

Date: June 13, 2024

To,
BSE Limited
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Scrip Code: 531190

Sub: Submission of Pre-offer Advertisement pursuant to the provisions of Regulation 18(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”)

Ref.: Open Offer for the acquisition of up to 15,54,540 Equity Shares of Tavernier Resources Limited (“Target Company”) at an Offer Price of ₹ 16.50 /- per Equity Share by Amit Vedawala (“Acquirer”) (“Offer” or “Open Offer”).

Dear Sir/Madam,

With reference to the captioned subject, the Pre-Offer Advertisement is published today i.e., on June 13, 2024, pursuant to Regulation 18(7) of SEBI SAST Regulations, in the following newspaper:

S. No.	Newspaper	Language	Edition
1.	Financial Express	English	All
2.	Jansatta	Hindi	All
3.	Navshakti	Marathi	Mumbai

Please find enclosed a copy of the Pre-offer Advertisement published today for your reference and records. Request you to disseminate the said information on your website.

Thanking you,

Yours Faithfully,

For, Vivro Financial Services Private Limited


Tushar Ashar
Vice President



TAVERNIER RESOURCES LIMITED

Registered Office: Plot No- 42 CTS No 1 (Pt), Village Deonar, Near Mahesh Pharma, Ancillary Ind Estate, Govandi, Mumbai City, Mumbai - 400043, Maharashtra, India
CIN: L51909MH1994PLC193901 | Tel. No: +91-8879382912 | Email: tavernier.resources@gmail.com | Website: www.tavernier.com

OPEN OFFER FOR ACQUISITION OF UP TO 15,54,540 (FIFTEEN LAKHS FIFTY-FOUR THOUSAND FIVE HUNDRED FORTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF TAVERNIER RESOURCES LIMITED (THE "TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY AMIT VEDAWALA ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH THE REGULATION 3(1) AND 4 OF THE SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER").

This pre-offer advertisement ("Pre-Offer Advertisement") is being issued by Vivro Financial Services Private Limited, the Manager to the Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, in compliance with Regulation 18(7) and other applicable provisions of the SEBI (SAST) Regulations.

This Pre-Offer Advertisement should be read in continuation of and in conjunction with (a) the Public Announcement dated Friday, February 23, 2023 ("PA"); (b) the Detailed Public Statement that was published in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Navshakti (Marathi) (Mumbai Edition) ("Newspapers") on Friday, March 1, 2024, ("DPS"); (c) the Draft Letter of Offer dated March 06, 2024, ("DLOF"); and (d) the Letter of Offer dated June 5, 2024 along with the Form of Acceptance-cum-Acknowledgement ("LOF") (the PA, DPS, DLOF and LOF are herein collectively referred to as "Offer Document").

This Pre-Offer Advertisement is being published in all Newspapers in which the DPS was published.

For the purpose of this Pre-Offer Advertisement:

- "Identified Date" means Friday, May 31, 2024 being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period; and
- "Tendering Period" means the 10 (Ten) Working Days period from Friday, June 14, 2024 to Friday, June 28, 2024 (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Offer.

Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the LOF.

The Public Shareholders of the Target Company are requested to note the following information related to the Offer:

- Offer Price:** The Open Offer Price is made at ₹16.50 (Rupees Sixteen and Paise Fifty Only) per Equity Share, payable in cash and there has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to paragraph 6.1 (Justification of Offer Price) on page 21 of the LOF.
- Recommendations of the Committee of Independent Directors ("IDC"):** The IDC Recommendation was approved on June 10, 2024 and published in the Newspapers on June 11, 2024. The IDC is of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable in terms of the SEBI (SAST) Regulations. However, the Public Shareholders of the Target Company should evaluate the Open Offer and market performance of the Target Company's Equity Shares and make their own informed decisions with respect to the Open Offer.
- Other details of the Offer**
 - The Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.
 - This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
 - The dispatch of the LOF to the Public Shareholders as on the Identified Date i.e., Friday, May 31, 2024 in accordance with Regulation 18(2) of the SEBI (SAST) Regulations has been completed through email on Thursday, June 06, 2024 and through speed post on Friday, June 07, 2024. It is clarified that all the Public Shareholders whose names do not appear in the register of members of the Target Company as on the Identified Date (even if they acquire Equity Shares or if they become shareholders of the Target Company after the Identified Date) or those who have not received the LOF are eligible to participate in the Offer (except the Acquirer and Promoters of the Target Company).
 - A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in the LOF.
 - Public Shareholders of the Target Company may download the LOF from the website of SEBI (www.sebi.gov.in), BSE (www.bseindia.com), Manager to the Offer (www.vivro.net) or obtain a copy of the same from Link Intime India Private Limited ("Registrar to the Offer") on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
 - In case of non-receipt/non-availability of LOF / the Form of Acceptance-cum-Acknowledgement, Public Shareholder may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating their name, address, and number of Equity Shares held, client ID number, DP name, DP ID number, Folio number, Distinctive number, number of Equity Shares being tendered and accompanied with other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Tendering Period.

4. The procedure for tendering the Equity Shares in the Offer is as below:

- The underlying transaction (which triggered the Offer) is a Foreign Direct Investment under the terms of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019. Under Rule 6(a) read with paragraph 1(b)(i) of Schedule 1 of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquired control of such Indian listed company in accordance with the SEBI (SAST) Regulations and continues to hold such control. Accordingly, the Acquirer (being a person resident outside India) is not permitted to purchase the equity shares on the stock exchange under the mechanism for acquisition of equity shares specified in SEBI circular. Further, as provided in the SEBI Circular, the Acquirer shall be following the "tender offer method" for acquisition of the Offer Shares. Hence, all Public Shareholders holding Equity Shares in dematerialized form, who wish to tender their Equity Shares in the Open Offer shall transfer the Equity Shares of the Target Company to the Escrow Demat Account in off-market mode.**
- In case of Equity Shares held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their respective Selling Broker along with complete set of relevant documents as set out in paragraph 8.4 on page 30 of the LOF.
- In case of Equity Shares held in dematerialised form:** Public Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their respective Selling Broker and providing the details of Equity Shares they intend to tender in the Offer in the manner as set out in paragraph 8.3 on page 28 of the LOF.
- In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the DLOF was submitted to SEBI on March 06, 2024. SEBI vide its letter bearing reference number no. SEBI/HO/CFD/CFD-RAC-DCR2/OW/2024/18346/1 dated June 03, 2024, issued its observations on the DLOF in terms of Regulation 16(4) of SEBI (SAST) Regulations ("SEBI Observation Letter"). The comments specified in the SEBI Observation Letter have been incorporated in the LOF.
- Material changes:** The comments specified in the SEBI Observation Letter and certain changes (occurring after the date of the PA and/or DPS) which may be material have been incorporated in the LOF and are more particularly disclosed below:
 - The following risk factor has been incorporated as point no. 2.4 on page no. 4 of the Letter of Offer:

"The Equity Shares which are being tendered under this Open Offer should be free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and should be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter. Accordingly, as on May 29, 2024, there are 78,714 Equity Shares of the Public Shareholders that are pledged. Hence, Public Shareholders whose shares are pledged will not be able to tender their Equity Shares in the Open Offer."
 - The object of acquisition of target Company has been updated at point no. 3.1.5 on page no. 12 and point no. 3.3.1 on page no. 15 of the Letter of Offer.
 - Following clause has been incorporated at point no. 4.1.12 on page no. 17 of the Letter of Offer:

"There are no directions subsisting or proceedings pending against the Acquirer under the SEBI Act or regulations made thereunder."
 - Following clause has been incorporated at point no. 4.1.13 on page no. 17 of the Letter of Offer:

"There are no instance of non-compliance or delayed compliance under chapter V of the SEBI (SAST) Regulations by the Acquirer. Further, there are no penal actions taken by the Stock Exchanges against him during the last ten years."
 - Following line has been added at point no. 5.7 on page no. 18 of the Letter of Offer:

Further, Registrar to the Offer has confirmed that as on May 29, 2024, there are 78,714 Equity Shares of the Public Shareholders that are pledged.
 - Following clause has been incorporated at point no. 5.19.1 on page no. 21 of the Letter of Offer:

"There are no directions subsisting or proceedings pending against the Target Company, its Promoters and Directors under the SEBI Act or regulations made thereunder."
 - Following clause has been incorporated at point no. 5.19.2 on page no. 21 of the Letter of Offer:

"There are no instance of non-compliance or delayed compliance under chapter V of the SEBI (SAST) Regulations by the Target Company or its Promoters."
 - Address of Acquirer has been updated to 2, Degas DR, Monmouth JCT, New-Jersey, 08852, USA on cover page and page at clause 4.1.1 on page no. 16 of the Letter of Offer.
- Details regarding the status of the Statutory and other approvals:** As on the date of the LOF, there are no statutory or other approvals required to acquire the Equity Shares by the Acquirer validly tendered pursuant to this Open Offer. However, in case of any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- Schedule of Activities:**

ACTIVITIES	ORIGINAL DAY AND DATE	REVISED DAY AND DATE
Issue of Public Announcement	Friday, February 23, 2023	Friday, February 23, 2023
Publication of this DPS in newspapers	Friday, March 1, 2024	Friday, March 1, 2024
Last Date of filing of Draft Letter of Offer with SEBI	Monday, March 11, 2024	Monday, March 11, 2024
Last date for Public Announcement for competing offer	Tuesday, March 26, 2024	Tuesday, March 26, 2024
Last date for receipt of comments from SEBI on the draft letter of offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, April 3, 2024	Monday, June 03, 2024
Identified Date	Friday, April 5, 2024	Friday, May 31, 2024
Last date for dispatch of the Letter of Offer to the Public Shareholders	Tuesday, April 16, 2024	Friday, June 07, 2024
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Monday, April 22, 2024	Tuesday, June 11, 2024
Last date for upward revision of the Offer Price and/or the offer Size	Monday, April 22, 2024	Wednesday, June 12, 2024
Date of publication of opening of Open Offer public announcement in the newspaper in which DPS has been published	Tuesday, April 23, 2024	Thursday, June 13, 2024
Date of commencement of Tendering Period ("Offer Opening Date")	Wednesday, April 24, 2024	Friday, June 14, 2024
Date of Closure of Tendering Period ("Offer Closing Date")	Friday, May 8, 2024	Friday, June 28, 2024
Last date of communicating of rejection/acceptance and completion of payment of consideration for accepted tenders or return of unaccepted shares	Wednesday, May 22, 2024	Friday, July 12, 2024
Last date for publication of post Open Offer public announcement in the newspaper in which DPS has been published	Thursday, May 30, 2024	Monday, July 22, 2024
Last Date of Filing the Final report to SEBI	Thursday, May 30, 2024	Monday, July 22, 2024

*To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

- The Acquirer accepts full responsibility for the information contained in this Pre-offer Advertisement (other than such information as has been obtained from the public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer..
- The Pre-Offer Advertisement would also be available on the SEBI website at www.sebi.gov.in and on the website of the Manager to the Offer at www.vivro.net.

ISSUED ON BEHALF OF THE ACQUIRER BY THE MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
<p>VIVRO VIVRO FINANCIAL SERVICES PRIVATE LIMITED Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad - 380007. Gujarat. India. Tel No.: 079 - 4040 4242 Email: investors@vivro.net Website: www.vivro.net SEBI Reg. No.: MB/INM000010122 Contact Person: Shivam Patel</p>	<p>LINK Intime LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel. No.: +91-8108114949 Email: tavernier.offer@linkintime.co.in Website: www.linkintime.co.in SEBI Reg. No.: INR000004058 Contact Person: Pradnya Karanjekar</p>

Date: June 12, 2024
Place: New Jersey, USA

For and on behalf of the Acquirer
Sd/-
Amit Vedawala



Registered Office: Bombay House, 24, Homi Modji Street, Mumbai - 400 001.
Website: www.tatamotors.com E-mail: inv_re@tatamotors.com
Corporate Identification No. (CIN) - L28920MH1945PLC004520

Notice

NOTICE IS HEREBY GIVEN pursuant to Section 91 of the Companies Act, 2013, and Rule 10(1) of the Companies (Management and Administration) Rules, 2014 that Interest/Redemption proceeds on Non-Convertible Debentures issued on Private Placement basis & listed on Wholesale Debt Market Segments of National Stock Exchange of India Limited and Bombay Stock Exchange Limited from July 1, 2024 to September 30, 2024 are due as under:

ISIN of Security	Security Description	Listed on	Record Date	Purpose
INE155A08431 (E-30B)	Issue of Rated, Listed, Unsecured 6.95% Coupon, Redeemable Non-Convertible Debentures of ₹500 crores. Date of Maturity: March 31, 2026	NSE & BSE	July 6, 2024	Payment of Annual Interest on July 22, 2024
INE155A08191 (E-26B)	Issue of Rated, Listed, Unsecured, 9.81% Coupon, Redeemable Non-Convertible Debentures of ₹300 crores. Date of Maturity: August 20, 2024	NSE	August 3, 2024	Redemption and Payment of Annual Interest on August 20, 2024
INE155A08209 (E-26C)	Issue of Rated, Listed, Unsecured, 9.77% Coupon, Redeemable Non-Convertible Debentures of ₹200 crores. Date of Maturity: September 12, 2024	NSE	August 27, 2024	Redemption and Payment of Annual Interest on September 12, 2024

For Tata Motors Limited
Sd/-
Maloy Kumar Gupta
Company Secretary

Mumbai
June 12, 2024

SSD Securities Private Ltd.
Registered Address: "Ideal Plaza" Suite N316, 3rd Floor, 11/1, Sarat Bose Road, Kolkata - 700 020
CIN: U67120WB2004PTC097789
Tel No.: 033 2290 2100
Email Id.: mailbox@ssdsecurities.in
Website: www.ssdsecurities.in

PUBLIC NOTICE

Notice for Surrender of Certificate of Registration as a Depository Participant pursuant to transfer of depository business to Eureka Stock & Share Broking Services Ltd.
This is to bring to the notice of general public that **SSD Securities Private Ltd** registered with SEBI as a Depository Participant Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 bearing SEBI Registration No: IN-DP-590-2021 and has ceased to function as a Depository Participant of National Securities Depository Limited (NSDL) pursuant to the transfer of depository business from "SSD Securities Private Ltd" to "Eureka Stock & Share Broking Services Ltd.". The notices were already dispatched on 2nd November, 2023 to all our demat account holders informing about the transfer of depository business. Further, we are in the process of surrendering the certificate of registration granted to us by SEBI. Henceforth, **SSD Securities Private Ltd** shall not carry on any activity as a Participant of NSDL.
In case any Client of **SSD Securities Private Ltd** has any grievance or dispute, he/she/it may report the same in writing to **Eureka Stock & Share Broking Services Ltd.**
For and on behalf of
SSD Securities Private Ltd.
Gautam Bhartia
Director
Date: 13.06.2024

"IMPORTANT"

Whilst care is taken prior to acceptance of advertising copy, it is not possible to verify its contents. The Indian Express (P) Limited cannot be held responsible for such contents, nor for any loss or damage incurred as a result of transactions with companies, associations or individuals advertising in its newspapers or Publications. We therefore recommend that readers make necessary inquiries before sending any monies or entering into any agreements with advertisers or otherwise acting on an advertisement in any manner whatsoever.

TAURUS ASSET MANAGEMENT COMPANY LIMITED
CIN: U67190MH1993PLC073154
Head Office & Regd Office : 3rd Floor, 301-304, Chandravillas Co-op Premises Society Ltd., AML Centre 2, 8 Mahal Industrial Estate, Off. Mahakali Caves Road, Andheri-East, Mumbai - 400 093
Tel: 022 - 6624 2700 • Email: customercare@taurusmutualfund.com

NOTICE

Notice is hereby given that Taurus Asset Management Company Limited (TAMCO) obtained Portfolio Management Services (PMS) license from SEBI in 2008. Accordingly, TAMCO started Portfolio Management Services in 2010 with following two investment strategies to manage the fund in PMS;
A) ALPHA Generator Strategy
B) TM Shariah Strategy
TAMCO has decided to wind up the PMS operation in October 2013 and money was returned to each investors of PMS as per their request.
As PMS operation was not undertaken by TAMCO since October 2013, license of PMS was not renewed from SEBI. Now TAMCO is in process of surrendering the PMS license.
Therefore, TAMCO hereby invites any claims/objections from the investors of PMS for surrendering its license within 30 days from the publication of this notice.
If any claims or objections are not received during this period, the license will be deemed surrender to SEBI.

Place: Mumbai
Date: June 12, 2024
Notice No. 04/2024-2025

For Taurus Asset Management Company Ltd.
Sd/-
Authorised Signatory

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("SEBI (SAST) REGULATIONS") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

TAVERNIER RESOURCES LIMITED

Registered Office: Plot No.- 42 CTS No 1(P), Village Deonar, Near Mahesh Pharma, Ancillary Ind Estate, Govandi, Mumbai City, Mumbai - 400043, Maharashtra, India
CIN: L51909MH1994PLC193901 | Tel. No.: +91-8679382912 | Email: tavernier.resources@gmail.com | Website: www.tavernier.com

OPEN OFFER FOR ACQUISITION OF UP TO 15,54,540 (FIFTEEN LAKHS FIFTY-FOUR THOUSAND FIVE HUNDRED FORTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF TAVERNIER RESOURCES LIMITED (THE "TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY AMIT VEDAWALA ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH THE REGULATION 3(1) AND 4 OF THE SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER").

This pre-offer advertisement ("Pre-Offer Advertisement") is being issued by Vivro Financial Services Private Limited, the Manager to the Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, in compliance with Regulation 18(7) and other applicable provisions of the SEBI (SAST) Regulations. This Pre-Offer Advertisement should be read in continuation of and in conjunction with (a) the Public Announcement dated Friday, February 23, 2023 ("PA"); (b) the Detailed Public Statement that was published in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Navshakti (Marathi) (Mumbai Edition) ("Newspapers") on Friday, March 1, 2024, ("DPS"); (c) the Draft Letter of Offer dated March 06, 2024, ("DLOF"); and (d) the Letter of Offer dated June 5, 2024 along with the Form of Acceptance-cum-Acknowledgement ("LOF") (the PA, DPS, DLOF and LOF are herein collectively referred to as "Offer Document"). This Pre-Offer Advertisement is being published in all Newspapers in which the DPS was published.

- For the purpose of this Pre-Offer Advertisement:
- (a) "Identified Date" means Friday, May 31, 2024 being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period; and
 - (b) "Tendering Period" means the 10 (Ten) Working Days period from Friday, June 14, 2024 to Friday, June 28, 2024 (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Offer.
- Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the LOF.
- The Public Shareholders of the Target Company are requested to note the following information related to the Offer:
- Offer Price:** The Offer Price is made at ₹16.50 (Rupees Sixteen and Paise Fifty Only) per Equity Share, payable in cash and there has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to paragraph 6.1 (Justification of Offer Price) on page 21 of the LOF.
 - Recommendations of the Committee of Independent Directors ("IDC"):** The IDC Recommendation was approved on June 10, 2024 and published in the Newspapers on June 11, 2024. The IDC is of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable in terms of the SEBI (SAST) Regulations. However, the Public Shareholders of the Target Company should evaluate the Open Offer and market performance of the Target Company's Equity Shares and make their own informed decisions with respect to the Open Offer.
 - Other details of the Offer**
 - The Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.
 - This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
 - The dispatch of the LOF to the Public Shareholders as on the Identified Date i.e., Friday, May 31, 2024 in accordance with Regulation 18(2) of the SEBI (SAST) Regulations has been completed through email on Thursday, June 06, 2024 and through speed post on Friday, June 07, 2024. It is clarified that all the Public Shareholders whose names do not appear in the register of members of the Target Company as on the Identified Date (even if they acquire Equity Shares or if they become shareholders of the Target Company after the Identified Date) or those who have not received the LOF are eligible to participate in the Offer (except the Acquirer and Promoters of the Target Company).
 - A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in the LOF.
 - Public Shareholders of the Target Company may download the LOF from the website of SEBI (www.sebi.gov.in), BSE (www.bseindia.com), Manager to the Offer (www.vivro.net) or obtain a copy of the same from Link Intime India Private Limited ("Registrar to the Offer") on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
 - In case of non-receipt/non-availability of LOF / the Form of Acceptance-cum-Acknowledgement, Public Shareholder may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating their name, address, and number of Equity Shares held, client ID number, DP name, DP ID number, Folio number, Distinctive number, number of Equity Shares being tendered and accompanied with other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Tendering Period.
 - The procedure for tendering the Equity Shares in the Offer is as below:**
 - The Underlying Transaction (which triggered the Offer) is a Foreign Direct Investment under the terms of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019. Under Rule 6(a) read with paragraph 1(b)(i) of Schedule 1 of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquired control of such Indian listed company in accordance with the SEBI (SAST) Regulations and continues to hold such control. Accordingly, the Acquirer (being a person resident outside India) is not permitted to purchase the Equity Shares on the stock exchange under the mechanism for acquisition of equity shares specified in SEBI circular. Further, as provided in the SEBI Circular, the Acquirer shall be following the "tender offer method" for acquisition of the Offer Shares. Hence, all Public Shareholders holding Equity Shares in dematerialized form, who wish to tender their Equity Shares in the Open Offer shall transfer the Equity Shares of the Target Company to the Escrow Demat Account in off-market mode.**
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 - In case of Equity Shares held in dematerialized form:** Public Shareholders holding Equity Shares in dematerialized form may participate in the Offer by approaching their respective Selling Broker and providing the details of Equity Shares they intend to tender in the Offer in the manner as set out in paragraph 8.3 on page 28 of the LOF.
 - In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the DLOF was submitted to SEBI on March 06, 2024. SEBI vide its letter bearing reference number no. SEBI/HO/CFD/RAC-DCR2/OW/2024/18346/1 dated June 03, 2024, issued its observations on the DLOF in terms of Regulation 16(4) of SEBI (SAST) Regulations ("SEBI Observation Letter"). The comments specified in the SEBI Observation Letter have been incorporated in the LOF.
 - Material changes:** The comments specified in the SEBI Observation Letter and certain changes (occurring after the date of the PA and/or DPS) which may be material have been incorporated in the LOF and are more particularly disclosed below:
 - The following risk factor has been incorporated as point no. 2.4 on page no. 4 of the Letter of Offer:

"The Equity Shares which are being tendered under this Open Offer should be free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and should be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter. Accordingly, as on May 29, 2024, there are 78,714 Equity Shares of the Public Shareholders that are pledged. Hence, Public Shareholders whose shares are pledged will not be able to tender their Equity Shares in the Open Offer."
 - The object of acquisition of target Company has been updated at point no. 3.1.5 on page no. 12 and point no. 3.3.1 on page no. 15 of the Letter of Offer.
 - Following clause has been incorporated at point no. 4.1.12 on page no. 17 of the Letter of Offer:

"There are no directions subsisting or proceedings pending against the Acquirer under the SEBI Act or regulations made thereunder."
 - Following clause has been incorporated at point no. 4.1.13 on page no. 17 of the Letter of Offer:

"There are no instance of non-compliance or delayed compliance under chapter V of the SEBI (SAST) Regulations by the Acquirer. Further, there are no penal actions taken by the Stock Exchanges against him during the last ten years."
 - Following line has been added at point no. 5.7 on page no. 18 of the Letter of Offer:

Further, Registrar to the Offer has confirmed that as on May 29, 2024, there are 78,714 Equity Shares of the Public Shareholders that are pledged.
 - Following clause has been incorporated at point no. 5.19.1 on page no. 21 of the Letter of Offer:

"There are no directions subsisting or proceedings pending against the Target Company, its Promoters and Directors under the SEBI Act or regulations made thereunder."
 - Following clause has been incorporated at point no. 5.19.2 on page no. 21 of the Letter of Offer:

"There are no instance of non-compliance or delayed compliance under chapter V of the SEBI (SAST) Regulations by the Target Company or its Promoters."
 - Address of Acquirer has been updated to 2, Degas DR, Monmouth JCT, New-Jersey, 08852, USA on cover page and page at clause 4.1.1 on page no. 16 of the Letter of Offer.
 - Details regarding the status of the Statutory and other approvals:** As on the date of the LOF, there are no statutory or other approvals required to acquire the Equity Shares by the Acquirer validly tendered pursuant to this Open Offer. However, in case of any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
 - Schedule of Activities:**

ACTIVITIES	ORIGINAL DAY AND DATE	REVISED DAY AND DATE
Issue of Public Announcement	Friday, February 23, 2023	Friday, February 23, 2023
Publication of this DPS in newspapers	Friday, March 1, 2024	Friday, March 1, 2024
Last date of filing of Draft Letter of Offer with SEBI	Monday, March 11, 2024	Monday, March 11, 2024
Last date for Public Announcement for competing offer	Tuesday, March 26, 2024	Tuesday, March 26, 2024
Last date for receipt of comments from SEBI on the draft letter of offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, April 3, 2024	Monday, June 03, 2024
Identified Date	Friday, April 5, 2024	Friday, May 31, 2024
Last date for dispatch of the Letter of Offer to the Public Shareholders	Tuesday, April 16, 2024	Friday, June 07, 2024
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Monday, April 22, 2024	Tuesday, June 11, 2024
Last date for upward revision of the Offer Price and/or the offer Size	Monday, April 22, 2024	Wednesday, June 12, 2024
Date of publication of opening of Open Offer public announcement in the newspaper in which DPS has been published	Tuesday, April 23, 2024	Thursday, June 13, 2024
Date of commencement of Tendering Period ("Offer Opening Date")	Wednesday, April 24, 2024	Friday, June 14, 2024
Date of Closure of Tendering Period ("Offer Closing Date")	Friday, May 8, 2024	Friday, June 28, 2024
Last date of communicating of rejection/acceptance and completion of payment of consideration for accepted tenders or return of unaccepted shares	Wednesday, May 22, 2024	Friday, July 12, 2024
Last date for publication of post Open Offer public announcement in the newspaper in which DPS has been published	Thursday, May 30, 2024	Monday, July 22, 2024
Last Date of Filing the Final report to SEBI	Thursday, May 30, 2024	Monday, July 22, 2024

*To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.
9. The Acquirer accepts full responsibility for the information contained in this Pre-Offer Advertisement (other than such information as has been obtained from the public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer.
10. The Pre-Offer Advertisement would also be available on the SEBI website at www.sebi.gov.in and on the website of the Manager to the Offer at www.vivro.net.

ISSUED ON BEHALF OF THE ACQUIRER BY THE MANAGER TO THE OFFER

VIVRO
VIVRO FINANCIAL SERVICES PRIVATE LIMITED
Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad - 380007, Gujarat, India | Tel No.: 079 - 4040 4242
Email: investors@vivro.net | Website: www.vivro.net
SEBI Reg. No.: MB/INM000010122 | Contact Person: Shivam Patel

REGISTRAR TO THE OFFER

LINK Intime
LINK INTIME INDIA PRIVATE LIMITED
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India | Tel. No.: +91-8108114949
Email: tavernier.offering@linkintime.co.in | Website: www.linkintime.co.in
SEBI Reg. No.: INR000004058 | Contact Person: Pradiya Karanjekar

Date: June 12, 2024
Place: New Jersey, USA
For and on behalf of the Acquirer
Sd/-
Amit Vedawala

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR SECURITIES.
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UNICOMMERCE ESOLUTIONS LIMITED

Our Company was originally incorporated as "Unicommerce eSolutions Private Limited" at New Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 2, 2012, issued by the Registrar of Companies, Delhi and Haryana ("RoC"). Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on December 19, 2023, and the name of our Company was changed to "Unicommerce eSolutions Limited". A fresh certificate of incorporation dated December 26, 2023, consequent upon change of name on conversion to a public limited company was issued by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 158 of the Draft Red Herring Prospectus dated January 5, 2024 ("Draft Red Herring Prospectus" or "DRHP").

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, New Delhi 110 020, India
Corporate Office: Landmark House, Plot Number 65, 6th and 7th Floor, Sector 44, Gurgaon, 122 003, Haryana, India
Tel: +91 9311749240; Website: www.unicommerce.com;
Contact Person: Monish Pal, Compliance Officer; E-mail: complianceofficer@unicommerce.com
Corporate Identity Number: U71400DL2012PLC230932

THE PROMOTERS OF OUR COMPANY: ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED), STARFISH I PTE. LTD., KUNAL BAHL AND ROHIT KUMAR BANSAL

NOTICE TO INVESTORS ("NOTICE")

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF UNICOMMERCE ESOLUTIONS LIMITED ("COMPANY") OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] THOUSAND (THE "OFFER") COMPRISING AN OFFER FOR SALE OF UP TO 2,98,40,486 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND ("OFFER FOR SALE") BY THE SELLING SHAREHOLDERS, COMPRISING UP TO 1,14,59,840 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED) ("PROMOTER SELLING SHAREHOLDER"), UP TO 22,10,406 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY B2 CAPITAL PARTNERS* (PROMOTER GROUP SELLING SHAREHOLDER) AND UP TO 1,61,70,240 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY SB INVESTMENT HOLDINGS (UK) LIMITED ("INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDER, PROMOTER GROUP SELLING SHAREHOLDER AND INVESTOR SELLING SHAREHOLDER TOGETHER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES").

*THE EQUITY SHARES BEING OFFERED BY SB INVESTMENT HOLDINGS (UK) LIMITED AS PART OF THE OFFER FOR SALE INCLUDES A PORTION OF EQUITY SHARES WHICH WILL RESULT UPON CONVERSION OF 9,858 SERIES A PREFERENCE SHARES AND 2,775 SERIES B PREFERENCE SHARES HELD BY SB INVESTMENT HOLDINGS (UK) LIMITED.
*HELD INDIRECTLY BY OUR INDIVIDUAL PROMOTERS, NAMELY, KUNAL BAHL AND ROHIT KUMAR BANSAL, ON BEHALF OF B2 CAPITAL PARTNERS, AS ITS PARTNERS.

Potential Bidders may note the following:
Pursuant to the share purchase agreement dated June 3, 2024 entered into amongst our Company, the Promoter Selling Shareholder of our Company, AceVector Limited ("AceVector") and Akshat Greentech Private Limited, 14,59,093 Equity Shares held by AceVector have been transferred to Akshat Greentech Private Limited on June 11, 2024 ("Transfer"). Pursuant to the Transfer, the corresponding disclosures in "Summary of the Offer Document" and "Capital Structure" sections on pages 19 and 71, respectively, of the Draft Red Herring Prospectus, will be suitably updated.
The details of the Transfer are provided below:

Date of the Transfer	Name of the transferor	Name of the transferee	Nature of transaction	Number of Equity Shares transferred	Transfer price per Equity Share (in ₹)	Total consideration (in ₹)
June 11, 2024	AceVector Limited	Akshat Greentech Private Limited	Secondary sale	14,59,093	95.95	13,99,99,973.35
Total				14,59,093	95.95	13,99,99,973.35

The aforementioned transferee is not connected in any manner with the Company, Promoters, Promoter Group, Directors, KMP, SMPs and the directors, KMPs and SMPs of the members of the Promoter Group. Further, our Company does not have any Group Company and Subsidiary as on date.
Shareholding of the Promoter Selling Shareholder in the Company, prior to and subsequent to the Transfer:

Date of the Transfer	Name	Pre-Transfer shareholding		Post-Transfer shareholding	
		Number of Equity Shares	Percentage of pre-Offer issues, subscribed and paid-up share capital of the Company (%)	Number of Equity Shares	Percentage of pre-Offer issues, subscribed and paid-up share capital of the Company (%)
June 11, 2024	AceVector Limited	4,02,64,219*	68.37	3,88,05,126*	65.90

*Inclusive of 2,56,000 shares held by Bharat Venishetti as a nominee shareholder of AceVector Limited

BOOK RUNNING LEAD MANAGERS	REGISTRAR TO THE OFFER
<p>IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: unicommerce.ipo@iiflcap.com Investor Grievance E-mail: ig_ib@iiflcap.com Website: www.iiflcap.com Contact Person: Mukesh Garg/ Pawan Jain SEBI Registration Number: INM000010940</p>	<p>CLSA India Private Limited 8/F Dalalme House, Nariman Point Mumbai 400 021 Maharashtra, India Tel: +91 22 6650 5050 E-mail: unicommerce.ipo@clsa.com Investor Grievance E-mail: investor.helpdesk@clsa.com Website: www.india.clsa.com Contact Person: Prachi Chandgotia/ Siddhant Thakur SEBI Registration Number: INM000010619</p>
<p>Link Intime India Private Limited C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949 E-mail: unicommerce.ipo@linkintime.co.in Investor Grievance E-mail: unicommerce.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058</p>	

For Unicommerce eSolutions Limited
On behalf of the Board of Directors
Sd/-
Monish Pal
Compliance Officer

UNICOMMERCE ESOLUTIONS LIMITED is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the DRHP with SEBI on January 6, 2024 and addendum to the DRHP ("Addendum") on May 31, 2024. The DRHP and Addendum shall be available on the website of the Company at www.unicommerce.com, SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the BRLMs, i.e. IIFL Securities Limited and CLSA India Private Limited at www.iiflcap.com and www.india.clsa.com, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" of the RHP, when filed. Potential investors should not rely on the DRHP and Addendum for making any investment decision.

This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.

