PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 AND REGULATION 14 OF SEBI (SUBSTANTIAL ACQUISTION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

M/S FRASER AND COMPANY LIMITED
("FACL"/"TARGET COMPANY"/"TC")
(Corporate Identification No. L51100MH1917PLC272418)

Registered Office: B-10, Divya Smit CHS Ltd, Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali West, Mumbai - 400067;
Phone No. +91-22-2868 6735
Website: fraseracp@gmail.com
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CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 21,11,278 (TWENTY ONE LACS ELEVEN THOUSAND TWO HUNDRED SEVENTY EIGHT ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE FULLY PAID UP SHARE CAPITAL OF FACL, FROM THE PUBLIC SHAREHOLDERS OF FACL BY MR. OMKAR RAJKUMAR SHIVHARE (ACQUIRER-1), YOGEETA RAJKUMAR SHIVHARE (ACQUIRER-2) AND M/S. EKADANTA GENEX PRIVATE LIMITED (ACQUIRER-3) (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirers, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3 (1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

DEFINITIONS:

"Equity Shares" means the fully paid up equity shares of the Target Company of face value of Rs. 10 (Rupees Ten Only) Each.

"Fully Paid up Equity Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10^{th}) working day from the closure of the tendering period of the Offer.

"Offer" or "Open Offer" means the open offer for acquisition up to 21,11,278 (Twenty One Lacs Eleven Thousand Two Hundred Seventy Eight Only) Equity Shares, representing 26.00% of the Fully Paid up Equity Share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Public Shareholders" means Shareholders of Target Company other than Acquirers.

EKADANTA GENEX PRIVATE LIMITED Mumbai

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1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of up to 21,11,278 fully paid up Equity Shares of Rs. 10/- each constituting 26.00% of the Fully Paid up share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 6.00/-(Rupees Six 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 Acquirers, will be Rs. 1,26,67,668/- (Rupees One Crore Twenty Six Lacs Sixty Seven Thousand Six Hundred Sixty Eight Only).

- **Mode of Payment**: The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 **(Regulations).**

- **Type of Offer** (Triggered offer, ~~Voluntary offer/competing offer~~ etc): The Offer is a mandatory open offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the proposal for placing the Purchase Order (as defined below).

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

Given below are the details of underlying transactions:

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 /VRs acquired (Rs. in Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Market purchase- the Acquirers propose to place an order with its stock broker Shreni Shares Private Limited ("Purchase Order"), to purchase up to 2,00,000 (Two Lacs) Equity Shares, at per Equity Share price of not more than Rs. 6/- (Rupees Six Only) and for an overall	2,00,000	2.46%	12.00	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

Mumbai

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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 /VRs acquired (Rs. in Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
	consideration amount not exceeding Rs. 12.00 Lacs (Rupees Twelve Lacs only), on BSE Limited in tranches / lots as instructed by the Acquirers from time to time, but only after the Acquirers have informed the stock broker of the receipt of the relevant approvals required from various regulatory authorities and until such period as permitted under applicable laws (including SEBI SAST Regulations).					

3. **DETAILS OF THE ACQUIRERS:**

Details	Acquirer-1	Acquirer-2	Acquirer-3
Name of Acquirer / ~~PACs~~	Omkar Rajkumar Shivhare	Yogeeta Rajkumar Shivhare	Ekadanta Genex Private Limited (CIN U51909MH2019PTC324639)
Address	Flat No.104, Evershine Millenium Paradise, Building No. 6, Thakur Village, Kandivali East, Mumbai - 400101	Flat No.104, Evershine Millenium Paradise, Building No. 6, Thakur Village, Kandivali East, Mumbai - 400101	Registered Office: Shop no.75, Bldg.no 75, B wing,Evershine hello co-op hsg Soc LTD. Kandivali East, Mumbai - 400101
Name(s) of the Persons in control / Promoters of the Acquirer/~~PAC~~, Where the Acquirer/~~PAC~~ is a Company	N.A.	N.A.	Mr. Omkar Rajkumar Shivhare (Promoter and Director) Mrs. Yogeeta Rajkumar Shivhare (Promoter and Director)
Name of the Group, if any, to which the Acquirer/~~PAC~~ belongs to	N.A.	N.A.	N.A.
Pre Transaction			

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Details	Acquirer-1	Acquirer-2	Acquirer-3
shareholding:			
Number of Shares	6,61,147	7,28,250	4,48,000
% of Fully paid up Equity Share Capital	8.14%	8.97%	5.52%
Proposed shareholding after the acquisition of shares which triggered the Open Offer:			
Number of Shares	7,51,147	8,18,250	4,68,000
% of Fully paid up Equity Share Capital	9.25%	10.08%	5.76%
Any other Interest in the Target Company	N.A.	N.A.	Acquirer-3 is supplier to construction material to Target Company

For the purpose of this Open Offer there is no Person Acting in Concert (PAC) with the Acquirers.

4. **DETAILS OF SELLING SHAREHOLDERS:**

The transaction is not through any share purchase agreement, hence details of Selling Shareholders are not applicable:

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Not Applicable					

5. **TARGET COMPANY**

The Target Company i.e. Fraser And Company Limited and having its present registered office at B-10, Divya Smit CHS ltd, Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali West, Mumbai - 400067.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 539032 and FRASER & The Calcutta Stock Exchange Limited ("CSE") having scrip code is 16052 respectively. The Equity Shares of Target Company are frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. **OTHER DETAILS**

6.1 This 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 SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before 18th November, 2020.

6.2 The Acquirers undertakes that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

6.3 This is not a Competitive Bid.

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6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.

6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer

Issued by:

Navigant

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SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

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Signed by Acquirers:

Omkar Rajkumar Shivhare

Yogeeta Rajkumar Shivhare

EKADANTA GENEX PRIVATE LIMITED ★ Mumbai

On behalf of Ekadanta Genex Private Limited

Name: Omkar Rajkumar Shivhare

Designation: Director

Place: Mumbai
Date: 10th November, 2020