

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S. RAJPUTANA INVESTMENT & FINANCE LIMITED ("RIFL" / "TARGET COMPANY")

OPEN OFFER FOR ACQUISITION OF 8,00,800 (EIGHT LAKHS EIGHT HUNDRED ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") REPRESENTING 26% OF THE TOTAL PAID UP EQUITY AND VOTING SHARE CAPITAL OF RIFL, ON A FULLY DILUTED BASIS FROM THE PUBLIC SHAREHOLDERS OF RIFL BY M/S. B R D DEVELOPERS AND BUILDERS LIMITED (HEREINAFTER REFERRED TO AS "ACQUIRER") ALONGWITH MR. WILLIAN VARGHESE CHUNGATH CHERU (PAC 1), MR. GIGY VERGHESE PULIKKOTTIL (PAC 2), MR. CHANAYIL GOPALAN SURENDRAN (PAC 3), MR. PORATHUR DEVASSY ANTONY (PAC 4), MR. CHERUVATHOOR KURIAPPAN APPUMON (PAC 5), MR. EDISON PA (PAC 6), MR. TORISON PA (PAC 7), MR. KOCHUMATHEW CJ (PAC 8), MRS. KOCHUTHRESSIA (PAC 9) AND MR. JIMSON PA (PAC 10) (HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT" OR "PACs") FOR THE PURPOSE OF THIS OPEN OFFER .

1. OFFER DETAILS:

- **Offer Size:** This Open Offer is being made by the Acquirer alongwith the PACs for acquisition of 8,00,800 fully paid equity shares of face value of Rs. 10/- each constituting 26% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 11.50/- (Rupees Eleven and Fifty paise Only) per fully paid-up equity share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirer alongwith the PACs will be Rs. 92,09,200/- (Rupees Ninety Two Lakhs Nine Thousand and Two Hundred Only).
- **Mode of payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("the SEBI (SAST) Regulations").
- **Type of Offer (Triggered Offer, ~~Voluntary Offer/ Competing Offer~~ etc.):** The Offer is a Triggered Offer made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.



2. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

On March 19, 2018, the Acquirer has entered into the following agreements:

- i. Share Purchase Agreement between the Acquirer and the present Promoters of the Target Company for acquisition of 5,07,420 equity shares constituting to 16.47% of the total paid-up equity and voting share capital of the Target Company at the price of Rs. 10/- (Rupees Ten Only) per equity share.
- ii. Individual Share Purchase Agreements between the Acquirer and public shareholders of the Target Company for acquisition of in aggregate 10,31,556 equity shares constituting 33.49% of the total paid-up equity and voting share capital of the Target Company at the price of Rs. 10/- (Rupees Ten Only) per equity.

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for Shares/ Voting Rights acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ Voting Capital			
Direct	i. Share Purchase Agreement between the Acquirer and the current Promoters of RIFL on 19.03.2018 viz: - Mr. Satish Singh - Mr. Sudarshan Prasad Singh, - Mr. Santosh Kumar Singh; and - Mr. Sanjay Pradhan	4,30,000 35,000 28,140 14,280	13.96% 1.14% 0.91% 0.46%	0.43 0.035 0.028 0.014	All transactions have been made in Cash	3(1) & 4 of the Regulations



DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for Shares/ Voting Rights acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ Voting Capital			
	ii. Separate Share Purchase Agreements between the Acquirer and Non-Promoters of RIFL on 19.03.2018 viz:					
	- M/s. JIT Finance Private Limited	4,71,556	15.31%	0.472		
	- M/s. Manimudra Marketing Private Limited	5,60,000	18.18%	0.56		

3. Acquirer and PACs:

Name of the Acquirers / PACs	Address	Name(s) of Persons in control /Promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Name of the Group, if any, to which the Acquirers/PAC belongs to	Pre-Transaction Shareholding Number % of total share capital	Post-Transaction Shareholding Number % of total share capital	Any Other Interest in the Target Company
M/s. B R D Developers and Builders Limited	Door No. XIII/436, A 1, Second Floor, Bethany	Willian Varghese Chungath Cheru	N.A	Nil	15,38,976 (49.97%)	Nil



Name of the Acquirers / PACs	Address	Name(s) of Persons in control /Promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Name of the Group, if any, to which the Acquirers/PAC belongs to	Pre-Transaction Shareholding Number % of total share capital	Post-Transaction Shareholding Number % of total share capital	Any Other Interest in the Target Company
	Complex, Thrissur Road, Kunnamkulam, Kerala- 680503,					
Willian Varghese Chungath Cheru	Chungath House, Guruvayur Road Kunnamkulam, P.O. Thrissur-680503, Kerala	N.A	N.A	1,00,600 (3.27%)	1,00,600 (3.27%)	Nil
Gigy Verghese Pulikkottil	Joy Villa, Thrissur Road, Kanipayur, Thrissur-680517, Kerala	N.A	N.A	16,400 (0.53%)	16,400 (0.53%)	Nil
Chanayil Gopalan Surendran	Villa No. 26, Sivaprasadan Skyline Kingsmead, Cheroor Road, Peringa VU Trichur- 680018, Kerala	N.A	N.A	50,000 (1.62%)	50,000 (1.62%)	Nil
Porathur Devassy Antony	Porathur House Vellattanjur P.O. Thrissur-680601, Kerala	N.A	N.A	20,000 (0.65%)	20,000 (0.65%)	Nil
Cheruvathoor Kuriappan Appumon	Cheruvathoor House, Santhi nagar, Kunnamkulam,	N.A	N.A	60,150 (1.95%)	60,150 (1.95%)	Nil



Name of the Acquirers / PACs	Address	Name(s) of Persons in control /Promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Name of the Group, if any, to which the Acquirers/PAC belongs to	Pre-Transaction Shareholding Number % of total share capital	Post-Transaction Shareholding Number % of total share capital	Any Other Interest in the Target Company
	Thrissur-680503, Kerala					
Edison PA	Porathur House Vellattanjur P.O, Velur, Thrissur-680601, Kerala	N.A	N.A	20,000 (0.65%)	20,000 (0.65%)	Nil
Torison PA	Porathur House Vellattanjur P.O, Velur, Thrissur-680601, Kerala	N.A	N.A	20,000 (0.65%)	20,000 (0.65%)	Nil
Kochumathew C J	Chowalloor House, Brahmakulam, Thaikkad Panchayath, Thrissur-680104, Kerala	N.A	N.A	100000 (3.25%)	100000 (3.25%)	Nil
Kochuthressia	Porathur House Vellattanjur P.O, Thrissur-680601, Kerala	N.A	N.A	20,000 (0.65%)	20,000 (0.65%)	Nil
Jimson PA	Porathur House Vellattanjur P.O, Velur, Thrissur-680601, Kerala	N.A	N.A	20,000 (0.65%)	20,000 (0.65%)	Nil



4. Details of Selling Shareholders, if applicable:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post- Transaction	
		Number	%	Number	%
Mr. Satish Singh	Yes	4,30,000	13.96%	Nil	Nil
Mr. Sudarshan Prasad Singh,	Yes	35,000	1.14%	Nil	Nil
Mr. Santosh Kumar Singh	Yes	28,140	0.91%	Nil	Nil
Mr. Sanjay Pradhan	Yes	14,280	0.46%	Nil	Nil
M/s. JIT Finance Private Limited	No	4,71,556	15.31%	Nil	Nil
M/s. Manimudra Marketing Private Limited	No	5,60,000	18.18%	Nil	Nil
TOTAL		15,38,976	49.97%	Nil	Nil

5. Target Company:

- **Name:** M/s. Rajputana Investment & Finance Limited.
- **Exchanges where listed:** The equity shares of the Target Company are listed on BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE).

6. Other details:

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14(3) of Regulations vide a Detailed Public Statement on or before March 26, 2018.
- The Acquirer alongwith the PACs undertakes that they are aware of and will comply with its obligations under the Regulations and have adequate financial resources to meet the Offer Obligations.



Issued by:



MANAGER TO THE OFFER:
VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI REGN NO: INM000011096

(Contact Person: Mr. Anup Kumar Sharma)

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FOR B R D DEVELOPERS AND BUILDERS LIMITED

SD/-

WILLIAN VARGHESE CHUNGATH CHERU

DIRECTOR

DIN: 00074708

SD/-

WILLIAN VARGHESE CHUNGATH CHERU

(On Behalf of Self and Other PACs)

Place: Kolkata

Date: 19.03.2018

