

PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI (SAST) REGULATIONS, 2011")

OPEN OFFER FOR ACQUISITION OF 623,406 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. SWARAJ AUTOMOTIVES LIMITED** (HEREINAFTER REFERRED AS "**TARGET COMPANY**") HAVING ITS REGISTERED OFFICE AT PHASE-IV, S.A.S. NAGAR DISTT. MOHALI, PUNJAB – 160 055; TEL: 0172-2271620-28; AND FAX: 0172-2272731, BY **M/S. b4S SOLUTIONS PRIVATE LIMITED**, A COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956 HAVING ITS REGISTERED OFFICE AT 806, EROS APARTMENTS, 56 NEHRU PLACE, NEW DELHI – 110 019 (HEREINAFTER REFERRED AS "**ACQUIRER**") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 4 OF SEBI (SAST) REGULATIONS, 2011.

This Public Announcement ("**PA**" / "**Public Announcement**") is being issued by **Corporate Professionals Capital Private Limited** ("**Manager to the Offer**") for and on behalf of the Acquirer to the equity shareholders of the Target Company ("**Shareholders**") pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").

1. OFFER DETAILS

- **Size:** 623,406 (Six Lacs Twenty Three Thousand Four Hundred and Six) Equity Shares constituting 26.00% of the present issued subscribed and paid-up equity share capital of the Target Company.
- **Price/ consideration:** Rs.145.50/- (Rupees One Hundred and Forty Five and Fifty Paise Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

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

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 (VR) acquired (Rs. In Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/voting capital			
Direct	Share Purchase Agreement dated October 16, 2015	1,706,925	71.19%	2483.57	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER

Details	Acquirer	Total
Name of Acquirer	M/s. b4S Solutions Private Limited	NA
Address	806, EROS Apartments, 56 Nehru Place, New Delhi – 110 019	NA
Name(s) of persons in control /promoters of acquirers	Mr. R. K. Sharma Mr. K. L. Sharma	NA
Name of the Group, if any, to which the Acquirer company belongs to	N.A.	NA

Pre Transaction shareholding • Number • % of total share capital	Nil	Nil
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	1,706,925 Equity Shares 71.19% of the paid-up share capital of the Target Company.	1,706,925 Equity Shares 71.19% of the paid-up share capital of the Target Company.
Any other interest in the TC	Other than the shareholding as disclosed above, the Acquirer does not have any other interest in the Target Company.	

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of Promoter/promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
M/s. Mahindra and Mahindra Limited	Yes	1,706,925	71.19	Nil	N.A

5. TARGET COMPANY

Name	:	SWARAJ AUTOMOTIVES LIMITED
CIN	:	L45202PB1974PLC003516
Exchange where listed	:	BSE Limited Delhi Stock Exchange Limited (DSE) (*)

**Recognition withdrawn vide SEBI order dated November 19, 2014.*

6. OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer,

statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one Punjabi national daily as the registered office of the Company is situated in Punjab and any one Marathi national daily newspaper with wide circulation. The Detailed Public Statement shall be published on or before October 26, 2015.

- The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28. South Extension Part-1, New Delhi – 110049

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SEBI Regn. No: INM000011435

On Behalf Of Acquirer:

b4S Solutions Private Limited

Place: New Delhi

Date: October 16, 2015