

PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ASSAM ROOFING LIMITED

Corporate Identification Number (CIN): L26953AS1972PLC001381
Registered Office: Bonda Narangi, Guwahati, Assam – 781026, India
Phone No.: 91-33-22301296 / 22301299 / 22480016;
Website: www.assamroof.com ; **Email-ID:** infocal@assamroof.com

OPEN OFFER FOR ACQUISITION OF UP TO 50 (FIFTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEES TEN ONLY) EACH OF ASSAM ROOFING LIMITED (“ASL”/ “TARGET COMPANY”/ “COMPANY”), REPRESENTING 0.01% OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL/ VOTING SHARE CAPITAL OF ASSAM ROOFING LIMITED, BY TIRUPATI NIRYAT PRIVATE LIMITED (“ACQUIRER 1”) AND SWARN-MAYUR BONDS & HOLDINGS LIMITED (“ACQUIRER 2”) (COLLECTIVELY REFERRED TO AS ACQUIRERS AND PROMOTERS); TOGETHER WITH BHAGIRATH PASARI (“PAC 1”), RAHUL PASARI (“PAC 2”), BHAGIRATH PASARI HUF (“PAC 3”), PURUSHOTTAMDAS BHAGIRATH HUF (“PAC 4”) AND PURUSHOTTAMDAS PASARI HUF (“PAC 5”) (PAC 1 TO PAC 5 COLLECTIVELY REFERRED TO AS “PERSONS ACTING IN CONCERT”/ “PACs”).

This Public Announcement is being issued by CapitalSquare Advisors Private Limited (“**Manager to the Offer**” or “**CSAPL**”) for and on behalf of the Acquirers and the PACs to the public shareholders of the Target Company, excluding the PACs or deemed to be acting in concert with these parties; pursuant to and in compliance with Regulation 4 and Regulation 5A of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereon (“**SEBI (SAST) Regulations**”) read with Regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”).

1. OFFER DETAILS

(a)	Offer Size	The Acquirers along with PACs hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 50 (Fifty) Equity Shares (“ Offer Shares ”), representing 0.01% of the Equity Share capital of the Target Company, subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement (“ DPS ”) and the Letter of Offer (“ LoF ”) proposed to be issued in accordance with SEBI (SAST) Regulations;
(b)	Offer Price/ Offer Consideration	The Open Offer is made at a price of ₹6,000.00/- (Rupees Six Thousand Only) per Equity Share (“ Offer Price ”). The Equity Shares of the Target Company are listed only on the Calcutta Stock Exchange Limited; and since the Calcutta Stock Exchange Limited is non-operational, therefore there has not been trading of the Equity Shares of the Target Company. Based on the aforesaid information, the Equity Shares of Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations, and the Offer Price has been determined in accordance with the provisions of Regulation 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹3,00,000.00/- (Rupees Three Lakhs);
(c)	Mode of Payment	The Offer Price is payable in cash in accordance with Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement and the Letter of Offer proposed to be issued in accordance with the SEBI (SAST) Regulations;
(d)	Type of Offer	This Open Offer is being made to the public shareholders of the Target Company in accordance with Regulation 4 and Regulation 5A of SEBI (SAST) Regulations, read with Regulation 31A (5) of SEBI (LODR) Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

There is no underlying transaction in pursuance of which this Open Offer has been triggered.

Since April 2013, Tirupati Niryat Private Limited and Swarn-Mayur Bonds & Holdings Limited (hereinafter

collectively referred to as the “Acquirers” and “Promoters”) have been wrongly classified as the Public Shareholder of the Company. Thus, in order to re-classify the Acquirers as a ‘Promoters’ of the Target Company, this Open Offer is being made in accordance with Regulation 4 and Regulation 5 (A) of the SEBI (SAST) Regulations read with Regulation 31A (5) of the SEBI (LODR) Regulations. In compliance with Regulation 5A of SEBI (SAST) Regulations, the Acquirers have proposed to delist the Equity Shares of the Target Company from the Calcutta Stock Exchange in accordance with Delisting Regulations and therefore seek to acquire from all public shareholders under Delisting offer 50 (Fifty) Equity shares representing 0.01% of fully paid-up equity share capital and voting capital of the Target Company.

As on the date of this Public Announcement, the Acquirers and PACs collectively hold 6,59,250 (Six Lakhs Fifty-Nine Thousand Two Hundred and Fifty) fully paid-up Equity Shares of the Target Company, representing 99.99% of its total paid-up Equity Share capital.

3. DETAILS OF ACQUIRERS AND PROMOTERS

Details	Acquirer 1	Acquirer 2
Name of the Acquirer	Tirupati Niryat Private Limited (Formerly known as ‘Tirupati Niryat Limited’)	Swarn-Mayur Bonds & Holdings Limited
Address	Esplanade Mansion, 17, Government Place (East), Ground Floor, Kolkata – 700069, India	Esplanade Mansion, 17, Government Place (East), Ground Floor, Kolkata – 700069, India
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer is Company	i. Bhagirath Pasari; ii. Vasundhara Pasari; iii. Rahul Pasari; iv. Urmila Pasari; v. Purushottamdas Bhagirath (HUF); vi. Swarn-Mayur Bonds & Holdings Limited; and vii. Nibedita Sahu	i. Bhagirath Pasari; ii. Vasundhara Pasari; iii. Rahul Pasari; iv. Urmila Pasari; v. Suryakant Adukia; vi. Sashikant Agarwal; and vii. Tirupati Niryat Private Limited
Name of the Group, if any, to which the Acquirer/ PAC belongs to	Nil	Nil
Any other interest in the Target Company	Acquirer 1 does not have any relationship/ interest in the Target Company except to the extent of its shareholding in the Target Company	Acquirer 2 does not have any relationship/ interest in the Target Company except to the extent of its shareholding in the Target Company
Pre-Transaction shareholding Number and % of total share capital	50,000 (Fifty Thousand) Equity Shares, representing 7.58% of the total Equity Share capital of the Target Company;	1,30,768 (One Lakh Thirty Thousand Seven Hundred and Sixty-Eight) Equity Shares, representing 19.83% of the total Equity Share capital of the Target Company;
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer	There has been no underlying transaction executed pursuant to which this Open Offer was triggered. The Equity Shares that may be tendered by the Public Shareholders under this Open Offer shall be acquired by the Acquirers. Assuming that all the Equity Shares are tendered in this Open Offer, the Acquirers and PACs will collectively hold 6,59,300 (Six Lakhs Fifty-Nine Thousand and Three Hundred) Equity Shares representing 100.00% of the Fully paid up equity and voting Share Capital of the Company.	

4. DETAILS OF PACs'

Detail	PAC 1	PAC 2	PAC 3	PAC4	PAC 5
Name of the PAC	Bhagirath Pasari	Rahul Pasari	Bhagirath Pasari HUF	Purushottamdas Bhagirath HUF	Purushottam Das Pasari HUF
PAN	AEXPP7967C	AFPPP4671N	AAFHB8537G	AACHP9808D	AAGHP2668R
Address	4A, Rainy Park Road, S.O., Ballyguange, Kolkata, West Bengal, 700019, India	4A, Rainy Park Road, S.O., Ballyguange, Kolkata, West Bengal, 700019, India	4A, Rainy Park, Ballygunge, Kolkata, West Bengal, 700019, India	4A, Rainy Park, Ballygunge, Kolkata, West Bengal, 700019, India	4A, Rainy Park, Ballygunge, Kolkata, West Bengal, 700019, India
Name(s) of persons in control/ promoters of Acquirers/	Nil	Nil	Nil	Nil	Nil
Name of the Group, if any, to which the Acquirers/ PAC belongs to	Nil	Nil	Nil	Nil	Nil
Pre-Transaction shareholding	23,010	1,15,650	13,000	24,002	55,000
% of Pre-Transaction shareholding	3.49%	17.54%	1.97%	3.64%	8.34%
Any other Interest in the Target Company	PAC 1 and PAC 2 are the promoters of the Target Company. Further, PAC 1 and PAC 2 are interested in the Target Company to the extent of their shareholding and their directorship position in the Target Company.		PAC 3, PAC 4, and PAC 5 are the promoters of the Target Company; and are interested in the Target Company to the extent of their shareholding in the Target Company		

Note: The Acquirers/ PACs and the Promoters and the Promoter Group of the Target Company collectively hold 6,59,250 (Six Lakhs Fifty-Nine Thousand and Three Hundred) Equity Shares representing 99.99% of the fully paid-up Equity Share capital and voting share capital of the Target Company.

5. DETAILS OF SELLING SHAREHOLDERS

Not applicable.

6. TARGET COMPANY

Name	Assam Roofing Limited
CIN	L26953AS1972PLC001381
Registered Office	Bonda Narangi, Guwahati, Assam – 781026, India
Exchange where the Equity Shares are listed	The Equity Shares of the Company are presently listed at the Calcutta Stock Exchange Limited.
ISIN	INE867E01016

7. OTHER DETAILS

- (a) The Detailed Public Statement to be issued in accordance with Regulation 13 (4) and Regulation 14 (3) of the SEBI (SAST) Regulations shall be published in newspapers, within five (5) working days of this Public Announcement, i.e. on or before Thursday, April 01, 2021;
- (b) The Detailed Public Statement shall, *inter alia*, contain details of the Open Offer including the detailed information of the Offer Price, the Acquirers, and the Target Company, background to the Open Offer, statutory approvals required for the Open Offer, details of financial arrangements, and such other terms and conditions to the Open Offer;
- (c) The Acquirers along with PACs undertake that, they are aware of and shall comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet their obligations under the Offer. The Acquirers and PACs have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25 (1) of the SEBI (SAST) Regulations;
- (d) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of the SEBI (SAST) Regulations; and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations;
- (e) All information stated in this Public Announcement relating to the Target Company has been obtained from publicly available sources;
- (f) In this Public Announcement, all references to ‘₹’, ‘Re.’, and ‘Rs.’ are references to the Indian Rupee;
- (g) This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

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

CAPITALSQUARE[®]

Teaming together to create value

MANAGER TO THE OFFER:

CAPITAL SQUARE ADVISORS PRIVATE LIMITED

208, 2nd Floor, AARPEE Center, MIDC Road No 11,

CTS 70, Andheri (E), Mumbai 400093, Maharashtra, India.

Tel: +91-22-66849999/9874283532, **Fax:** +91-22-66849998

Website: www.capitalsquare.in,

Email Id: mb@capitalsquare.in

Contact Person: Mr. Tanmoy Banerjee

SEBI Registration No: INM000012219

For and on behalf of the Acquirer and PACs

Place: Mumbai

Date: Wednesday, March 24, 2021