DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(1) and REGULATION 4 READ WITH REGULATION 13(4), 14(3), 15(2) AND OTHER APPLICABLE REGULATIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO, TO THE PUBLIC SHAREHOLDERS OF SPS INTERNATIONAL LIMITED CIN: 1.74140HR1933PLC031900 Registered Office: Plot No. F. 6-7, FIT, Sector 57, Faridabad, Haryana – 121004, India Email ID: cs@spsintl.co.in, Tel No.: +91-9999733000; Fax No.: Not Applicable; Website: www.spsintl.co.in OPEN OFFER FOR THE ACQUISITION OF UPTO 11,01,854 (ELEVEN LAKH ONE THOUSAND EIGHT HUNDRED FIFTY FOUR) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10:00 (INDIAN RUPEES TEN ONLY) EACH ('EQUITY SHARES') REPRESENTING 26.00% OF THE EXPANDED SHARE CAPITAL (AS DEFINED BELOW) OF SPS INTERNATIONAL LIMITED ('SIL'/ 'TC'/ 'TARGET COMPANY') HAVING ITS REGISTERED OFFICE AT PLOT NO. F. 6-7, FIT, SECTOR 57, FARIDABAD, HARYANA – 121004, INDIA AT A PRICE OF INR 10/- (INDIAN RUPEES TEN ONLY) PER EQUITY SHARE (''OFFER PRICE'') FROM THE PUBLIC SHAREHOLDERS OF AS DEFINED BELOW) OF TARGET COMPANY, BY MR. RAHUL JAIN ('ACQUIRER ''), MRS. MADHURI JAIN ('ACQUIRER ''), MRS. ANADHURI JAIN ('ACQUIRER ''), MRS. ANAHUREA S'), MRS. ANSHUMALA JAIN ('ACQUIRER 3'), MRS. MUGHDA JAIN ('ACQUIRER 7'), WK GLOBAL DIGITAL PRIVATE LIMITED ('CAUIRER 5'), ANS. ANSHUMALA JAIN ('ACQUIRER 6'), MRS. ANUGHDA JAIN ('ACQUIRER 7'), MRS. ANSHUMALA JAIN ('ACQUIRER 6'), MRS. ANUGHDA JAIN ('ACQUIRER 7'), K'K GLOBAL DIGITAL PRIVATE LIMITED ('ACQUIRER 8') AND VK GLOBAL PUBLICATIONS PRIVATE LIMITED ('ACQUIRER 7'), HEREINATER COLLECTIVELY REFERED TO AS 'ACQUIRER 8') AND

JAIN (ACQUIRER 6), MRS. MUGHDA JAIN (ACQUIRER 7), VK GLOBAL DIGITAL PRIVATE LIMITED (ACQUIRER 8) AND VK GLOBAL PUBLICATIONS PRIVATE LIMITED (ACQUIRER 7), VK GLOBAL PUBLICATIONS PRIVATE LIMITED (ACQUIRER 9) (HEREINAFTER COLLECTIVELY REFERRED TO AS ACQUIRERS)
 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 to all the Public Shareholders of the Target Company pursuant to and in compliance with the provisions of Regulation 13(4), Regulation 14(3) and Regulation 5(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 February 18, 2021 to BSE LIMITED ('BSE'), SECURITIES AND EXCHANCE BOARD OF INDIA ('SEBI') and the TARGET COMPANY, in terms of the provisions of Regulations, 1(3) and 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 Expanded Share Capital shall mean the total equiry share capital of the Target Company after taking into account all potential increases in the equity share capital expected as of the 10¹⁰ (tenth) working day from the closure of the tendering period under this Offer. This includes 10,12,000 (Ten Lakh Twelve Thousand) Equirer 8 and Acquirer 9 by way of the Preferential Issue (as defined below), subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required the inder.
 Pre-Issue Paid-up Equity Share Capital means the paid-up Equity Share Capital of the Target Company prior to the Preferential

required if any. Pre-Issue Paid-up Equity Share Capital means the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue ie. INR 3,22,59,000 (Indian Rupees Three Crores Twenty Two Lakh Fifty Nine Thousand only) divided into 32,25,900 (Thirty Two Lakh Twenty Five Thousand and Nine Hundred) Equity Shares of INR 10 (Indian Rupees Ten only) each. Preferential Issue means the preferential issue of fully paid up 10,12,000 (Ten Lakh Twelve Thousand) Equity Shares of face when of INP 10 (Indian Rupees Ten only) each of the Roard of Directors of the Target Company at the of INP 10 (Indian Rupees Ten only) each of the Roard of Directors of the Target Company at

value of INR 10 (Indian Rupees Ten only) each equity shares as approved by the Board of Directors of the Target Company at their meeting held on February 18, 2022, subject to the approval of the members and other regulatory approvals, if any.

Public Shareholders shall mean all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the Acquirers, existing members of the promoter and promoter the underlying SPA (as defined below)

sellers means and includes Mr. Ankur, Jain, Mr. Madhur, Jain, Mrs. Sarla, Jain, Mrs. Shikha Jain, Mr. Surendra Kumar, Jain, S.K. Jain HUF and SPS Infratech Private Limited, the current member of promoter and promoter group of the Target Company, that have entered into the SPA (as defined below) to sell their entire shares constituting 43.90% of the Pre-Issue Paid-up Equity Share Constant of the Target Company.

entered into the SPA (as defined below) to sen their entire shares considering increases and the arget Company. Capital of the Target Company. SPA means the Share Purchase Agreement entered on February 18, 2022 by the Acquirers to acquire 14,16,078 (Fourteen Lakhs Sixteen Thousand and Seventy Eight) Equity Shares representing 43,90% of the Pre-Issue Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR7 (Indian Rupees Seven only) per Equity Share aggregating to INR 99,12,546 (Indian Rupees Ninety Nine Lakhs Swelve Thousand Five Hundred and Forty Six Only).

ACQUIRERS, TARGET COMPANY AND OFFER INFORMATION ABOUT THE ACQUIRERS ABOUT MR. RAHUL JAIN ('ACQUIRER 1')

- Acquirer 1 having PAN ADBPJ1744L under the Income Tax Act, 1961 is the son of Late Sh. Tolaram Jain, presently residing at H. No. 798, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117748; Fax: NA; Email ID
- Acquirer 1 has done Bachelor of Arts from Kurukshetra University. He holds extensive experience of more than 30 years in publication, printing and packaging industry and is a well-known business entrepreneur in the publication & printing industry in North India.
- industry in North India. The Net Worth of Acquirer 1 as on September 30, 2021 is INR 16,29,70,940.57/- (Indian Rupees Sixteen Crores Twenty Nine Lakk Seventy Thousand Nine Hundred Forty and Five Seven Paisa only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi 110026, Ph. No.: +91-9810114074; +91-11-45235275; Email ID: cayk122@gmail.com vide its certificate dated February 09, 2022. As on the date of PA, Acquirer 1 do not hold any shares in the Target Company. Acquirer 1 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
- A.5 date of the Public Announcement, Acquirer 1 do not hold any interest in the Target Company. As on the

ABOUT MRS. MADHURI JAIN ('ACOUIRER 2')

- 4.6
- ABOUT MRS. MADHURI JAIN (ACQUIRER 2') Acquirer 2 having PAN ADUPJ1887F under the Income Tax Act, 1961 is the wife of Mr. Rahul Jain, presently residing at H. No. 738, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117748; Fax: NA; Email ID madhuri@vkpublications.com Acquirer 2 has done Master in Arts from University of Delhi and have experience of around 28 years in administration and customer relationship in publication, printing and packaging business. The Net Worth of Acquirer 2 as on September 30, 2021 is INR 10.88,30.880/- (India Rupees Ten Crores Eighty Eight Lakh Thirty Thousand Eight Hundred and Eighty only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi 110026; Ph. No.: +91-9810114074; +91-11-45235275; Email ID: cayk122@gmail.com vide its certificate dated February 09, 2022. As on the date of PA, Acquirer 2 do not hold any shares in the Target Company. Acquirer 2 has not acquired any equity shares 0 As on the date of the Public Announcement, Acquirer 2 do not hold any interest in the Target Company. A.8.
- date of the Public Announcement, Acquirer 2 do not hold any interest in the Target Company.

ABOUT MR. NIKHIL JAIN ('ACQUIRER 3')

- ABOUT MR. NIKHIL JAIN (ACQUIRER 3')
 A.11. Acquirer 3 having PAN AHOPI3724F under the Income Tax Act, 1961 is the son of Mr. Rahul Jain, presently residing at H. No. 798, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117748; Fax: NA; Email ID <u>nikhil@vkglobalin</u>
 A.12. Acquirer 3 has done Bachelor of Business Administration from Amity University. He holds experience of more than 11 years in marketing and customer relationship in publication, printing and packaging business.
 A.13. The Net Worth of Acquirer 3 as on September 30, 2021 is INR 2,40,60,840 (Indian Rupees Two Crore Forty Lakh Sixty Thousand Eight Hundred Forty only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountants (UDIX): 22087822ACEXZM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi = 110026; Ph. No.: +91 9810114074; +91-11-45235275; Email ID: cayk122@gmail.com vide its certificate dated Februaru 02 2022 dated February 09, 2022.
- A.14. As on the date of PA, Acquirer 3 do not hold any shares in the Target Company. 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 the Public Announcement, Acquirer 3 do not hold any interest in the Target Company.

- A.15. As on the date of the Public Announcement, Acquirer 3 do not hold any interest in the Target Company. **ABOUT MR. NAMIT JAIN (ACQUIRER 4')**A.16. Acquirer 4 having PAN AMNPJ008J under the Income Tax Act, 1961 is the son of Mr. Rahul Jain, presently residing at H. No. 798, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117748; Fax: NA; Email ID namit@vkglobalin A.17. Acquirer 4 has done Master in Computer Science from the University of Edinburgh (United Kingdom). He holds experience of more than 7 years in publication, printing and packaging business and has played an important role in transforming the business by way digitalization of operations and product's design & planning.
 A.18. The Net Worth of Acquirer 4 as on September 30, 2021 is INR 2,55,94,579/- (Indian Rupees Two Crore Fifty Five Lakh Ninety Four Thousand Five Hundred Seventy Nine Only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi 110026; Ph. No.: +919810114074; +91-11-4523275; Email ID: cayk122@gmail.com vide its certificate dated February 09, 2022.
 A.19. As on the date of PA, Accuirer 4 do not hold any shares in the Target Company. Acquirer 4 has not acquired any equity shares
- As on the date of PA, Acquirer 4 do not hold any shares in the Target Company. Acquirer 4 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 the Public Announcement, Acquirer 4 do not hold any interest in the Target Company.

- ABOUT MR. ROHT JAIN (ACQUIRER 5') Acquirer 5 having PAN ACLPJ0869P under the Income Tax Act, 1961 is the son of Late Sh. Tolaram Jain, presently residing at H. No. 788, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117719; Fax: NA; Email ID rohit@vkpublications.com
- <u>rohit@vkpublications.com</u> v.22. Acquirer 5 has done Bachelor in Commerce from Kurukshetra University. He holds experience of more than 34 years in publication, printing and packaging business and has played a vital role in bring new technology in printing & packaging business.
- A.23. The Net Worth of Acquirer 5 as on September 30, 2021 is INR 15,84,95,634 (Indian Rupees Fifteen Crore Eighty Four Lakh The Net World of Acquire's a soft september 30, 2021 is the 1507,5009 (initial report from the light) roughly in the Net World of Net September 100, 2007 (September 100, 2007) vide its certificate dated February 09, 2022.
- A.24. As on the date of PA, Acquirer 5 do not hold any shares in the Target Company. Acquirer 5 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
 A.25. As on the date of the Public Announcement, Acquirer 5 do not hold any interest in the Target Company.

ABOUT MRS. ANSHUMALA JAIN ('ACQUIRER 6')

- ADOUT MRS. ANSHUMALA JAIN (ACQUIRER &) A.26. Acquirer 6 having PAN ADUPI1888. under the Income Tax Act, 1961 is the wife of Mr. Rohit Jain, presently residing at H. No. 798, Sector 15, Escorts Nagar, Faridabad, Haryana 121007; Ph. No.: +91-29-7117719; Fax: NA; Email ID zubze69@gmail.com
- A.27. Acquirer 6 has done Bachelor of Commerce (Hons.) from University of Delhi. She holds experience of more than 25 years in
- A.27. Acquirer o has done bachelor or Commerce (Hors), from University or Denn. Sine holds experience or more than 25 years in editing, content writing and designing of products in publication, printing and packaging business.
 A.28. The Net Worth of Acquirer 6 as on September 30, 2021 is INR 11,43,41,440 (Indian Rupees Eleven Crore Forty Three Lakh Forty One Thousand Four Hundred and Forty Only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi 110026; Ph. No.: +91 9810114074; +91-11-45235275; Email ID cayk122@gmail.com vide its certificate dated February 09, 2022.
- 1.29. As on the date of PA, Acquirer 6 do not hold any shares in the Target Company. Acquirer 6 has not acquired any equity shares of the Target Company from the date of PA till the date of this DPS.
 3.30. As on the date of the Jublic Announcement, Acquirer 6 do not hold any interest in the Target Company.
 ABOUT MRS. MUGHDA JAIN (ACQUIRER 7)

- Acquirer 7 having PAN ADLPR7609C under the Income Tax Act, 1961 is the daughter of Mr. Parijat Jain, presently residing at 1103, Pearl Court 1, Essel Tower, MG. Road, Gurgaon, Haryana; Ph. No.: +91-29-7117719; Fax: NA; Email ID: mughdar@gmail.com
- A.32. Acquirer 7 has done BE (Hons.) from BITS, Pilani and PGDM from IIM Ahmedabad. She holds experience of more than 15
- A.Sz. Acquirer 7 has done be (note), from this, main and PODW from him Antifectuata. She holds expendence of more than 15 years in IT, infrastructure and social impact sectors.
 A.33. The Net Worth of Acquirer 7 as on September 30, 2021 is INR 2,89,41,100 (Indian Rupees Two Crore Eighty Nine Lakh Forty One Thousand One Hundred and One Only) as certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates. Chartered Accountants (UDIN: 2208782246ZXM2143) having office at 122. Arithant Nagar. of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi – 110026; Ph. No: +91 9810114074; +91-11-45235275; Email ID cayk122@gmail.com vide its certificate dated February 09, 2022.
 A.34. As on the date of PA, Acquirer 7 do not hold any shares in the Target Company. Acquirer 7 has not acquired any equity shares of the Target Company from the date of PA till the date of that of the Augurer 7 do not hold any interest in the Target Company.
 A.35. As on the date of the Public Announcement, Acquirer 7 do not hold any interest in the Target Company.
 ABOUT VK GLOBAL DIGITAL PRIVATE LIMITED (ACQUIRER 8')
 A.36. Acquirer 8 is a private limited company having CIN – U22100DL2014PTC266084, incorporated on March 10, 2014 under the provisions of the Companies Act, 2013. The registered office of Acquirer 8 is auted at 4323/3, Ansari Road, Darya Ganj, Delhi – 110002.
 A 7 The Acquirer 8 is enpaged in the business of printing. publications and packaging.

10026; Ph. No.: +91 9810114074; +91-11-45235275; Email ID cayk122@gmail.com vide its certificate dated February 09,

office at 122 Aribant Nagar Punjabi Ragh (M

- 2022. As on the date of the Public Announcement, Acquirer 9 does not hold any shares or interest in the Target Company. However, Acquirers along with other family members holds 100% equity shares of Acquirer 9. ABOUT THE ACQUIRERS A.47.
- . Relationship of all the Acquirers amongst themselves is provided as follows-

tants (LIDIN: 220878224CB7XM2143) h

Acquirer	Relationship of other Acquirers
Acquirer 1	Husband of Acquirer 2, Father of Acquirer 3 and Acquirer 4, Brother of Acquirer 5
Acquirer 2	Wife of Acquirer 1, Mother of Acquirer 3 and Acquirer 4
Acquirer 3	Son of Acquirer 1 and Acquirer 2
Acquirer 4	Son of Acquirer 1 and Acquirer 2
Acquirer 5	Brother of Acquirer 1 and Husband of Acquirer 6
Acquirer 6	Wife of Acquirer 5
Acquirer 7	First Cousin (Sister-in-law) of Acquirer 1 and Acquirer 5
Acquirer 8	VK Global Group Companies controlled by Acquirer 1 to Acquirer 6
Acquirer 9	VK Global Group Companies controlled by Acquirer 1 to Acquirer 6
Thora is no Dou	rean Acting in Concerts ('DAC') with the Acquirers in this Takeover Open Offer

Ady. There is no Person Acting in Concerts ('PAC') with the Acquirer's to Acquirer's to Acquirer's Ady. There is no Person Acting in Concerts ('PAC') with the Acquirers in this Takeover Open Offer.
 A.50. As on the date of the Public Announcement, Acquirers 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 or by any other regulator also.
 A.51. As on the date of the Public Announcement, Acquirers have not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
 A.52. As on the date of the Public Announcement, Acquirers have not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

INFORMATION ABOUT THE SELLERS:

Name of the Sellers	Nature of the entity	Part of Promoter group	Residential Address	Shareholding/ Voting rights before the underlying transaction	% of Total voting Capital*
Mr. Ankur Jain	Individual	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	387,146	12.00
Mr. Madhur Jain	Individual	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	238,146	7.38
Mrs. Sarla Jain	Individual	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	14,300	0.44
Mrs. Shikha Jain	Individual	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	1,600	0.05
Mr. Surendra Kumar Jain	Individual	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	72,000	2.23
S K Jain HUF	HUF	Yes	H. No. 402, Sector – 21C, Part – I, Faridabad, Haryana – 121001	150,000	4.65
SPS Infratech Private Limited	Private Company	Yes	Plot No. F 6-7, FIT, Sector 57, Faridabad – 121004	552,886	17.14
TOTAL				1110 070	43.00

 TOTAL
 14,16,078
 43.90

 *These percentages have been calculated on the basis of Pre-Issue Paid-up Equity Share Capital of the Target Company.
 The Sellers have agreed to transfer 14,16,078 (Fourteen Lakh Sixteen Thousand and Seventy Eight) Equity Shares representing 43.90% of the Pre-Issue Paid-up Equity Share Capital of the Target Company of face value of INR 10.00/- (Indian Rupees Ten Only) at a price of INR 7/- (Indian Rupees Seven Only) per Equity Share of the Target Company to the Acquirers under the Fourteen Company is the transfer Company to the Acquirers under the Company is the transfer Company to the Acquirers under the Company is the transfer Company to the Acquirers under the Company is the transfer Company to the Acquirers under the Company is the transfer Company to the Acquirers under the Company is the transfer Company to the Acquirers under the Company is the transfer Company is the Company is the Capital Company is the 14,16,078 B.2.

- There is no lien, encumbrances or charge on the shares held by the Sellers and these shares will be transferred free from all B.3.
- liens, encumbrances whatsoeve As on the date of PA and as per the confirmation received from Sellers, none of the Sellers as mentioned above are not prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992. B.4.
- Subsequent amenoments thereto of under any other regulations inade under the Scol Act, 1922. INFORMATION ABOUT THE TARGET COMPANY SPS INTERNATIONAL LIMITED ('SIL'/ 'TC'/ 'TARGET COMPANY') The Target Company having CIN L/4140/R1939JPLC031900, was incorporated as a public limited company on January 18 1993 under the provisions of Companies Act, 1956 with the name and style of 'SPS Data Products Limited' and subsequently on May 22, 1995 the name of the Target Company was changed to 'SPS International Limited'.
- The registered office of the Target Company is situated at Plot No. F 6-7, FIT, Sector 57, Faridabad, Haryana 121004, India. C.2 C.3
- The Equity Shares of Target Company are listed and traded on BSE Limited ('BSE') and are not frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of sub-regulation (1) of Regulations (2) of the SEBI (SAST) Regulations as on the date of Public Announcement.
- Regulations as on the date of Public Announcement. The authorized share capital of the Target Company is INR 10.00,000,000/- (Indian Rupees Ten Crores only) divided into 1,00,000 (One Crores) Equity Shares of INR 10.00 (Indian Rupees Ten Only) each. The paid-up equity share capital of the Target Company is INR 3,22,59,000/- (Indian Rupees Three Crores Twenty Two Lacs Fifty Nine Thousand only) divided into 32,25,900 (Thirty Two Lakh Twenty Five Thousand Nine Hundred) Equity Shares of INR 10.00 (Indian Rupees Ten Only) each. As on the date of Public Announcement, there are no outstanding partly paid-up shares in the Target Company. The key financial information of the Target Company based on the financial statements for the financial sera ended March 31, 2019, March 31, 2020, March 31, 2021 and for the nine months ended from April 01, 2021 to December 31, 2021 are as follow: C 5
- C.6

Sr. No.	Particulars	Year ended March 31, 2019(Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Nine months ended from April 01, 2021 to December 31, 2021(Unaudited)
1.	Total Revenue	4906.85	2454.10	264.82	(25.40)
2.	Net Income	200.80	(-58.69)	(166.04)	(221.09)
3.	Earnings Per share (In INR)	6.22	(1.82)	(5.15)	(6.85)
4.	Net worth/shareholders' funds	770.85	704.71	538.66	317.57

- Decision of the OPEN OFFEK: The Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. Acquirer 1, Acquirer 2, Acquirer 3, Acquirer 4, Acquirer 5 and Acquirer 6 have entered into SPA on February 18, 2022 with the Sellers to acquire 14,16,078 (Fourteen Lakh Sixteen Thousand and Seventy Eight) Equity Shares representing 43,90% of the Pre-Issue Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 7 (Indian Rupees Seven only) per Equity Share, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. Also, the Bard of Directors of the Target Company at its meating hald on Exbrurge 18, 2022 while to inter all a constant D.1. D.2.
- A for SEBI (SAST) Regulations. Also, the Board of Directors of the Target Company, at its meeting held on February 18, 2022, subject to inter alia receipt of approval from the shareholders of the Target Company, fullifilment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, approved the issuance of 10,12,000 (En Lakh Twelve Thousand) Equity Shares, representing 23,88% of the Expanded Share Capital of the Target Company, fullifilment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, approved the issuance of 10,12,000 (En Lakh Twelve Thousand) Equity Shares, representing 23,88% of the Expanded Share Capital of the Target Company on a preferential basis, to Mrs. Mughda Jain, VK Global Digital Private Limited and VK Global Publications Private Limited at a price of INR 10 (Indian Rupees Ten only) per Equity Share aggregating to the value of INR, 10,12,0,000 (Indian Rupees Cone Crore One Lakh Twenty Thousand only), to be paid in cash in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder and also in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder and also in accordance with the applicable law for the time being in force. The Acquirers have made this open offer to acquire upto 11,01,854 (Eleven Lakh One Thousand Eight Hundred Fifty Four) Equity Shares representing 26,00% of the Expanded Share Capital of the Target Company at a price of INR 10/- (Indian Rupees Ten only per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in Public Announcement, this Detailed Public Statement and the Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company. D.3.
- D.4 he Target Company.
- D 5
- the Target Company. This Offer is made to all the Public Shareholders of the Target Company. Pursuant to an Open Offer Acquirers will be classified into Promoter and Promoter group of the Target Company and all the Sellers will be classified into Public Category in pursuance with Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('SEBI (LODR) Regulations'). All the 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 Offered Shares will be acquired, subject to such Shares being validly tendered in this Offer, and the tendering Shareholders shall have obtained all necessary consents required by them to tender the Shares. To the best of the Anowledge of the Acquirers, for the acquisition of shares under the SPA and through Preferential allotment of the Expanded Share Capital of the Target Company, no statutory and other approval(s) is required to acquire shares when we not shares before the acquires the startes deviation of the Expanded Share Capital of the Shares.
- D.8 of the Expanded Share Capital of the Target Company, no statutory and other approval(s) is required to acquire shares under this Offer other than as indicated in Part VI (Statutory and other Approval). However, in case the Acquirers 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 would stand withdrawe
- 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 order to complete this Offer
- D.10. This Offer is not conditional on any minimum level of acceptance by the shareholders of the Target Company D.11
- D.12
- 1. This Offer is not conditional on any minimum level of acceptance by the shareholders of the Target Company.
 1. This is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
 2. 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 the Acquirers 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 directed by SEBI.
 3. 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% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price.
 4. Further, in case the delay occurs because of wilfful default by the Acquirers in obtaining any statutory approval, interest on the Offer Price.

- The Equity Shares of the Target Company are not frequently traded within the meaning of definition of 'frequently shares' in terms of the provisions of Regulation 2(1)(j) of the SEBI (SAST) Regulations) as on the date of Public Announ D. The Offer Price of INR 9.84 (Indian Rupees Nine and Eighty Four Paisa Only) is justified, in terms of Regulation 8(2) of the SEE (SAST) Regulations, being the highest of the following S. No. Particulars Price INR 7.00/ 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 (a)
 - The volume-weighted average price paid or payable for acquisition by the Acquirers along with their persons acting in concert during 52 weeks immediately preceding the date of Debug and the second Not Applicable Public Announcement The highest price paid or payable for any acquisition by the Acquirers along with their persons acting in concerts during 26 weeks immediately preceding the date of the Public (c) Not Applicable nouncen

INR 9.84

- 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 (d) Not Applicable since the equity hares of the Targe ecorded during such period Company are not requently traded
- 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 or (e) such companies.

Other Parameters	Based on the audited financial data for the year ended at December 31, 2021
Value per share as per Net Asset Value Method	INR 9.84
Comparable Trading Multiples Value and Other Valuation Parameters	Not Applicable
(*) Source: As certified by Mr Vogesh Kumar Jain having experience of more th	an 10 years (Fellow Membershin No · 087822)

Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihar Nagar, Punjabi Bagh (West), New Delhi – 110026; Ph. No.: +91 9810114074; +91-11-45235275; Email ID <u>cayk122@gmail.con</u> vide its certificate dated February 09, 2022. Ε.

- In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of INR 10/- (Indian Rupees Ten Only) per share is justified in terms of Regulation 8 of the SEBI (SAST Population: Regulations
- F. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters und G.
- There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Preriod, 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 Regulations (8(6) of the SEBI (SAST) Regulations. However, the Acquirers shall not acquire any equity shares of the Target Company prior to one (1) working day before the date of commencement of the tendering period and until the expiry of the tendering period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall not acquire any equity shares of the Target Company prior to one (1) working day before the date of commencement of the tendering period and until the expiry of the tendering period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers 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, 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 is stared 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, the Acquirers shall comply with Regulation 18(4) and Regulation 18(5) SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations, which are required to be fulfilled for the sai Н.
- I. 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 th period prior to one (1) working day before the date of commencement of the tendering period and would be notified to th
- К.
- shareholders. 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 the Acquirers 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 would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, then 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% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest. 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. **FINANCIAL ARRANGEMENTS**
- - FINANCIAL ARRANGEMENTS

STATUTORY AND OTHER APPROVALS

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- The total fund requirement for the Open Offer (assuming full acceptances) i.e. 11.01,854 (Eleven Lakh One Thousand Eigh Hundred Fifty Four) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company at a price o INR 10/- (Indian Rupees Ten only) per fully paid-up equity share of Target Company is INR 1,10,18,540 /- (Indian Rupees One Crore Twenty Ten Lakh Eighteen Thousand Five Hundred and Forty Only) (the **Maximum Consideration**).
- Crore Twenty Ten Lakh Eighteen Thousand Five Hundred and Forty Only) (the 'Maximum Consideration'). The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 2S(1) of the SEBI (SAST) Regulations. The additional fund requirement, if any, for acquisition under this Open Offer will be financed through the internal resources of the Acquirers. The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1946, and carrying on business as a banking company under Banking Regulations. Act, 1949 having one of its branch offices at D-12, South Extension Part II, New Delhi 110049, have entered into an Escrow Acreement dated February 18, 2022 for the purpose of the Offer (the 'Offer Escrow Agreement') in accordance with Regulation 17 of the SEBI (SAST) Regulations, have deposited cash of INR 27,56,000 (Indian Rupees Twenty Seven Lakh Fifty Six Thousand only) ('Cash Deposit') being more than 25% of the Maximum Consideration in an Escrow Account bearing name and style as 'CPCPL SIL OPEN OFFER ESCROW ACCOUNT' (the 'Escrow Account') opened with YES Bank Limited. In case of upward revision in the Offer price or Offer size, the Acquirers shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations. Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations. Mc Yogesh Kumar Jain (Fellow Membership No: 087822), Partner of Jain Jain and Associates, Chartered Accountants С.
- D. E.

Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, Chartered Accountant

(UDIN: 22087822ACBZXM2143) having office at 122. Arihant Nagar, Punjabi Bagh (West), New Delhi – 110026; Ph. No. + 97 9810114074; +91-11-45235275; Email ID cayk122@gmal.com vide its certificate dated Pebruary 09, 2022 has certified tha the Acquirers have sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company

Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangement have been put in place by the Acquirers to fulfill their obligations through verifiable means in relation to the Offer i

STATUTORY AND OTHER APPROVALS To the best of the knowledge of the Acquirers, no statutory or other approvals are required to acquire shares under Open Offer 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) being obtained. Acquirers will not proceed with the Offer in the event such statutory approvals that are required are 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 date (which are not applicable on the date of DPS) but 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 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, Acquirers reserve the right to reject such Equity Shares, inder of the Offer. In the event such approvals are not submitted, Acquirers reserve the right to reject such Equity Shares, indered in this Offer.

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.

Where any statutory or other approval extends to some but not all of the Shareholders, the Acquirers shall have the optio

to make payment to such Shareholders in respect of whom no statutory or other approvals are required in order to complet

In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

the SEBI (SAST) Regulations. 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, then 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 o 10% 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 secrow 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 Acquirers do not require any approval from financial institutions/banks in India or overseas for the Offer.

The Manager to the Offer i.e. Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Targe 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.

Date

February 18, 2022 February 25, 2022

March 07, 2022 March 22, 2022

March 31 2022

April 11, 2022

April 07, 2022

April 12, 2022

April 13, 2022

Day

Friday

Friday

Monday

Tuesday

Thursday

Monday

Tuesday

Tuesday

Wednesday

Activity

Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company

Issue of advertisement announcing the schedule of activities for Open Offer, Isatus of statutory and other approvals in newspapers and sending to SEBI, Stock

Date by which Letter of Offer will be dispatched to the shareholders

- Delni 110002.
 A.37. The Acquirer 8 is engaged in the business of printing, publications and packaging.
 A.38. The present authorized share capital of the Acquirer 8 is INR 17,50,00,000 (Indian Rupees Seventeen Crore Fifty Lakh Only) divided into 1,75,00,000 (One Crore Seventy-Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten Only) each. The paid-up share capital of the Acquirer 8 is INR 312,00,000 (Indian Rupees Three Crores Twelve Lakh Only) divided into 31,20,000 (Thirty One Lakh and Twenty Thousand) Equity Shares of INR 10 (Indian Rupees Ten Only) each.
 A.39. The persons in control/ promoters of the Acquirer 8 along with their shareholding are mentioned below:

S. No.	Name of the Shareholders	No. of shares held	%
1.	Mr. Rohit Jain	8,34,970	26.78
2.	Mr. Rahul Jain	3,12,000	10.00
3.	Mr. Nikhil Jain	4,55,000	14.58
4.	Mr. Namit Jain	5,18,000	16.60
5.	Mrs. Madhuri Jain	5,00,000	16.03
6.	Mrs. Anshumala Jain	5,00,000	16.03
7.	Other family members	30	00.00
Total		31,20,000	100.00

.40. The financial information for last three financial years and for six months ended September 30, 2021 is as follows

(INR in Lacs						
Sr. No.	Particulars	Year ended March 31, 2019 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Period from April 01, 2021 to September 31, 2021(Unaudited)	
1.	Total Revenue	1070.94	2497.94	8212.64	6166.09	
2.	Net Income	20.16	333.20	971.37	985.00	
3.	Earnings Per Share (In INR)	0.65	10.68	31.13	31.57	
4.	Net worth/ Shareholders' funds	(64.46)	295.31	4797.78	5956.59	

Source – As certified by Mr. Yogesh Kumar Jain (Fellow Membership No.: 087822), Partner of Jain Jain and Associates, C Accountants (UDIN: 22087822ACBZXM2143) having office at 122, Arihant Nagar, Punjabi Bagh (West), New Delhi – 11 No.: +91 9810114074; +91-11-45235275; Email ID: cayk122@gmail.com vide its certificate dated February 09, 2022.

 NO. 191 9510114074; +91-11-4923273; Entain ID: <u>tary:tackeyIntenceUnity top</u> to certain top top top top; *buck*.
 A1. As on the date of the Public Announcement, Acquirers 8 does not hold any shares or interest in the Target Company. However, Acquirers along with other family members holds 100% equity shares of Acquirer 8.
 ABOUT VK GLOBAL PUBLICATIONS PRIVATE LIMITED ('ACQUIRER 9')
 A.42. Acquirer 9 is a Private limited company having CIN – U22212DL2009PTC194806, incorporated on September 30, 2009 under the provisions of the Companies Act, 1956. The registered office of the Acquirer 9 is situated at 4323/3, Ansari Road, Darya Gari Dalbi = 110002 Gani, Delhi – 110002

A.43. The Acquirer 9 is engaged in the business of printing and publications.
 A.44. The present authorized share capital of the Acquirer 9 is INR 50,00,000 (Indian Rupees Fifty Lakh Only) divided into 5,00,000 (Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten Only) each. The paid-up share capital of the Acquirer 9 is INR 36,21,300 (Indian Rupees Ten V) Six Lakh Sixty Two Thousand Three Hundred Only) divided into 3,62,130 (Three Lakh Sixty Two Thousand One Hundred Thirty) Equity Shares of INR 10 (Indian Rupees Ten Only) each.

A.45. The persons in control/ promoters of the Acquirer 9 along with their shareholding are me

S. No.	Name of the Shareholders	No. of shares held	%
1.	Mr. Rahul Jain	150,000	41.42
2.	Mr. Rohit Jain	150,000	41.42
3.	Mrs. Madhuri Jain	13,000	3.59
4.	Mrs. Anshumala Jain	10,500	2.90
5.	Mr. Nikhil Jain	12,450	3.44
6.	Rahul Jain HUF	12,000	3.32
7.	Rohit Jain & Sons HUF	11,600	3.20
8.	Other family members	2,580	0.71
Total		3,62,130	100

A.46. The financial information for last three financial years and for six months ended September 30, 2021 is as follows

Sr. No.	Particulars	Year ended March 31, 2019 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Period from April 01, 2021 to September 30, 2021 (Unaudited)
1.	Total Revenue	6305.51	6302.99	4008.63	2734.02
2.	Net Income	112.64	101.60	105.25	154.98
3.	Earnings Per Share (In INR)	31.10	28.06	29.06	42.80
4.	Net worth/ Shareholders' funds	828.88	930.48	1035.73	1242.83

per annum, however, it the situation warrants, waver may be granted by SEBI for payment of interest on the Ofter Price.
 D:14. Further, in case the delay occurs because of wilflul 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 subregulation (10) of Regulation 17 of the SEBI (SAST) Regulations.
 D.15. 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.
 E. The Acquirers do not have any plans to alienate any significant assets of the Target Company or my 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's 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, the Acquirers will hold 35,29,932 (Thirty Five Lakh Twenty Nine Thousand Nine Hundred Thirty Two) Equity Shares representing 83,29% of the Expanded 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 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 the Securities Contracts (Regulation) Rules, 1957 as amended and the SEBI (LODR) Regulations, 2015, the Acquirers undertake that it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, 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 non-public shareholding within the time period mentioned therein. BACKGROUND TO THE OFFER

F.

- AB
- The Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. Acquirer 1, Acquirer 2, Acquirer 3, Acquirer 4, Acquirer 5 and Acquirer 6 have entered into SPA on February 18, 2022 with the Sellers to acquire 14,16,078 (Fourteen Lakh Sixteen Thousand and Seventy Eight) Equity Shares representing 43.90% of the Pre-Issue Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 7 (Indian Rupees Seven only) per Equity Share, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

4 of SEBI (SÁST) Régulations. Also, the Board of Directors of the Target Company, at its meeting held on February 18, 2022, subject to inter alia receipt of approval from the shareholders of the Target Company, fulfillment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, approved the issuance of 10,12,000 (Ten Lakh Twelve Thousand) Equity Shares, representing 23,88% of the Expanded Share Capital of the Target Company on a preferential basis, to Mrs. Mughda Jain, VK Global Digital Private Limited and VK Global Publications Private Limited at a price of 1NR 10 (Indian Rupees Ten only) per Equity Share aggregating to the value of INR 1,01,20,000 (Indian Rupees One Core One Lakh Twenty Thousand only), to be paid in cash in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder and also in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations) and any other applicable law for the time being in force. This Open Offer is for acquisition of 26% of the Expanded Share Capital of the Target Company. The Acquirers has been looking for suitable growth opportunity by acquisition of business entity in terms of stakeholder's

- D. The Acquirers has been looking for suitable growth opportunity by acquisition of business entity in terms of stakeholder's value and product diversification. Acquisition of the Target Company is the action towards that direction. The acquirers will focus on the segment of business which will either support the existing business segment of the group by way of backward

SHAREHOLDING AND ACOUISITION DETAILS III.

he current and proposed shareholding of the Acquirers in the Target Company and the details of their/its acquisition are as

	Acqui	rer 1	Acqui	rer 2	Acqu	irer 3	Acqu	irer 4	Acqui	rer 5
Details	No. of Shares	% of total voting shares								
Shareholding as on the PA date	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
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
Post Offer shareholding (On Fully Diluted basis, as on 10 th working day after closing of tendering period)	9,44,790	22.29	1,18,592	2.80	36,000	0.85	36,000	0.85	9,76,676	23.05

Details	Acquirer 6		Acquirer 7		Acquirer 8		Acquirer 9		Total	
	No. of Shares	% of total voting shares								
Shareholding as on the PA date	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
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
Post Offer shareholding (On Fully Diluted basis, as on 10 th working day after closing of tondering partical	1,51,600	3.58	5,27,137	12.44	5,27,137	12.44	212000	5.00	35,29,932	83.29

OFFER PRICE

The Equity Shares of the Target Company are listed and traded on BSE

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 of PA date i.e. February 18, 2022 (February 2021 to January 2022) is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of PA date	Total No. of Equity Shares			
BSE	February 2021 to January 2022	2,07,415	32,25,900	6.43		
(Source: <u>www.bseindia.com</u>)						

Exchanges and larget Company		
Offer Opening Date	April 18, 2022	Monday
Offer Closing Date	April 29, 2022	Friday
Last date of communicating of rejection/ acceptance and payment c consideration for accepted tenders/return of unaccepted shares	f May 17, 2022	Tuesday

Filing of Report to SEB by Manager to the Offer May 24, 2022 Tuesday "Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter or Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer) ar eligible to participate in the Offer any time before the closure of the Offer. VIII. PROCEDURE FOR TENDERING THE SHARES

TENTATIVE SCHEDULE OF ACTIVITY

Filing of draft offer document with SEBI

Public Announcement

Identified Date*

Detailed Public Statement

Upward Revision in Offer

Last date for a competing offe

- All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirers, person acting in concert with Acquirers, parties to the underlying SPA and persons acting in concert with the parties to the SPA) and time before closure of the Offe
- The before closure of the Oner. 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 i.e. the date falling on the 10th (tenth) Working Day prior to the commencement of Tendering Period 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 Open 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 Offer in any way.
- 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 Offer in any way. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by Stock Exchanger in the form of a separate window (**Acquisition Window**), as provided under the SEBI (SAST) Regulations and SEBI circula numbered CIR/CFD/POLICYCLL1/12015 dated April 13, 2015, as further amended by SEBI circular numbered CFD/DCR2. (IR/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. SES shall be the Designated Stock Exchange for the tendering of Equity Shares in the Open Offer, which will be duly notified in the Letter of Offer. С.
- D.
- The Acquirers have appointed K K Securities 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: Ε.
 - Name K K Securities Limited CIN U74899DL1994PLC060238
- CIN 0/74899DL1994PLC060238 SEBI Registration Number INZ000155732 Address 76-77, Scindia House, Janpath, New Delhi 110001 Contact Person Nr. Sanjay Bansal Tel. No. +011-46890000, Email ID <u>kksl@kksecurities.com</u> All the shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respectiv stock brokers **('Selling Broker')** within the normal trading hours of the secondary market, during the tendering period. Such Equity Shares would be transferred to the respective Selling Broker's pool account prior to placing the bid. As per the provisions of Begulation A(10) of the SEI (Listing Obligations and Disclosure Begulations 2011
- G.
- As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer o securities shall not be processed unless the securities are held in dematerialized form with a depository with effect fror April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1 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 oper 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
- THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER O Х.

OTHER INFORMATION

Place: I Date: F

- XI. A. The Acquirers accept full responsibility for the information contained in the Public Announcement and Detailed Publi Statement (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 as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. Unless otherwise stated, the information set out in this DPS reflects the position as of the date hereof.
- B. C. Acquirers have appointed betal Financial & Computer Services Private Limited (CIN: U671200L1993PTC052486) as the Registrar to the Offer having office at Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi – 110062; Contact Person: Mr. Punit Kumar Mittal; Tel. No.: +91-11-29961281, +91-11-26051061, +91-11-26051064; Fax. No.: +91-11-29961284; Email ID: beetal@heetalfinancia.com beetal#@homai ID: beetal@beetalfinancial.com, beetalrta@gmail.com
- The PA, this DPS and the letter of offer (once filed) would be available on the website of SEBI www.sebi.gov.ir
- D. E. 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. In this DPS, all references to INR or Rare references to the Indian Rupee. This Detailed Public Statement will also be available on SEBI's website (<u>www.sebi.gov.in</u>), BSE's website (<u>www.bseindia.com</u> and the website of the Manager to the Offer (<u>www.corporateprofessionals.com</u>). The state of the Manager is the Offer (<u>www.corporateprofessionals.com</u>). F. G.
- н. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, Acquirers have appointed Corporate Professionals Capita Private Limited (CIN: U74899DL2000PTC104508) as the Manager to the Offer.

	CIN: U74899DL2000PTC104508 D-28, South Extn. Part 1, New Delhi – 110049 Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma Ph.: +91-11-40622228,+91-11-40622248/+91-11-40622218, Fax:+91-11-40622201 Email: manoj@indiacp.com / ruchika.sharma@indiacp.com SEBI Regn. No: INM000011435			
For and on behalf of Acquirers				
Sd/-	Sd/-	Sd/-		

	•			
	Sd/-	Sd/-	Sd/-	
	Rahul Jain	Madhuri Jain	Nikhil Jain	
	Sd/-	Sd/-	Sd/-	
	Namit Jain	Rohit Jain	Anshumala Jain	
New Delhi	Sd/-	Rahul Jain,	Rahul Jain,	
February 25, 2022	Mughda Jain	VK Global Digital Private Limited	VK Global Publications Private Limited	