A B COTSPIN INDIA LIMITED

CIN: L17111PB1997PLC020118

Registered Office: NH-54, Goniana Road, Near Lake-3, Bathinda, Punjab-151001

Email ID: cs@abcotspin.in Website: www.abcotspin.com

OPEN OFFER FOR THE ACQUISITION OF UPTO 26,75,972 (TWENTY SIX LAKH SEVENTY FIVE THOUSAND NINE HUNDRED AND SEVENTY TWO) EQUITY SHARES OF FACE VALUE OF INR 10.00 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES") REPRESENTING 26,00% OF THE PAID-UP EQUITY SHARE CAPITALOF A B COTSPIN INDIA LIMITED ("ABC"/ 'TC'/ 'TARGET COMPANY') HAVING ITS REGISTERED OFFICE AT NH-54, GONIANA ROAD, NEAR LAKE-3, BATHINDA, PUNJAB-151001 AT A PRICE OF INR 236,00% (INDIAN RUPEES TWO HUNDRED AND THIRTY SIX ONLY) PECUITY SHARE ("OFFER PRICE") FROM ALL THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW), BY MR. ABHEY JINDAL, MRS. SUVARNA JINDAL, MRS. SANYA JINDAL AND MRS. RENU JINDAL (HEREINATTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") ALONG WITH SHREE JINDAL SOYA PRIVATE LIMITED (HEREINAFTER REFERRED TO AS 'PERSON ACTING IN CONCERT' / 'PAC').

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer ("Manager"), for and on behalf of the Acquirers along with the PAC to all the Public Shareholders of the Target Company ("Shareholders"), pursuant to and in compliance with the provisions of Regulation 13(4), Regulation 14(3) and Regulation 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) ("SEBI (SAST) Regulations") and pursuant to the Public Announcement ("PA") made on September 11, 2024 on National Stock Exchange of India Limited ("NSE") Securities and Exchange Board of India ("SEBI") and the Target Company in terms of the provisions of Regulation 3(1), Regulation 3(2) and Regulation 4 of SEBI (SAST) Regulations, read with other applicable Regulations of SEBI (SAST) Regulations, if any.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below-

- 'Acquirers' means and includes Mr. Abhey Jindal, Mrs. Suvarna Jindal, Mrs. Sanya Jindal and Mrs. Renu Jindal. 'Equity shares' means the fully paid-up Equity Shares of face value of INR 10 (Indian Rupees Ten Only) each of the
- 'Existing Promoters' means Mr. Deepak Garg, Mr. Manohar Lal, Mrs. Seema Garg and Mrs. Pooja Garg who collectively holds 35,93,340 equity shares representing 34.91% of the Paid-up Equity Share Capital of the Target Company. 'PAC' means Shree Jindal Sova Private Limited.

'Paid-up Equity Share Capital' means the paid-up Equity Shares Capital of the Target Company i.e., INR 10,29,22,000 clindian Rupees Ten Crore Twenty Nine Lakh Twenty Two Thousand Only divided into 1,02,92,200 (One Crore Two Lakh Ninety Two Thousand Two Hundred) fully paid-up Equity Shares of face value of INR 10 (Indian Rupees Ten only) each of the Target Company. Further, the Target Company had issued and allotted 1,20,28,562 (One Crore Twenty Lakh Twenty-Eight Thousand Five Hundred and Sixty Two) Warrants each convertible into or exchangeable for one fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Target Company on October 09, 2023.

This does not envisage the conversion of warrants into equity shares since as per the confirmation received from the warrant holders, the conversion of warrants into equity shares shall be done only upon expiry of 10 working days from the completion of Offer Period in terms of SEBI (SAST) Regulations, 2011 and in case the warrants are converted into equity shares of the Target Company prior to expiry of 10 working days, the offer size will be increased accordingly in terms of Regulation 7(1) of SEBI (SAST) Regulations.

- 'Public Shareholders' shall mean all the shareholders of the Target Company who are eligible to tender their Equity in the Offer, except the Acquirers, PAC, person acting in concert with the Acquir
- 'Target Company' / 'ABC' means A B Cotspin India Limited.
- 'Transaction I' means the acquisition pursuant to off-market transfer of 17,59,860 (Seventeen Lakh Fifty Nine Thousand Eight Hundred and Sixty) Equity shares to Acquirer 3 on January 25, 2023.
- 'Transaction II' means the off-market transfer of 15,00,000 (Fifteen Lakh) Equity shares on February 07, 2023, from
- ACQUIRERS, PAC, TARGET COMPANY AND OFFER
- INFORMATION ABOUT THE ACQUIRERS
- ABOUT MR. ABHEY JINDAL ('ACQUIRER 1')
- Mr. Abhey Jindal S/o Mr. Hemant Jindal, age 31 years, having PAN: ARNPJ7831N under the Income Tax Act, 1961, presently residing at Apartment No. 402A, 2nd Floor, Block 4A, The Camellias, Sikanderpur Ghosi (68), Gurgaon, Haryana 122002; Ph. No.: +91-8289000055; Email ID: deliindal@qmail.com Acquirer 1 possesses rich experience in the field of Real Estate and Developers
- The Net Worth of Acquirer 1 as on September 04, 2024 is INR 21,17,62,928/- (Indian Rupees Twenty One Crore
- Seventeen Lakh Sixty Two Thousand Nine Hundred and Twenty Eight Only) as certified by CA Shubham Aggarwa (Membership No. 559984, Proprietor of M/s Shubham Avnish & Associates, Chartered Accountants (UDIN 24559984BKCBNM7876) having office at S.C.O. 10, 3rd Floor, Sector 58, Industrial Area, Mohali (Punjab); Ph. No.: +91-8360614687; Email: shubhamavnishassociates@qmail.com vide its certificate dated September 11, 2024.
- After effecting Transaction I, Transaction II and at the time of making PA, Acquirer 1 holds 6,90,000 (Six Lakh and Ninety Thousand) equity shares representing 6.70% of the Paid-up Equity Share Capital of the Target Company. Further Acquirer 1 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
- As on the date of PA, apart from the shareholding mentioned above and the business association as mentioned in Para II (E) the Acquirer 1 does not hold any interest in the Target Company.
- ABOUT MRS, SUVARNA JINDAL ('ACQUIRER 2')
- Mrs. Suvarna Jindal w/o Mr. Abhey Jindal, age 32 years, having PAN: FJNPS8556J under the Income Tax Act, 1961, presently residing at Apartment No. 402A, Second Floor, Block-4A, The Camellias- DLF 5 Sikanderpur Ghosi (68) Gurgaon Haryana 122002; Ph. No.: +91-8289000055; Email ID: deljindal@gmail.com
- Acquirer 2 has certain experience in the field of Real Estate and Developers.
- The Net Worth of Acquirer 2 as on September 04, 2024 is INR 64,25,33,336/- (Indian Rupees Sixty Four Crore Twenty Five Lakh Thirty Three Thousand Three Hundred and Thirty Six Only) as certified by CA Shubham Aggarwal (Membership No. 559984, Proprietor of M/s Shubham Avnish & Associates, Chartered Accountants (UDIN 24559984BKCBNO9538) having office at S.C.O. 10, 3rd Floor, Sector 58, Industrial Area, Mohali (Punjab); Ph. No.: +91-8360614667; Email: shubhamavnishassociates@gmail.com vide its certificate dated September 11, 2024.
- After effecting Transaction I, Acquirer 2 holds 8,40,000 (Eight Lakh Forty Thousand) Equity Shares representing 8.16% of Paid-up Equity Share Capital of the Target Company. Further after effecting Transaction II and at the time of making PA, Acquirer 2 holds 23,40,000 (Twenty Three Lakh and Forty Thousand) equity shares representing 22,74% of the Paid-up Equity Share Capital of the Target Company. Further, Acquirer 2 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
- A.10. As on the date of PA, apart from the shareholding mentioned above, business association as mentioned in Para II (E) and being director in the wholly owned subsidiary of the Target Company, KKML Welfare Foundation (company incorporated under section 8 of Companies Act, 2013), the Acquirer 2 does not hold any interest in the Target Company. ABOUT MRS. SANYA JINDAL ('ACQUIRER 3')
- Mrs. Sanya Jindal W/o Mr. Umang Jindal, age 32 years, having PAN: AUDPG3929P under the Income Tax Act, 1961, presently residing at House No. 5, Road No. 83, West Punjabi Bagh, Punjabi Bagh, Delhi 110026; Ph. No.: +91-8289000055; Email ID: deliindal@qmail.com
- A.12. Acquirer 3 has completed MSc & DIC in the field of strategic marketing from Imperial College of London and have some experience in the field of Real Estate and Developers.
- A.13. The Net Worth of Acquirer 3 as on September 04, 2024 is INR 61,31,06,021/- (Indian Rupees Sixty One Crore Thirty One Lakh Six Thousand and Twenty One Only) as certified by CA Shubham Aggarwal (Membership No. 559984, Proprietor of M/s Shubham Avnish & Associates, Chartered Accountants (UDIN 24559984BKCBNL4881) having office at S.C.O. 10, 3rd Floor, Sector 58, Industrial Area, Mohall (Punjabi); Ph. No.: +91-8360614667; Email: shubhamavnishassociates@gmail.com vide its certificate dated September 11, 2024.
- After effecting Transaction I, Acquirer 3 holds 22,84,860 (Twenty Two lakh Eighty Four Thousand Eight Hundred and Sixty) Equity Shares representing 22.10% of Paid-up Equity Share Capital of the Target Company. Further, after effecting Transaction II and at the time of making PA, Acquirer 3 holds 7,84,860 (Seven Lakh Eighty Four Thousand Eight Hundred and Sixty) equity shares representing 7.63% of the Paid-up Equity Share Capital of the Target Company. Further, Acquirer 3 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
- A.15. As on the date of PA, apart from the shareholding mentioned above and holding 20,28,571 (Twenty Lakh Twenty Eight Thousand Five Hundred and Seventy One) warrants convertible into equal number of equity shares, the Acquirer 3 does not hold any interest in the Target Company. Further as on the date of PA, the parents of Acquirer 3 also holds collectively 2,85,714 (Two Lakh Eighty Five Thousand Seven Hundred and Fourteen) warrants convertible into equal number of equity shares in the Target Company and the business association as mentioned in Para II (E), the Acquirer 3 does not hold any interest in the Target Company. ABOUT MRS. RENU JINDAL ('ACQUIRER 4')
- A.16. Mrs. Renu Jindal W/o Mr. Hemant Jindal, age 57 years, having PAN: ADCPJ2318K under the Income Tax Act, 1961, presently residing at 18, Chander Lok Enclave, Pitampura, Saraswati Vihar, North West Delhi, Delhi 110034; Ph. No.: +91-8289000055; Email ID: deliindal@gmail.com.
- A.17. Acquirer 4 has invested in various companies besides being the homemaker
- A.18. The Net Worth of Acquirer 4 as on September 04, 2024 is INR 21,41,78,681/- (Indian Rupees Twenty One Crore Forty One Lakh Seventy Eight Thousand Six Hundred and Eighty One Only) as certified by CA Shubham Aggarwal (Membership No. 559984, Proprietor of M/s Shubham Avnish & Associates, Chartered Accountants (UDIN 24559984BKCBNN7055) having office at S.C.O. 10, 3rd Floro, Sector 58, Industrial Area, Mohali (Punjab); Ph. No.: +91-8360614667; Email: shubhamavnishassociates@gmail.com vide its certificate dated September 11, 2024.
- Acquirer 4 does not hold any equity shares in the Target Company after effecting Transaction I, however after Transaction II, Acquirer 4 has acquired equity shares of the Target Company, thus, at the time of making PA, Acquirer 4 holds 64,500 (Sixty Four Thousand and Five Hundred) equity shares representing 0.63% of the Paid-up Equity Share Capital of the Target Company, Further, Acquirer 4 has not acquired any equity shares of the Target Company from the date of PA
- As on the date of PA, apart from the shareholding mentioned above and the business association as mentioned in Para II (E), the Acquirer 4 does not hold any interest in the Target Company. ABOUT SHREE JINDAL SOYA PRIVATE LIMITED ('PAC')
- PAC is a private limited company having CIN U15142HR1999PTC122799, incorporated on February 04, 1999, under the provisions of the Companies Act, 1956. The registered office of the PAC is situated on the 3rd Floor, Landmark Cyber Park, Sector-67, Gurgaon 122001.
- A 22 PAC is engaged in the business of Import and Trading of Edible Oil
- A.23. The details of changes in name of PAC have been detailed below

S. No.	Name	Information/ Date of change
1.	Shree Jindal Soya Limited	PAC was incorporated on February 04, 1999 with mentioned name
2.	Shree Jindal Soya Private Limited	The name was further changed on March 08, 2024

- A.24. The present authorized share capital of the PAC is INR 1,75,00,000 (Indian Rupees One Crore and Seventy Five Lakh Only) divided into 17,50,000 (Seventy Lakh and Fifty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each. The paid-up equity share capital of the PAC is INR 1,67,32,000 (Indian Rupees One Crore Sixty Seven Lakh and Thirty Two Thousand Only) divided into 16.73.200 (Sixteen Lakh Seventy Three Thousand and Two Hundred) Equit Shares of INR 10/- (Indian Rupees Ten Only) each.
- A.25. The persons in control/ members of promoter and promoter group of the PAC along with their shareholding as per the shareholding pattern as on date of the PA are mentioned below:

S. No.	Name of the Shareholders	No. of Shares held	%
1.	Suvarna Jindal (Acquirer 2)	6,60,247	39.46
2.	Sanya Jindal (Acquirer 3)	5,14,103	30.73
3.	Abhey Jindal (Acquirer 1)	3,85,706	23.05
4.	Hemant Jindal (HUF)	1,13,144	6.76
	Total	16,73,200	100.00

A.26. The financial information for last three financial years areas follows

				(INR in Lacs)
S. No.	Particulars	Year Ended 31.03.2022 (Audited)	Year Ended 31.03.2023 (Audited)	Year Ended 31.03.2024 (Audited)
1	Total Revenue	Nil	Nil	289.40
2	Net Income	(0.45)	(211.03)	54.19
3	Earning Per Share (In INR)	Nil	(12.61)	3.24
4	Net Worth/ Shareholders' Fund	(2.070.90)	1.871.73	4.325.20

Source:As certified by CA Uma Garg (Membership No.: 500058), Partner of M/S Mehtani Associates, Chartered Accountants having office at 598, PLA Hisar - 125001; Ph. No.: +91- 9253921095 Email ID mht.asct@gmail.com vide its certificate dated September11, 2024. As on the date of the Public Announcement, PAC does not hold any shares or interest in the Target Company.

- ABOUT THE ACQUIRER ALONG WITH THE PAC A.28. The Acquirers having following relationship amongst themselves -
- Acquirer 2 is wife of Acquirer
- Acquirer 3 is brother's wife of Acquirer 1
- Acquirer 4 is mother of Acquirer 1.
- A.29. Further, the PAC is the entity controlled by the Acquirers itself.
 - As on the date of PA, Acquirers and PAC have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ('SEBI Act') as amended or under any other regulation made under the SEBI Act.
- INFORMATION ABOUT THE SELLERS NOT APPLICABLE
- INFORMATION ABOUT THE TARGET COMPANY A B COTSPIN INDIA LIMITED ('TARGET COMPANY' or 'TC' or 'ABC' The Target Company having CIN L17111PB1997PLC020118, was incorporated as a private limited company on June 23 1997, under the provisions of Companies Act, 1956 under the name and style of Ganga Cottex Private Limited, thereafte the Target Company was converted to Public Limited Company on March 26, 2010, and name of the Target Company being changed to Ganga Cottex Limited. Thereafter, the name of the company changed to its current name i.e., A B Cotspin India Limited on December 24, 2010. Further, the Target Company has come up with the initial public offer and the equity shares of the Target Company are listed and traded on Emerge platform of NSE since January 11, 2022.
- The registered office of the Target Company is situated at NH-54, Goniana Road, Near Lake-3, Bathinda, Bathinda Punjab 151001, India.
- The Equity Shares of Target Company are listed and traded on the bourses of Emerge platform of National Stock Exchange of India Limited ('NSE Emerge') and are frequently traded within the meaning of definition of 'frequently traded shares' under clause (i) of sub-regulation (1) of Regulation (2) of the SEBI (SAST) Regulationsas on the date when Pa is required to be made pursuant to triggering of open offer under Transaction II, Transaction II and on the date when PA was actually made.

- The authorized share capital of the Target Company is INR 24.40.00.000 (Indian Rupees Twenty Four Crore and Forty Lakh only) constituting 2,40,00,000 (Two Crore and Forty Lakh) Equity Shares of INR 10-each and 4,00,000 (Four Lakh) Preference Shares of INR 10-each. The paid-up equity share capital of the Target Company is INR 10,29,22,000 (Indian Rupees Ten Crore Twenty Nine Lakh and Twenty Two Thousand Only) divided into 1,02,92,200 (One Crore Two Lakh Ninety Two Thousand and Two Hundred) Equity Shares of INR 10- (Indian Rupees Ten cnot) each.
- The financial information for last three financial years is as follows:

S. No.	Particulars	Year ended March 31, 2022 (Audited)	Year ended March 31, 2023 (Audited)	Year ended March 31, 2024 (Audited)
1.	Total Revenue	14,453.78	17,605.42	26,196.15
2.	Net Income	683.32	193.30	669.85
3.	Earnings Per share (In INR)	8.47	1.88	6.51
4.	Net worth/ shareholders' funds	3,882.45	4,257.84	6,846.37

Source: As certified by CA Sourabh Goyal (Membership No.: 529363), Partner of M/S P.L. Mittal & Co., Chartered Accountants having office at 21368, Power House Road Bathinda - 151001; Ph. No.: +91-9888289811; Email ID plmittalco@vahoo.com vide its certificate dated September 11, 2024.

DETAILS OF THE OPEN OFFER:

- This Open Offer is Triggered/ Mandatory Offer made in compliance with Regulation 3(1), Regulation 3(2) and Regulation 4 of the SEBI (SAST) Regulations. This Open Offer is made to the Public Shareholders of the Target Company pursuant to acquisition of shares by the Acquirers in the past which triggered the requirement to make an open offer and thus Acquirers is making a delayed open offer to rectify the past non-compliances of SEBI (SAST) Regulations. Further, as on the date of PA, the Acquirers along with PAC intends to acquire control over the Target Company along with the Existing Promoters, thereby triggering the requirement to make an open offer in terms of Regulation 4 of SEBI (SAST)
- The Acquirers have made this open offer to acquire upto 26,75,972 (Twenty Six Lakh Seventy Five Thousand Nine Hundred and Seventy Two) Equity Shares representing 26.00% of the Paid up Equity Share Capital of the Target Company at an offer price of INR 236.00/- (Indian Rupees Two Hundred and Thirty Six Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in PA, this DPS and the Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company.
- This Offer is made to all the Public Shareholders of the Target Company, except the Acquirers, PAC and person acting in concert with Acquirers in terms of the provisions of Regulation 7(6) of SEBI (SAST) Regulations.
- The Public Shareholders who will tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Shares being validly tendered in this Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof, and the tendering Public Shareholders shall have obtained all necessary consents required
- To the best of the knowledge of the Acquirers along with PAC, for the acquisition of 26.00% of the paid up equity share capital of the Target Company pursuant to the open offer, no statutory and other approval(s) is required under this Offer other than as indicated in Part V (Statutory and other Approvals). However, in case the Acquirer would require any statutory approval(s) which may become applicable at a later date but before the closure of the Tendering Period, then this Offer shall be subject to such further statutory approvals being obtained. In terms of clause (a) of sub-regulation (1) of Regulation 23 of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer will stand withdrawn.
- Where any statutory or other approval extends to some but not all of the Shareholders, the Acquirers shall have the option to make payment to such Shareholders in respect of whom no statutory or other approvals are required in orde to complete this Offer.
- Pursuant to an Open Offer, the Acquirers along with PAC will be classified into Promoter and Promoter group of the Target Company in pursuance with Regulation 31A of Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('SEBI (LODR) Regulations').
- This Offer is not conditional on any minimum level of acceptance by the shareholders of the Target Company. The Acquirers will acquire the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 26,75,972 (Twenty Six Lakh Seventy Five Thousand Nine Hundred and Seventy Two) representing 26,00% of the paid up equity share capital of the Target Company at an offer price of INR 236.00/. (Indian Rupees Two Hundred and Thirty Six Only) per fully paid-up equity share of the Target Company.
- This is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations. This Offer is not pursuant to cquisition resulting in an indirect acquisition of shares of the Target Company.
- D.10. In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to i.e. extension of time to Acquirers for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirers agreeing to pay interest at the rate of 10 percent per annum.
- In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10 percent per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price.
- Further, in case the delay occurs because of willful default by the Acquirers in obtaining any statutory approval in time the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of the SEBI (SAST) Regulations.
- The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof. The Acquirers along with PAC do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.
- Upon completion of the Offer, assuming full acceptances in the Offer, Acquirers along with PAC will hold 65,55,332 (Sixty Five Lakh Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares representing 63.69% of the Paid-up Equity
- Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period. As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957, as amended (the 'SCRR'), the Acquirers along with PAC and Existing Promoters are required to maintain at least 25 percent public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to this Open Offer, the public shareholding in the Target Company will reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015, the Acquirers along with PAC undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of SCRR, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations, 2011 and will reduce the nonpublic shareholding within the time period
- BACKGROUND TO THE OFFER
- This Open Offer is made by Acquirers and PAC to rectify the past non-compliances and errors with respect to SEBI (SAST) Regulations, details of which are provided in the below paras.
- Before effecting the Transaction I, the Acquirers were collectively holding 20,55,000 (Twenty Lakh and Fifty Five Thousand) Equity Shares representing 19.97% of the Paid-up Equity Share Capital of the Target Company, however, pursuant to Transaction I, wherein 17,59,860 (Seventeen Lakh Fifty Nine Thousand Eight Hundred and Sixty) Equity pursuant to Transaction i, wherein 17,30 to Geventeen Lakin Filty while Triousand Eight Hundred and Sixty) Equity shares were acquired by Acquirer 3, resulted into increase in the aggregate shareholding of the Acquirers from 20,55,000 (Twenty Lakh and Fifty Five Thousand) Equity Shares representing 19,97% of the Paid-up Equity Share Capital of the Target Company, to 38,14,860 (Thirty Eight Lakh Fourteen Thousand Eight Hundred and Sixty) Equity shares representing 37,07% of the Paid-up Equity Share Capital of the Target Company, thereby triggering the requirement to make an open offer in terms of Regulation 3(1) of SEBI (SAST) Regulations on January 25, 2023.
- Further, pursuant to the Transaction II, Acquirer 3 transferred 15,00,000 (Fifteen Lakh) Equity shares representing 14.57% of the Paid-up Equity Share capital of the Target Company to Acquirer 2, thus, breaching the threshold as specified under regulation 3(2) of SEBI (SAST) Regulations, thereby triggering the requirement to make an open offer terms of Regulation 3(2) of SEBI (SAST) Regulations on February 07, 2023.
- This Open Offer is made to the Public Shareholders of the Target Company pursuant to acquisition of shares by the Acquirers in the past which triggered the requirement to make an open offer and thus Acquirers is making a delayed open offer to rectify the past non-compliances of SEBI (SAST) Regulations. Further, as on the date of PA, the Acquirers along with PAC intends to acquire control over the Target Company along with the Existing Promoters of the Target Compan thereby triggering the requirement to make an open offer in terms of Regulation 4 of SEBI (SAST) Regulations.
- The Acquirers besides being the shareholders of the Target Company have business associations with the Target Company and the Existing Promoters of the Target Company, whereby personal guarantee(s) were provided, certain unsecured loans were advanced, certain advance was received in lieu of the sale of goods. Further, certain amount as salary is being withdrawn by Acquirer 2. This Open Offer is for acquisition of 26.00% of the Paid-up Equity Share Capital of the Target Company to be paid in
- cash to the shareholders whose shares would be accepted under the Open Offer The main object of the Acquirers is to rectify the past non-compliances of SEBI (SAST) Regulations and intended to
- acquire control over the management and affairs of the Target Company along with the Existing Promoters. Further more, the Acquirers would like to continue in the same line of business of the Target Company.
- SHAREHOLDING AND ACQUISITION DETAILS
- The current and proposed shareholding of the Acquirers along with PAC in the Target Company and the details of its

	Acquir	er 1	Acquir	er 2	Acquir	er 3	Acquire	r 4	PAC	;	Tota	
	No. of Shares		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	6,90,000	6.70	2,34,0000	22.74	7,84,860	7.63	64,500	0.63	0	0.00	38,79,360	37.6
Shares acquired between the PA date and the DPS date	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Post Offer shareholding (On Fully Diluted basis, as on 10th working day after closing of tendering period)	18,90,000	18.36	27,40,000	26.62	15,34,860	14.91	3,90,472	3.72	0	0.00	65,55,332	63.6

OFFER PRICE

The Equity Shares of the Target Company are listed and traded on NSE Emerge.

event pursuant to Transaction lunder Regulation 3(1) is as follows:

The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month in which the requirement to make open offer was triggered is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of requirement of PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
NSE Emerge	January 2022 to December 2022 (For Transaction I)	50,24,000	102,92,200	48.81
NSE Emerge	February 2022 to January 2023 (For Transaction II)	44,72,000	102,92,200	43.45
NSE Emerge	September 2023 to August 2024	10,89,500	102,92,200	10.59

- (Source : www.nseindia.com)
- The Equity Shares of the Target Company are listed and traded on NSE Emerge and are frequently traded within the ng of definition of 'frequently traded shares' in terms of the provisions of Regulation 2(1)(j) of the SEBI (SAST The Offer Price calculated in terms of Regulation 8(2) of the SEBI (SAST) Regulations including interest for the triggerin

Particulars	Details
Last payout date if PA was made on January 25, 2023	April 24, 2023
Last Payout date from actual date of making the PA i.e., September 11, 2024	December 04, 2024
Delay Period	
Month	Days
Apr-23	6
May-23	31
June-23	30
July-23	31
Aug-23	31
Sep-23	30
Oct-23	31
Nov-23	30
Dec-23	31
Jan-24	31
Feb-24	29
Mar-24	31

Delay Days	589
Dec-24	3
Nov-24	30
Oct-24	31
Sep-24	30
Aug-24	31
July-24	31
June-24	30
May-24	31
Apr-24	30

Total number of delay days	Original Offer Price	Interest	Offer Price including Interest
589	48.88*	7.89	56.77

*The original offer price is as per Regulation 8(2), being the highest of the following

S. No.	Particulars	Price
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Nil, since triggering is pursuant to gift
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA
(c)	The highest price paid or payable for any acquisition by the Acquirer during 26 weeks immediately preceding the date of the PA	NA
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	INR 48.88/-
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Not Applicable, since the equity shares of the Target Company are frequently traded

The Offer Price calculated in terms of Regulation 8(2) of the SEBI (SAST) Regulations including interest for the triggering event pursuant to Transaction II under Regulation 3(2) is as follows:

Particulars	Details
Last payout date if PA was made on February 07, 2023	May 08, 2023
Last Payout date from the date of PA i.e., September 11, 2024	December 04, 2024
Delay Period	
Month	Days
May-23	23
June-23	30
July-23	31
Aug-23	31
Sep-23	30
Oct-23	31
Nov-23	30
Dec-23	31
Jan-24	31
Feb-24	29
Mar-24	31
Apr-24	30
May-24	31
June-24	30
July-24	31
Aug-24	31
Sep-24	30
Oct-24	31
Nov-24	30
Dec-24	3
Delay Days	575

Total number of delay days	Original Offer Price	Interest	Offer Price including Interest				
575	49.22**	7.75	56.97				
The original offer price is as per Pegulation 8(2), being the highest of the following:							

S. No.	Particulars	Price
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Nil, since triggering is pursuant to gift
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA
(c)	The highest price paid or payable for any acquisition by the Acquirer during 26 weeks immediately preceding the date of the PA	NA
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	INR 49.22/-
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Not Applicable, sinc the equity shares of the Target Company are frequently trade

The Offer Price calculated in terms of Regulation 8(2) of the SEBI (SAST) Regulations as on the date of making PA, i.e.

S. No.	Particulars	Price
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	NA
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	INR 128.95/-
(c)	The highest price paid or payable for any acquisition by the Acquirer during 26 weeks immediately preceding the date of the PA	INR 223.05/-
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	INR 235.88/-
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Not Applicable, since the equity shares of the Target Company are frequently traded

Therefore The Offer Price of INR 236 00/- (Indian Runees Two Hundred and Thirty Six Only) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the offer price calculated for triggering events pursuant to Transaction I, Transaction II and as on the date of PA in terms of SEBI (SAST) Regulations. In view of the parameters considered and presented in table above, in the opinion of the Acquirers and the Manager the Offer, the Offer Price INR 236.00/- (Indian Rupees Two Hundred and Thirty Six Only) per share is justified in

of Regulation 8 of the SEBI (SAST) Regulations There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulation

In the event of further acquisition of Equity Shares of the Target Company by the Acquirers along with PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the acquirers any equity shares of the Target Company between one working day prior to the commencement of the tendering period and until the expiry of the tendering period.

If the Acquirers along with PAC acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers along with PAC shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers along with PACs shall comply with Regulation 18(4) and Regulation 18(5) of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations, which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working day before the date of commencement of the tendering period and would be

In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to i.e. extension of time to Acquirers along with PAC for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirers agreeing to pay interest at such rate as may be specified. In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers along with PAC would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in

Further, in case the delay occurs because of willful default by the Acquirers along with PAC in obtaining any statutory approval in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the provided in clause (e) of sub-regulation (10) of Regulation 17 of the SEBI (SAST) Regulations.

the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for

FINANCIAL ARRANGEMENTS

The total fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 26,75,972 (Twenty Six Lakh Seventy Five Thousand Nine Hundred and Seventy Two) Equity Shares from the Public Shareholders of the Target Company at an Offer Price of INR 236,00-(Indian Rupees Two Hundred and Thirty Six Only) per fully paid up equity share is INR 63,15,29,392/- (Indian Rupees Sixty Three Crores Fifteen LakhTwenty Nine Thousand and

Three Hundred and Ninety Two Only) (the 'Maximum Consideration'). By way of security for performance of obligations by the Acquirers and PAC under SEBI (SAST) Regulations, Acquirers along with PAC have deposited frequently traded and freely transferable equity shares, with appropriate margin, by way of Securities Escrow Agreement in favor of the Manager to the Offer in terms of Regulation 17(3)(c) of SEBI (SAST) Regulations ('Eligible Shares'). The details of Eligible Shares pledged in our favor are as under:

Eligible Shares JTL Industries Limited

The aforesaid Eligible Shares conform to the requirements set out in Regulation 9(2) of SEBI (SAST) Regulations, 2011. The Eligible Shares owned by Acquirers and PAC have been pledged exclusively in favor of Manager to the Offer with authority to redeem the Eligible Shares and realize the value in accordance with SEBI (SAST) Regulations, 2011. Except the pledge in favor of the Manager to the Offer, for the purpose of this Offer, the Eligible Shares are free from any Encumbrance(s). The market value of the Eligible Shares is in excess of the minimum requirement of INR 15,78,82,348 (Indian Rupees Fifteen Crores Seventy Eight Lakh Eighty Two Thousand Three Hundred and Forty Eight Only) (i.e, 25% of the Maximum Consideration) in terms of Regulation 17(1) of the SEBI (SAST) Regulations, 2011. In the event of any shortfall in the amount required to be maintained under regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirers along with PAC shall be liable to make good the shortfall.

The Acquirers along with PACs have adequate resources and have 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. The additional fund requirement, if any, for acquisition in terms of this Open Offer will be financed through the internal resources of the Acquirers along with PAC.

The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1996, and carrying on business as a banking company under Banking Regulations Act, 1994 having one of its branch offices at Ground Floor Agarwal, Corp Tower Plot No. 23 Centre Rajendra Place, New Delhi-110008, have entered into an Escrow Agreement dated September 11, 2024 for the purpose of the Offer (the 'Offer Escrow Agreement') in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Offer Escrow Agreement and in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers has deposited cash of INR 63,15,294/- (Indian Rupees Sixty Three Lakh Fifteen Thousand Two Hundred and Ninety Four Only) in the Escrow Account bearing name and style as 'CPCPL ABC OPEN OFFER ESCROW ACCOUNT' (the 'Escrow Account'), which is 1% (One Percent) of the Maximum Consideration. The cash deposit in the Escrow Account has been confirmed by the Escrow banker.

(Continue on next page...)

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- In case of upward revision in the Offer price or Offer size, the Acquirers along with PAC shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- with PAC has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations
- CA Shubham Aggarwal having membership No. 559984, Proprietor of M/s Shubham Avnish & Associates, Chartered Accountants having office at S.C.O. 10, 3rd Floor, Sector 58, Industrial Area, Mohali (Punjab); Ph. No.: +91-8360614667; Email: shubhamavnishassociates@qmail.com, has certified the net worth of the Acquirers.
- Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill their obligation through verifiable means in relation to the Offer in accordance with the

۷I.

- STATUTORY AND OTHER APPROVALS

 To the best of the knowledge of the Acquirers along with PAC, no statutory or other approvals are required to complete the acquisition of underlying transaction as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Offer would also be subject to such other statutory or other approvals(s) being obtained. Acquirers along with PAC will not proceed with the Offer in the event such statutory approvals that are required if refused, in terms of Regulation 23(1)(a) of SEBI (SAST) Regulations. This Offer is subject to all other statutory approvals that may become applicable at the later (which are not applicable on the date of DPS) before the completion of the Open Offer.

 If the holders of the Equity Shares who are not persons resident in India (including Non-Resident Indians ('NRIs'), Overseas Corporate Bodies ("OCBs') and registered foreign portfolio investors) require any approvals (including from RBI, the Foreign Investment Promotion Board or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers along with PAC reserve the right to reject such Equity Shares neddered in his Offer.

 The NRIs and OCBs holders of Equity Shares, held
- В.
- The NRIs and OCBs holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to the Offer and submit such approvals to the Manager to the Offer and Registrar to the Offer and other documents required to accept the Offer. C.
- Where any statutory or other approval extends to some but not all of the Shareholders, the Acquirers along with PAC shall have the option to make payment to such Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer. D.
- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers along with PAC for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers along with PAC would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirers along with PAC shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price. F.
- Further, in case the delay occurs because of willful default by the Acquirers along with PAC in obtaining any statutory approval in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of the SEBI (SAST) Regulations. G.
- н. The Acquirers along with PAC do not require any approval from financial institutions/banks in India or overseas for the Offer ١.
- The Manager to the Offer i.e., Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer until the expiry of 15 days from the date of closure of this Open Offer. VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day			
Public Announcement	September 11, 2024	Wednesday			
Detailed Public Statement	September 19, 2024	Thursday			
Filing of draft offer document with SEBI	September 26, 2024	Thursday			
Identified Date*	October 22, 2024	Tuesday			
Last date for a competing offer	October 11, 2024	Friday			
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	October 31, 2024	Thursday			
Date by which Letter of Offer will be dispatched to the shareholders	October 29, 2024	Tuesday			
Upward Revision in Offer	November 04, 2024	Monday			
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	November 05, 2024	Tuesday			
Offer Opening Date	November 06, 2024	Wednesday			
Offer Closing Date	November 20, 2024	Wednesday			
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	December 04, 2024	Friday			
Filing of Report to SEBI by Manager to the Offer	December 11, 2024	Wednesday			

*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 owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and PAC) are eligible to participate in the Offer any time before the closure of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES

- All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirers, PAC and person acting in concert with Acquirers) any time before closure of the Offer.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the
- The Open Offer will be implemented by the Acquirers along with PAC through Stock Exchange Mechanism made available by Stock Exchanges in the form of a separate window ('Acquisition Window'), as provided under the SEBI (SAST) Regulations and SEBI circular numbered CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as further amended by SEBI circular numbered CFD/DCR2/ICIR/P(2016)131 dated December 09, 2016 as per further amendment vide SEBI circular numbered SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read along with SEBI Master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated 16 February 2023. C.
- NSE shall be the Designated Stock Exchange for the tendering of Equity Shares in the Open Offer. D. E.
- The Acquirers have appointed **Nikunj Stock Brokers Limited ('Buying Broker')** to act as buying broker for the Open Offer through whom the purchases and settlement of the shares tendered under the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below: Name: Nikunj Stock Brokers Limited

CIN: U74899DL1994PLC060413 SEBI Registration Number: INZ000169335

Communication Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi - 110007

Contact Person: Mr. Anshul Aggarwal Tel. No.: +91-9810655378

- Email ID: complianceofficer@nikunjonline.com
- All shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ('Selling Broker') within the normal trading hours of the secondary market, during the tendering period.
- G Such Equity Shares would be transferred to the respective Selling Broker's pool account prior to placing the bid.
- As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019, However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations. Н.

THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER IX.

Χ. OTHER INFORMATION

- The Acquirers along with PAC accept full responsibility for the information contained in PA and DPS (except for the information with respect to the Target Company which has been compiled from publicly available sources or which has been provided by the Target Company) and also for the obligations of the Acquirers along with PAC as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. Α.
- Unless otherwise stated, the information set out in this DPS reflects the position as of the date hereof.

 The Acquirers has appointed **Beetal Financial & Computer Services Private Limited** (CIN: U67120DL1993PTC052486) as the Registrar to the Offer having office at BEETAL House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi- 110062.

 The PA, this DPS and the letter of offer (once filed) would be available on the website of SEBI www.sebi.gov.in. C.
- D.
- In this DPS, any discrepancy in any table between the total and sums of the total amounts listed is due to rounding off and/or regrouping. G.

This Detailed Public Statement will also be available on SEBI's website (www.sebi.gov.in), NSE's website (www.nseindia.com), and the website of the Manager to the Offer (www.corporateprofessionals.com). Pursuant to Regulation 12 of the SEBI (SAST) Regulations, Acquirers along with PAC have appointed Corporate Professionals Capital Private Limited (CIN: U74899DL2000PTC104508) as the Manager to the Offer.



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED CIN: U74899DL2000PTC104508

D-28, South Extn. Part 1, New Delhi - 110049

Contact Person: Mr. Manoj Kumar / Ms. Ruchika Sharma / Mr. Nitin Khera: +91-11-4062228/+91-11-40622248/+91-11-40622218, Fax: +91-11-40622201 Email: $\underline{\text{manoj@indiacp.com}}$ / $\underline{\text{ruchika.sharma@indiacp.com}}$ / $\underline{\text{nitin@indiacp.com}}$ SEBI Regn. No: INM000011435

For and on behalf of

Sd/-Sd/-Abhey Jindal Suvarna Jindal Sanya Jindal Renu Jindal Shree Jindal Soya Private Limited PAC Acquirer 1 Acquirer 2 Acquirer 3 Acquirer 4

Place: New Delhi Date: September 19, 2024