



D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 24th January, 2025

To
The Head (Listing),
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI-400001

REG.: OPEN OFFER TO THE SHAREHOLDERS OF PRO CLB GLOBAL LIMITED ("TARGET COMPANY") BY MR. AMRIT NIRMAL CHAMARIA AND MR. NIRAJ NIRMAL CHAMARIA (HEREINAFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Dear Sir,

We, in the capacity of Manager to the captioned offer and in compliance with Reg. 18(7) of the Securities and Exchange Board of India (SAST) Regulations, 2011 are enclosing herewith Newspaper Cuttings of Pre-Offer Advertisement published today in all editions of Financial Express (English), Jansatta (Hindi) and Mumbai edition of Mumbai Lakshadweep (Marathi) for acquisition of shares of target-company by the acquirers in compliance with applicable provisions of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

Kindly take it on your record.

Thanking you,

Yours faithfully,

For **D & A Financial Services (P) Limited.**

Radhika
(Radhika Pushkarna)
Compliance Officer
Encl.: As Above



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CIN : U74899DL1981PTC012709

PRO CLB GLOBAL LIMITED

Registered Office: - 5/34, Third Floor, Pusa Road, Karol Bagh, Central Delhi, New Delhi, Delhi, India, 110005.

Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "Manager to the Offer"), for and on behalf of the Acquirer(s), namely, Mr. Amrit Nirmal Chamaria and Mr. Niraj Nirmal Chamaria pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of Pro CLB Global Limited ("Target Company"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was published on Wednesday, 11th September, 2024, in Financial Express (English-All Editions), Jansatta (Hindi-All Editions), Lakshadweep (Marathi) Mumbai edition.

- Offer Price is Rupees 15.25 (Rupees Fifteen and paise twenty-five only) per equity share.
- Committee of Independent Directors (Hereinafter referred to as "IDCs") of the Target Company recommends that the open offer price of Rupees 15.25 per fully paid-up equity shares is fair and reasonable based on the following reasons:
 - The Offer Price is higher than the price as arrived by taking into account valuation parameters and such other parameters as are customary for valuation of shares of such companies, which comes to Rupees 15.12 per share and also higher than the negotiated price under share purchase agreement which is Rs. 15.00 per share.The IDC's recommendation was published on 23rd January, 2025 (Thursday) in the same newspapers where Detailed Public Statement was published.
- This Offer is not a Competing Offer.
- The Letter of Offer dated 17th January, 2025 has been dispatched to the shareholders on or before Monday, 20th January, 2025.
- A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (www.sebi.gov.in) during the offer period 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: Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on 19th September, 2024. All the observations made by SEBI vide letter no. SEBI/HO/CFD/CFD-RAC-DCR-2/P/OW/2025/0000001034/1 dated 9th January, 2025 has been incorporated in the Letter of Offer.
- There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and the Letter of Offer.
- Details of Statutory Approvals. No statutory approvals are required to be obtained for the purpose of this offer.
- Schedule of Activities:**

Sr. No	Activity	Original Schedule Days & Dates	Revised Schedule Days & Dates
1.	Date of Public Announcement	Wednesday, September 04, 2024	Wednesday, September 04, 2024
2.	Date of Publication of Detailed Public Statement	Wednesday, September 11, 2024	Wednesday, September 11, 2024
3.	Filing of the Draft letter of Offer to SEBI	Thursday, September 19, 2024	Thursday, September 19, 2024
4.	Last Date for a Competitive Offer(s)	Friday, October 04, 2024	Friday, October 04, 2024
5.	Identified Date*	Tuesday, October 15, 2024	Monday, January 13, 2025
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, October 22, 2024	Monday, January 20, 2025
7.	Last Date for revising the Offer Price/ number of shares.	Thursday, October 24, 2024	Wednesday, January 22, 2025
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, October 25, 2024	Thursday, January 23, 2025
9.	Date of Publication of Offer Opening Public Announcement	Monday, October 28, 2024	Friday, January 24, 2025
10.	Date of Commencement of Tendering Period (Offer Opening date)	Tuesday, October 29, 2024	Monday, January 27, 2025
11.	Date of Expiry of Tendering Period (Offer Closing date)	Tuesday, November 12, 2024	Friday, February 07, 2025
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	Wednesday, November 27, 2024	Monday, February 24, 2025

*The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at www.sebi.gov.in.

Issued by Manager to the Offer on behalf of the Acquirers



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Email: investors@dnafinserv.com

Date : 23.01.2025

Place: New Delhi

Contact Person: **Ms. Radhika Pushkarna**