

OPENING PUBLIC ANNOUNCEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ('SEBI (SAST) REGULATIONS, 2011')

FOR THE ATTENTION OF THE SHAREHOLDERS OF

SPS INTERNATIONAL LIMITED

CIN: L74140HR1993PLC031900

Registered Office: F 6-7, FIT, Sector 57, Faridabad, Haryana – 121004, India

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Open Offer for acquisition of 11,01,854 Equity Shares from the Shareholders of SPS International Limited by

Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain, Mrs. Anshumala Jain, Mrs. Mugdha Jain, VK Global Digital Private Limited and VK Global Publications Private Limited

This Offer Opening Public Announcement and Corrigendum to the Detailed Public Statement is being issued by **Corporate Professionals Capital Private Limited**, for and on behalf of **Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain, Mrs. Anshumala Jain, Mrs. Mugdha Jain, VK Global Digital Private Limited and VK Global Publications Private Limited** (hereinafter referred to as '**Acquirers**') pursuant to Regulation 18(7) of SEBI (SAST) Regulations, 2011 in respect of the Takeover Open Offer to acquire substantial shares and control over **SPS International Limited** (hereinafter referred to as '**SIL**' / '**Target Company**'). The Detailed Public Statement ('**DPS**') with respect to the aforementioned offer was made on February 25, 2022, Friday in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Pratahkal (Marathi) (Mumbai Edition).

- Offer Price of INR 10 (Indian Rupees Ten Only) per fully paid-up equity share of the Target Company.
- Independent Directors Committee (IDC) recommends that the Offer Price is in compliance with the applicable regulations and can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on May 10, 2022, Tuesday.
- This is not a competing offer.
- Letter of Offer ('LOO')** has been dispatched to all the equity shareholders of 'SIL' whose names appear in its Register of Members on April 28, 2022, Thursday, the Identified Date.
- The LOO along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, www.sebi.gov.in, BSE's website, www.bseindia.com, and the website of Manager to the Offer, www.corporateprofessionals.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
 - In the case of Equity Shares held in physical form
The Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer shall approach the Selling Broker. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of Equity shares etc. and such equity shareholders should note that physical Equity Shares will not be accepted unless the complete set of documents as mentioned in Para 8.12 is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification by the Registrar & Transfer Agent (RTA). On receipt of the confirmation from the RTA, the bid will be accepted otherwise it would be rejected and accordingly the same will be depicted on the exchange platform.
 - In case of Equity Shares held in dematerialized form
Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure mentioned under Para 8.11 of the Letter of Offer.
- Changes suggested by SEBI in their comments to be incorporated:

Original and Revised schedule of Activities

ACTIVITY	ORIGINAL	REVISED
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	February 18, 2022 Friday	February 18, 2022 Friday
Detailed Public Statement (DPS) Date	February 25, 2022 Friday	February 25, 2022 Friday
Filing of Draft Letter of Offer with SEBI	March 07, 2022 Monday	March 07, 2022 Monday
Last date for a competing offer	March 22, 2022 Tuesday	March 22, 2022 Tuesday
Identified Date*	March 31, 2022 Thursday	April 28, 2022 Thursday
Date by which Letter of Offer will be dispatched to the shareholders	April 07, 2022 Tuesday	May 6, 2022 Friday
Issue Opening PA Date	April 13, 2022 Wednesday	May 12, 2022 Thursday
Last date by which Board of TC shall give its recommendations	April 11, 2022 Monday	May 10, 2022 Tuesday
Date of commencement of tendering period (Offer opening Date)	April 18, 2022 Monday	May 13, 2022 Friday
Date of expiry of tendering period (Offer closing Date)	April 29, 2022 Friday	May 27, 2022 Friday
Date by which all requirements including payment of consideration would be completed	May 17, 2022 Tuesday	June 10, 2022 Friday

*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, person acting in concert with Acquirers, and persons deemed to be acting in concert thereof) are eligible to participate in the Offer at any time before the closure of the Offer.

- Kindly note that inadvertently name of Mrs. Mugdha Jain has been misspelt as Mrs. Mughda Jain in PA, DPS and DLOF, which has been corrected now in Letter of Offer and all the subsequent documents.
- It was already mentioned in PA, DPS and DLOF, that the Board of Directors of the Target Company at its meeting held on February 18, 2022 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. Mugdha 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 1,01,20,000 (Indian Rupees One Crore One Lakh Twenty Thousand only). Please note that such issuance has now been approved by the members of the Target Company vide Special Resolution passed through Postal Ballot on March 23, 2022. The allotment of shares has also been approved by Board of Directors on April 05, 2022, however in compliance with provision of Regulation 22(2A) of SEBI (SAST) Regulations, 2011, such shares are being kept in an escrow account and no voting rights are being exercised on such shares.
- The Open Offer will be implemented through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ('**Acquisition Window**') as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. Acquirers have appointed **KK Securities Limited ('Buying Broker')** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The detailed procedure for tendering of shares is given in **Para 8 - "Procedure for Acceptance and Settlement"** of the Letter of Offer.
- Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOO.

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

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SEBI Regn. No: INM000011435

For and on behalf of-

Sd/- Rahul Jain	Sd/- Madhuri Jain	Sd/- Nikhil Jain
Sd/- Namit Jain	Sd/- Rohit Jain	Sd/- Anshumala Jain
Sd/- Mugdha Jain	Rahul Jain VK Global Digital Private Limited	Rahul Jain VK Global Publications Private Limited

Place: New Delhi

Date: May 12, 2022