

**TRANSPACT ENTERPRISES LIMITED**

Corporate Identification Number (CIN): U33130MH2013PLC243247

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**OPEN OFFER FOR ACQUISITION OF 1,00,550 (ONE LAKH FIVE HUNDRED FIFTY ONLY) EQUITY SHARES FROM SHAREHOLDERS OF TRANSPACT ENTERPRISES LIMITED ("TEL") BY MR. RAMAN TALWAR AND MR. KAUSHIK WAGHELA (HEREIN AFTER JOINTLY REFER TO AS "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").**

This Advertisement ("Pre Offer Public Announcement") is being issued by Aryaman Financial Services Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirers, in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011") in respect of Open Offer ("Offer") to acquire 1,00,550 (One Lakh Five Hundred and Fifty) Equity Shares of ₹ 10/- each, being constituting 26.00% of the Target Company on a fully diluted basis at a price of ₹ 140/- (Rupees One Hundred Forty Only) ("Offer Price"). This Pre Offer Public Announcement is to be read with Public Announcement dated March 24, 2023 ("PA") along with the Detailed Public Statement ("DPS") published on March 31, 2023 in Financial Express (English – All Editions), Jansatta (Hindi – All Editions) and Mumbai Lakshadeep (Marathi – Mumbai Edition) with respect to the aforementioned Offer.

**THE SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO KINDLY NOTE THE FOLLOWING INFORMATION RELATED TO THE OFFER.**

- The Offer Price is ₹ 140/- (Rupees One Hundred Forty Only) per fully paid-up Equity Share. The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price.
- Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends that the Offer Price of ₹ 140/- (Rupees One Hundred Forty Only) is fair and reasonable. The recommendation of IDC was published on June 14, 2023 (Wednesday) in the same newspapers where the DPS was published.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competitive bid to this Offer.
- The Letter of Offer dated June 06, 2023 ("LoF") has been dispatched through electric means to all the Public Shareholders of the Target Company whose name appeared on the register of members on June 02, 2023 ("the Identified Date") and who have registered their e-mail ids with the Depositories and / or the Target Company, and the dispatched through Physical means to all the remaining Public Shareholders on or before June 09, 2023.
- Please note that a copy of the Letter of Offer will also be available on SEBI's website (www.sebi.gov.in).
- Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" at page 17 of the Letter of Offer in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. A summary of procedure for tendering Equity Shares in the Open Offer is set out below:

**a) In case the Equity Shares are in dematerialized form:**

Public Shareholders who desire to tender their Equity Shares in the 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 8.16 of the Letter of Offer.

**b) In case the Equity Shares are 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 8.17 of the Letter of Offer along with Form SH-4.

**c) In case of non-receipt of the LoF:**

Public Shareholders may (i) download the same from the SEBI website (www.sebi.gov.in) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares. Alternatively, such Public Shareholders can download the soft copy of the LoF from the SEBI's website www.sebi.gov.in as well as from the Manager to the Offer website www.afsl.co.in. Alternatively, in case of non-receipt of the LoF, Public Shareholders holding the Equity Shares may participate in the Open 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 name, DP ID number, number of shares being tendered and other relevant documents as mentioned in the LoF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the Offer Closing Date.

**Public Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available BSE before the closure of the Tendering Period.**

- In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer had been submitted to SEBI on April 11, 2023. SEBI vide its letter dated May 31, 2023, bearing reference no. SEBI/HO/CFD/DCR-2/P/OW/2023/22299/1 has issued its comments on the Draft Letter of Offer in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the Letter of Offer.
- There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the DPS and the Letter of Offer except as mentioned below:  
Octaware Technologies Ltd, is a part of the Promoter Group of the Target Company, was earlier shown in the Public Category, including for the period ended March 31, 2023. Octaware Technologies Ltd is holding 710 Equity Share (representing 0.18% of the Target Company, as on the date of the Public Announcement as well as on the date of this announcement. After the date of Letter of Offer i.e June 06, 2023, the Target Company had filed the revised shareholding pattern for the period ended March 31, 2023, whereby Octaware Technologies Ltd is included in the Promoter Group & excluded from the Public Category. Accordingly the Pre and Post Offer Shareholding Pattern of the Target Company as disclosed under point no 5.12 on page 12 of the Letter of Offer, shall change to this effect.
- As on the date of this advertisement, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- The revised Schedule of Activities pertaining to the Offer is set forth below:

Major Activities	Original Schedule (Date & Day)	Revised Schedule (Date & Day)
Public Announcement	March 24, 2023 (Friday)	March 24, 2023 (Friday)
Publication of Detailed Public Statement	March 31, 2023 (Friday)	March 31, 2023 (Friday)
Filing of Draft Letter of Offer with SEBI	April 11, 2023 (Tuesday)	April 11, 2023 (Tuesday)
Last Date for a Competitive Bid	April 26, 2023 (Wednesday)	April 26, 2023 (Wednesday)
Receipt of Comments from SEBI on Draft Letter of Offer	May 04, 2023 (Thursday)	May 31, 2023 (Wednesday)
Identified Date*	May 05, 2023 (Friday)	June 02, 2023 (Friday)
Date by which Letter of Offer be posted to the Shareholder	May 15, 2023 (Monday)	June 09, 2023 (Friday)
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	May 17, 2023 (Wednesday)	June 14, 2023 (Wednesday)
Last Day of Revision of Offer Price / Share	May 18, 2023 (Thursday)	June 15, 2023 (Thursday)
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	May 18, 2023 (Thursday)	June 15, 2023 (Thursday)
Date of Opening of the Offer	May 19, 2023 (Friday)	June 16, 2023 (Friday)
Date of Closing of the Offer	June 01, 2023 (Thursday)	June 30, 2023 (Friday)
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	June 15, 2023 (Thursday)	July 14, 2023 (Friday)

\* 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 owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers, person acting in concert with Acquirers and Seller of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.

The Acquirers accept the responsibility for the information contained in this Advertisement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. All other terms and conditions of the Offer shall remain unchanged. This Advertisement will also be available on the website of SEBI i.e. www.sebi.gov.in.

**THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS**



**ARYAMAN**  
FINANCIAL SERVICES LTD

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