not accept public deposits.

iii. Presently, the registered office of the Target Company is situated at Shree Shakambhari Corporate Park, 156 158, J.B. Nagar, Andheri (E), Mumbai- 400099.

iv. As on date of this DPS, the Authorized Share Capital of the Target Company is Rs. 20,10,00,000 (Twenty Crore Ten Lakh Only) consisting of 2,01,00,000 (Two Crore One Lakh) Equity Shares of Rs. 10.00 (Rupees Ten Only) each and the Issued, Subscribed and Paid-up Capital of the Target Company is Rs. 20,00,48,000 (Twenty Crore Forty Eight Thousand Only) consisting of 2,00,04,800 (Two Crore Four Thousand Eight Hundred Only) Equity Shares of face value of Rs.10.00 (Rupees Ten Only) each.

v. Presently, only 1,00,04,800 (One Crore Four Thousand Eight Hundred only) Equity Shares of the Target have been listed on BSE Limited ("BSE"). The Company has allotted 1,00,00,000 (One Crore only) Equity Shares on May 30, 2017, pursuant to conversion of warrants into equity shares issued on preferential basis. The Target has received "in-principle" approval for issue of warrants on a preferential basis to its Promoters from the BSE vides its letter no. DSC/PREF/AC/PRE/887/2015-16 dated March 31, 2016

vi. Based on the information available, the Equity Shares of the Target Company are not frequently traded on BSE Limited (within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).

vii. The financial information of the Target Company as per the audited accounts for the last three financial years ended March 31, 2017, March 31, 2016, March 31, 2015 are as follows: *(Figures In "Rupees Lakh.")*

| Particulars | Year ended (Audited) | | |
|---|---|---|---|
| | March 31, 2017 | March 31, 2016 | March 31, 2015 |
| Total Revenue | 2096.73 | 7785.54 | 865.59 |
| Net Income (PAT) | 258.78 | 166.04 | 142.69 |
| Earnings Per share (EPS) (In Rs.) | 2.59 | 1.66 | 1.43 |
| Net worth/ Shareholders Funds (Rs. In Lakh) | 6309.71 | 5050.94 | 4984.94 |

(Source- As certified by Mr. Shyamsunder Gupta (Membership No. 038484), Partner of M/s Gupta Shyam & Company, Chartered Accountants, Statutory Auditors of the Target Company, having Office at 11, Sukhsagar, Akurli X Rd no. 1, Kandivali (E), Mumbai-400101, Ph: +91-22-28870869, Email Id: ca.shyamsundergupta@gmail.com vide certificate dated May 30, 2017)

**D. Details of the Offer:**

i. The Acquirers and PACs are making an Offer to acquire up to 52,01,248 Equity Shares of face value Rs. 10 each representing 26% of the expanded paid up Equity Share Capital of the Target Company.

ii. The Offer is being made to all the Shareholders of the Target Company except the Acquirers and the PACs. The Equity Shares of the Target Company under the Offer will be acquired by the Acquirers as fully paid-up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and right offer declared thereof.

iii. The Offer is being made at a price of Rs. 63/- (Rupees Sixty Three Only) per fully paid up Equity Share, payable by cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company.

iv. The payment to be made to the public shareholders shall be in cash only.

v. The Offer is subject to the receipt of the statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation 23(1)(a) of the Takeover Regulations, if the statutory approvals are not received, the Offer will stand withdrawn.

vi. The Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations nor it is a competing offer in terms of Regulation 20 of the Takeover Regulations. Also, there is no differential pricing in this Offer as all the Equity Shares of the Target Company are fully paid-up.

vii. This is not a competing offer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.

viii. The Manager to the Offer, Corporate CapitalVentures Private Limited does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

**E.** As on the date of this DPS, the Acquirers and PACs does not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

**F.** As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR as amended and the Listing Agreement. However, the Acquirers and the PACs undertake to take necessary steps to facilitate Compliances of the Target Company with the relevant provisions of the Listing agreement within the time period mentioned therein.

## II. BACKGROUND TO THE OFFER

i. On May 30, 2017, 1,00,00,000 warrants allotted on April 08, 2016 to the Acquirers and PACs were converted into equivalent number of equity shares, as a result of which there has been an increase in the shareholding of the Promoter and Promoter group by more than 5% which has resulted into triggering of Regulation 3(2) of SEBI (SAST) Regulations.

ii. The warrants were allotted to infuse the fresh equity and to raise funds for future growth strategy and to augment the long term resources and working capital requirements of the Company. As regards the business is concerned, the Acquirers and the PACs proposes to continue and expand the existing business of the Target Company. There are no likely repercussions on the employment and the locations of the Target Company.

## III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed shareholding of the Acquirers and PACs in the Target Company and the details of their acquisition are as follows:

| Details | Shareholding (Pre Conversion of Warrants) based on pre conversion Capital | Shareholding (Post Conversion of Warrants) based on expanded Paid up Capital | Shares acquired between the PA date and the DPS date | Shares to be acquired in the Open Offer (assuming full acceptance)* | Post Offer shareholding (on diluted basis as on 10th working day after closing of tendering period) |
|---|---|---|---|---|---|
| Acquirer 1 | 887600 (8.87) | 2500000 (12.50) | Nil (-) | | |
| Acquirer 2 | 200000 (2.00) | 2100000 (10.50) | Nil (-) | | |
| Acquirer 3 | 100000 (1.00) | 1250000 (6.25) | Nil (-) | 5201248 (26.00) | 14201248 (70.99) |
| Acquirer 4 | 1278927 (12.78) | 1575000 (7.87) | Nil (-) | | |
| Acquirer 5 | 250000 (2.50) | 1575000 (7.87) | Nil (-) | | |
| PACs (1,2,3,4,5,6, 7,8,9,10,11 and12) | 1970000 (19.69) | 5686527 (28.43) | Nil (-) | Nil (-) | 5686527 (28.43) |
| Total | **4686527 (46.84)** | **14686527 (73.42)** | | | **19887775 (99.42)** |

* The number of Equity Shares to be acquired by Acquirer 1, 2, 3, 4 & 5 will be decided post completion of the Open Offer.

## IV. OFFER PRICE:

i. The Equity Share Capital of the Target Company is currently listed on BSE Limited ("BSE").

ii. The total trading turnover in the Equity Shares of the Target Company on the Stock Exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e., from May 01, 2016 to April 30, 2017) is as under:

| Name of the Stock Exchange | Total No. of Equity Shares traded during the Twelve months prior to the month of PA | Total No. of Equity Shares listed | Total Trading Turnover (as % of total Equity Shares listed) |
|---|---|---|---|
| BSE | 800753 | 10004800 | 8.00 |

iii. Based on the above information, Equity Shares of Target Company are not frequently traded on the Stock Exchange within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of Rs. 63.00/- (Rupees Sixty Three only) per Equity Share is justified in terms of Regulation 8(2) of the Takeover Regulations as it is higher of the following:

| | | |
|---|---|---|
| 1 | Highest Negotiated Price per equity share for any acquisition under the Agreement attracting the obligation to make the Public Announcement i.e Conversion of Warrants on May 30, 2017 | Rs. 40.00 per share |
| 2 | The volume-weighted average price paid or payable for acquisition by the Acquirers or by PACs during 52 weeks immediately preceding the date of PA | Nil |
| 3 | Highest price paid or payable for acquisitions by the Acquirers or by PACs during 26 weeks immediately preceding the date of PA | Nil |
| 4 | The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are frequently traded | Not Applicable, as the equity shares are not frequently traded |
| 5 | Fair Value of Equity Share of Target Company, as certified by Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, vide certificate dated May 30, 2017 | Rs. 62.38 per Share |
| 6 | The Offer Price per Equity Share given by the Acquirers for acquisition of Open Offer Shares in cash | Rs. 63.00 per Share |

iv. In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 63/- per Equity Share as mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

v. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. The Offer Price is subject to adjustment in accordance with Regulation 8(9) of the Takeover Regulations if any corporate actions fall prior to three working days before commencement of the Tendering Period.

vi. As on date there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers and the PACs shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

vii. If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only at any time prior to the commencement of the last three working days before the date of commencement of the tendering period and would be notified to shareholders of the Target Company by way of announcement in all the newspapers in which this Detailed Public Statement pursuant to the Public Announcement is being made.

## V. FINANCIAL ARRANGEMENTS

i. The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 52,01,248 (Fifty Two Lakhs One Thousand Two Hundred and Forty Eight) Equity Shares at a price of Rs. 63/- (Rupee Sixty Three only) per Equity Share is Rs. 32,76,78,624/- (Rupees Thirty Two Crore Seventy Six Lakh Seventy Eight Thousand Six Hundred and Twenty Four only). (**"Maximum Consideration"**).

ii. The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full, out of their own sources/networth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Ajay Kumar Agarwal (Membership No. 426910) Partner of M/s R. R. Bajaj & Associates, Chartered Accountants, having office at A-8, Narayan Plaza, 26/A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai- 400072, Mobile No.: +91 9167569898, Email Id: rrbajajassociates@gmail.com, has certified, vide certificate dated May 30, 2017 that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.

iii. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account in the name and style of **"CHOICE-OPEN OFFER-ESCROW ACCOUNT"** bearing number 000405115020, with ICICI Bank Limited, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020 (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of Rs. 8,20,00,000/- (Rupees Eight Crore and Twenty Lakh only), in cash, being more than 25% of the Maximum Consideration payable under the Offer.

iv. The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

v. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

## VI. STATUTORY AND OTHER APPROVALS

i. The Target Company is a Non-Banking Finance Company ("NBFC") registered with RBI and prior permission of the RBI shall be required for any change in the shareholding of an NBFC, including progressive increases over time, which would result in acquisition/ transfer of shareholding of 26 per cent or more of the paid up equity capital of the NBFC in terms of RBI Circular No. DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015 ("RBI Approval"). The Target Company being an NBFC registered with RBI, the acquisition of shares of the Target Company is subject to the RBI approval. Since the Acquirers and PACs are the existing promoter and promoter group of the Target Company, they are approaching RBI for seeking their approval for increase their stake in the Target Company.

ii. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Offer.

iii. As on date, to the best of the knowledge of the Acquirers and the PACs, there are no Statutory Approvals other than as stated above are required to be obtained for the purpose of this Offer.

iv. Subject to the receipt of statutory and other approvals, if any, the Acquirers and PACs shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the Open Offer within 10 working days from the date of Closure of the Tendering Period.

v. In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirers agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.

## VII. TENTATIVE SCHEDULE OF ACTIVITY

| Nature of Activity | Day and Date |
|---|---|
| Date of the Public Announcement | Tuesday, May 30, 2017 |
| Last date of publication of the Detailed Public Statement | Tuesday, June 06, 2017 |
| Last date of filing of Draft Letter of Offer with SEBI | Tuesday, June 13, 2017 |
| Last date for a Competing Offer | Wednesday, June 28, 2017 |
| Identified Date* | Friday, July 07, 2017 |
| Last Date by which Letter of Offer will be dispatched to the Shareholders | Friday, July 14, 2017 |
| Last Date for revising the Offer Price/Offer Size | Monday, July 17, 2017 |
| Last date by which an independent committee of the Board of Target Company shall give its recommendation | Wednesday, July 19, 2017 |
| Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper | Thursday July 20, 2017 |
| Date of commencement of tendering period (Offer Opening Date) | Friday, July 21, 2017 |
| Date of expiry of tendering period (Offer Closing Date) | Thursday, August 03, 2017 |
| Date by which all requirements including payment of consideration would be completed | Monday, August 21, 2017 |

*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 sent. All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirers and the PACs) are eligible to participate in the Offer any time before the closure of the Offer.

## VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

i. All the shareholders (registered or unregistered) of the Target Company, except the Acquirers and the PACs of the Target Company, owning equity shares any time before the Closure of the Open Offer, are eligible to participate in the Open Offer.

ii. Letter of Offer (hereinafter referred to as "LOO") will be dispatched to all the Equity Shareholders of Target Company, whose names appear in its Register of Members on Friday, July 07, 2017, the Identified Date, except the Acquirers and the PACs of the Target Company.

iii. The Open Offer will be implemented by the Acquirers through a stock exchange mechanism made available by the stock exchange in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL /1/2015 dated April 13, 2015 issued by SEBI as amended by SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

iv. BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.

v. The Acquirers have appointed Progressive Share Brokers Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement for the Offer Shares tendered under Open Offer shall be made. The Contact details of the Buying Broker are as mentioned below:

**Name:** Progressive Share Brokers Private Limited

**Address:** 122-124, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400053

**Contact Person:** Mr. Anil Gaggar; **Phone:** 022-3063 7500; Email ID: **anil@progressiveshares.com**

vi. All shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock broker ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.

vii. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell order. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares.

## IX. IT MUST BE NOTED THAT THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE MENTIONED IN THE LETTER OF OFFER.

## X. OTHER INFORMATION

i. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Corporate Capital Ventures Private Limited as the Manager to the Offer.

ii. The Acquirers have appointed Sharex Dynamic (India) Private Limited as the Registrar to the Offer having office at Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra 400072, Contact Person: Mr. B S. Baliga, Tel No: +91 22-28515606/5644, Fax No: +91 22-28512885, E-mail: sharexindia@vsnl.com.

iii. The Acquirers and the PACs have jointly and severally accept full responsibility for the information contained in this Detailed Public Statement and Public Announcement (except that which pertains to the Target Company and has been compiled from publicly available sources) and also for the obligations of the Acquirers and the PACs as laid down in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments made thereto.

iv. This Detailed Public Statement will also be available on SEBI's website at www.sebi.gov.in and the website of the Manager to the Offer at www.ccvindia.com.

**Issued by Manager to the Offer**

Corporate Capital Ventures

**CORPORATE CAPITALVENTURES PRIVATE LIMITED**

**SEBI Regn. No.:** MB/INM000012276

**Regd. Off.:** 160 (Basement), Vinoba Puri, Lajpat Nagar -II, New Delhi- 110024

**Tel No.:** +91-11-41704066, **Contact Person:** Mr. Kulbhushan Parashar

**E-mail:** info@ccvindia.com, **Website:** www.ccvindia.com

**For and on behalf of the Acquirers and PACs**

**MR. KAMAL PODDAR, MR. ARUNKUMAR PODDAR, MS. SONU PODDAR, MS. VINITA SUNIL PATODIA, MS. ARCHANA ANIL PATODIA, MR. SUNIL KUMAR PATODIA, SUNIL CHOTHMAL PATODIA (HUF), MR. ANIL CHOTHMAL PATODIA, MR. ANIL CHOTHMAL PATODIA (HUF), MR. SUYASH SUNIL PATODIA, MS. SHREYA PATODIA, MR. AAYUSH ANIL PATODIA, MS. AASTHA ANIL PATODIA, MS. HEMLATA KAMAL PODDAR, KAMAL PODDAR (HUF), ARUN PODDAR (HUF) and UPTON INFRASTRUCTURE PRIVATE LIMITED**

**Place: New Delhi**

**Date: June 05, 2017**