



PREMIER POLYFILM LIMITED

Registered Office: 305, Elite House, III Floor, 36, Community Centre,

Kailash Colony Extension, Zamroodpur, New Delhi 110048

CIN:L25209DL1992PLC049590; Email :compliance.officer@premierpoly.com

Website: www.premierpoly.com ; Telephone: 011-45537559

PPL/SECT/2024-2025

Date: 16/10/2024

To,

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LTD

**SUBJECT : NEWSPAPER PUBLICATION- DISCLOSURE UNDER REGULATION 30 AND 47 OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**SCRIP CODE : NSE : PREMIERPOL
BSE : 514354**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A and Regulation 47 of SEBI Listing Regulations, we enclose herewith the copies of Newspaper publication published in Financial Express, all editions and Jansatta, Delhi edition dated 16-10-2024 wherein extract of Unaudited Standalone Financial Results of the company for the quarter and half year ended on 30th September, 2024 were published

This is for your information and records.

Thanking you,

Yours faithfully,
For PREMIER POLYFILM LIMITED,

HEENA SONI
COMPANY SECRETARY &
COMPLIANCE OFFICER

Enclosed : As above

(Continued from previous page...)

subject to satisfaction of conditions mentioned in the SPA along with the control over the Target Company.

3. The salient features of the SPAs are as under:

- a) Acquirer has entered into Share Purchase Agreements (SPAs) on October 09, 2024 with the Outgoing Promoter and Promoter Group for the acquisition of an aggregate of 45,96,973 (Forty Five Lakhs Ninety Six Thousand Nine Hundred and Seventy Three Only) Equity Shares representing 39.46% of the Existing Pre-Issue Fully Paid-up Equity Share Capital of the Target Company and 17.92% of the Emerging Voting Paid Up Equity Share Capital of the Target Company, held by the Outgoing Promoter & Promoter Group of the Target Company at a price of ₹ 1.91/- (Rupees One and paise Ninety-One Only) per Equity Share ("Negotiated Price"). The Negotiated Price is payable by Acquirer to the Outgoing Promoter and Promoter Group.
- b) On Closing Date (as defined under SPA), the Outgoing Promoter & Promoter Group shall cede its control over the Target Company and the Acquirer shall gain control over the Company and shall have a right to reconstitute the Board of Directors of the Target Company and appoint their own representative/Directors as Directors/Chairman of the Target Company.
- c) The Purchase Consideration/Acquisition Price shall be payable by the Acquirer to the Outgoing Promoter and Promoter Group.
- d) Acquirer shall make an Open Offer in the manner required under the SEBI (SAST) Regulations and shall comply with all provisions of the SEBI (SAST) Regulations, as may be applicable.
- e) The acquisition of the Equity Shares pursuant to the SPA by Acquirer will result in change in control of the Target Company. The Target Company being a listed entity, Acquirer shall be responsible for complying with the requirements of the SEBI (SAST) Regulations in relation to the offer to the other public shareholders.

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

4. The Offer is being made at a price of ₹ 10/- (Rupees Ten Only) ("Offer Price") per Equity Share, subject to the terms and conditions set out in the PA, this DPS, Draft Letter of Offer ("DLOF") and the Letter of Offer ("LOF"), that will be sent to the Public Shareholders of the Target Company.

5. Further, the Board of Directors of the Target Company in its meeting held on October 09, 2024 have approved Preferential Allotment of 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company ("Preferential Allotment"). Out of the said proposed Preferential Allotment, 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company representing 54.58% of the Emerging Voting Paid-up Equity Share Capital of the Target Company are proposed to be issued to Acquirer. Post the stated Preferential Allotment and SPA of Equity Shares to Acquirer would be 1,85,96,973 Equity Shares (One Crore Eighty-Five Lakhs Ninety-Six Thousand and Nine Hundred and Seventy-Three) Equity Shares, representing 72.50% of the Emerging Paid Up Equity Share Capital of the Target Company. The preferential allotment shall be determined as prescribed under Regulation 158 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the Shareholders' approval and other applicable provisions, if any.

6. Pursuant to acquisition of the Equity Shares in terms of the SPA, the holding of the Acquirer in the Target Company along with proposed preferential issue of 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company to the Acquirer, would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Further, in terms of the SPA and post successful completion of the Open Offer, the Acquirer will also acquire control over the Target Company, hence Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations.

7. The mode of payment of consideration for acquisition of the Equity Shares by the Acquirer is "Cash". The proposed Preferential Allotment is subject to approval from the Shareholders of the Target Company and BSE. Acquirer shall comply with the lock-in requirements as stipulated under Chapter V of the ICDR Regulations. In terms of regulation 22(2A) of the Takeover Regulations, the Equity Shares allotted pursuant to the Preferential Allotment shall be transferred to the demat escrow account and released to the Acquirer only upon successful completion of Open Offer formalities. Acquirer shall not exercise any voting rights over such Equity Shares kept in the demat escrow account except if 100% of the offer consideration is deposited in escrow account.

8. Further, the payment to be made to all the Public Shareholders who will validly tender their Equity Shares and whose Equity Shares are accepted under this Offer, shall be in cash only.

9. As on the date of the PA and DPS, the Acquirer doesn't hold any Equity Shares in the Target Company, being the Target Company as defined in Regulation 2(1)(z) of the SEBI (SAST) Regulations.

10. The primary objective of the Acquirer for the above-mentioned acquisition is substantial acquisition of shares and voting rights in the Target Company and acquisition of management control of the Target Company. Acquirer does not have any plan to make major changes in the existing line of business of the Target Company. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of the Target Company. Further, the Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure that may affect the larger interest of the shareholders will be done with prior approval of shareholders at a general body meeting of Target Company in accordance with regulation 25(2) of SEBI (SAST) Regulations, 2011 and in accordance with the laws applicable. The Acquirer may diversify, reorganize and/or streamline the business of Target Company for commercial reasons and operational efficiencies.

11. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of Independent Directors, to provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) working days before the commencement of the Tendering Period in the same newspapers where the DPS of the Offer is published. A copy of the above shall be sent to SEBI, BSE, and Manager to the Open Offer and in case of a competing offer/s to the Manager/s to the Open Offer for every competing Offer.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer pursuant to the SPA, Preferential Issue and Open Offer (assuming full acceptance in the Target Company and the details of its acquisition:

Details	Acquirer*	
	No. of Shares	%
Shareholding as on the PA date	NIL	NA
Equity Shares acquired through SPA	45,96,973	17.92
Shares agreed to be acquired under the Preferential Issue	1,40,00,000	54.58
Shares acquired between the PA date and the DPS date	Nil	Nil
Shares to be acquired in the Open Offer (assuming full acceptance)	66,69,000	26.00
Post Offer shareholding (assuming full acceptance) (On Diluted basis, as on 10th working day after closing of tendering period)	2,52,65,973	98.50

*There are no persons acting in concert in this Offer within the meaning of Regulation 2(1)(q) of the Takeover Regulations.

*As a percentage of the Emerging voting Paid Up Equity Share Capital of the Target Company.

i. Except as disclosed above, as on the date of this DPS, the Acquirer does not hold any Equity Shares in the Target Company.

ii. In terms of Regulation 22(2) of the SEBI (SAST) Regulations, if the Acquirer deposit cash of an amount equal to the entire consideration payable under the open offer assuming full acceptance of the open offer in the escrow account under regulation 17, then parties to such agreement may after the expiry of twenty-one working days from the date of detailed public statement, act upon the agreement and the Acquirer may complete the acquisition of shares or voting rights in, or control over the target company as contemplated.

In line with the above, the Acquiree have deposited 100% of the maximum consideration payable to the equity shareholders under this Offer as per the details mentioned under Section V of this DPS.

Upon the successful completion of the open offer:

- Except Seller 2, Acquirer acquires the entire shareholding of the other Sellers, in terms of the SPA.
- The Acquirer will also change the Board of Directors of the Target Company to assume control over the Target Company.

IV. OFFER PRICE

1) The Equity Shares of Target Company are currently listed and traded on and on BSE Limited (BSE) with Scrip id: "KORE" and Scrip code: 500458.

2) The annualized trading turnover of the Equity Shares of the Target Company on the BSE, based on trading volume during twelve calendar months preceding the month of PA (October, 2023 to September, 2024) is given below:

Name of the Stock Exchange	Total number of Equity Shares traded during twelve calendar months preceding the month of PA (A)	Weighted average number of total listed Equity Shares (B)	Trading Turnover (in terms of % to Total Listed Equity Shares)
BSE Limited	17,26,768*	1,16,50,000	14.82%

* (Source: BSE Limited)

3) Based on above, the equity shares of the Target Company are frequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations on BSE Limited

4) The Offer Price of ₹10/- Equity Share is justified, in terms of Regulation 8(2) (e) of the SEBI (SAST) Regulations being higher than the highest of the following parameters:

Parameter	Description	Value
A	Highest Negotiated Price per equity share for any acquisition under the Share Purchase Agreement ("SPA") attracting the obligation to make the PA	₹ 1.91/-
C	The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA	Not Applicable
D	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA	Not Applicable
E	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges where the maximum volume of trading in the shares of the Target Company are recorded during such period	₹ 7.06/-
F	Where the shares are not frequently traded, the price determined by Acquirer and the Manager taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	N. A.
F.1	Other Financial Parameters	For the year ended March 31, 2024 (Audited)**
i.	Return on Net Worth (%)	(3.47)
ii.	Book Value per Share (₹)	Negative
iii.	Earning per Share	(0.33)
G	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable

*As per the valuation report for the purpose of Preferential Issue, the fair value of the Equity Shares of the Target Company is negative and since the Target Company is proposing the preferential issue of shares, which cannot be done at a price less than face value of shares, accordingly, Offer Price per Equity Shares shall be at face value i.e. at Rs. 10/- (Rupees Ten Only) per Equity Share.

**Source - Audited Financial of the Target Company for the year ended March 31, 2024.

5) In view of the parameters considered and presented in the table above, in the opinion of the Manager to the Offer and Acquirer confirms that the Offer price of ₹10.00/- (Rupees Ten Only) per fully paid-up equity share is justified in terms of Regulation 8(2) (e) of SEBI (SAST) Regulations, 2011.

6) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

7) In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(6) of the SEBI (SAST) Regulations, 2011. However, Acquirer shall not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

8) If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer 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 as per the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2015, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of shares of the Target Company whether by way of bulk / block deals or in any other form.

9) As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with Regulation 17(2) and 18 of SEBI (SAST) Regulations, 2011 and all other applicable provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

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

V. FINANCIAL ARRANGEMENTS

1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 66,69,000 (Sixty-Six Lakhs and Sixty-Nine Thousand) Equity Shares at a price of ₹10/- (Rupees Ten Only) per Equity Share is ₹ 6,66,90,000.00/- (Indian Rupees Six Crores Sixty-Six Lakhs and Ninety Thousand Only) ("Maximum Consideration").

2. The Network of TEAM24 Foods and Beverages Private Limited (the Acquirer) as on October 09, 2024 is ₹14,33,17,773 (Rupees Fourteen Crores Thirty-Three Lakhs Seventeen Thousand Seven Hundred and Seven Three Only) and the Acquirer has sufficient liquid funds to fulfill its monetary obligations under the Offer. The Chartered Accountant, CA. Sanjaykumar S Patel (Membership No.: 132823), Partner of M/s. Naik Patel & Co, Chartered Accountants (FRN No: 130163W), having its Office at Office No. A2/102, Veda Uptown, Above Reliance, Smart Point, Kadamba Plateau, Paneling, Panaji, Old Goa-403 402. Phone: +91 7755911937. Email id: patel.sanjaykumar86@gmail.com, has certified (UDIN: 2413282BKG001914), has certified, vide certificate dated October 09, 2024, that sufficient resources are available with the Acquirer for fulfilling its obligations under this Offer in full.

3. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement dated October 09, 2024 with ICICI Bank Limited, having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodra, Gujarat. Pin - 390 007, Gujarat, India and through its branch situated at Capital Markets Division, 1st Floor, 122, Misty Bhavan, Dinsghav Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400 020, Maharashtra ("Escrow Bank") in terms of which the Acquirer has opened Cash Escrow Account in the name and style of "TEAM24 FOODS AND BEVERAGES PRIVATE LIMITED - OPEN OFFER - ESCROW ACCOUNT" (the "Escrow Account"), bearing account no. 000405159945 with the Escrow Bank. Further, the Acquirer has made a cash deposit of ₹ 6,66,90,000.00/- (Indian Rupees Six Crores Sixty-Six Lakhs and Ninety Thousand Only) in this cash escrow account representing 100% of the maximum consideration payable to the equity shareholders under this Offer.

4. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of this escrow cash account in terms of Regulation 21(1) of the Takeover Regulations.

5. Based on the above Sobhagya Capital Options Private Limited, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, to the best of knowledge of the Acquirer, no statutory and other approvals are required in relation to the Offer, except the following:

a. In-principle approval from the stock exchange: In-principle approval from BSE Limited for listing of Equity Shares proposed to be issued pursuant to the Proposed Preferential Issue by the Target Company is required to be obtained by the Target Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and LODR Regulations.

b. Approval of the Shareholders of the Target Company. The approval of the Shareholders of the Target Company for the proposed issuance of Equity Shares pursuant to the Proposed Preferential Issue. The Board of Directors of the Target Company shall dispatch the EGM notice.

2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBS and FIIs) required any approvals (including from the 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, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

3. Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.

4. In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA and Share Sale/Purchase Confirmation or approvals mentioned in paragraph VI (1) are not satisfactorily complied with or any of the statutory approvals are refused,

The Acquirer has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS is published and such announcement will also be sent to SEBI, BSE and the Target Company at its corporate Office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

ACTIVITY	Date & Day
Public Announcement (PA)	October 09, 2024 (Wednesday)
Publication of DPS in the newspapers	October 16, 2024 (Wednesday)
Filing of the Draft Letter of Offer with SEBI	October 23, 2024 (Wednesday)
Last date for a competitive bid	November 07, 2024 (Friday)
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	November 14, 2024 (Thursday)
Identified Date*	November 19, 2024 (Tuesday)
Letter of Offer to be dispatched to shareholders	November 26, 2024 (Tuesday)
Last date by which the committee of the independent directors of the Target Company shall give its recommendation	November 29, 2024 (Friday)
Last date for revising the Offer price/ number of shares	December 02, 2024 (Monday)
Date of publication of Offer Opening Public Announcement	December 02, 2024 (Monday)
Date of commencement of Tendering Period (Offer Opening Date)	December 03, 2024 (Tuesday)
Date of Expiry of Tendering Period (Offer Closing Date)	December 16, 2024 (Monday)
Last Date for completion of all requirements including payment of consideration	December 31, 2024 (Tuesday)

* The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the equity shares of the Target Company (except the Acquirer, Seller and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

VIII. ELIGIBILITY TO PARTICIPATE IN THE OFFER AND PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER:

- All public shareholders of the Target Company as defined in this DPS, holding the shares in dematerialized form, registered or unregistered, are eligible to participate in this Offer at any time during the tendering period of this Offer. Please refer to Point 9 below of this part, for details in relation to tendering of offer shares held in physical form.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Draft Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (detailed at Part IX (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identity-client identity, current address and contact details.
- The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE Limited (BSE) 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 and CFD/DCR/CIR/P/2016/131 dated December 09, 2016 issued by SEBI.
- BSE shall be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer. The Acquirer has appointed Buying Broker for the Open Offer through whom the purchases and the settlement of the Open Offer shall be made during the tendering period. The contact details of the Buying Broker are as mentioned below:

Name	RRS Shares & Stock Brokers Private Limited
Address	24/B Rajabhadur Mansion-2, Ambalal Doshi Marg, Fort, Mumbai-400 001.
Tel.	022-61829200
E-mail ID	investorrelation@rrs.in
Contact Person	www.rrsshare.com
CIN	U67120MH2000PTC125458

- The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available to the Stock Exchange in the form of a separate window (Acquisition Window).
- All the shareholders who desire to tender their shares under the Open Offer would have to intimate their respective stock broker ("Selling Broker") during the normal trading hours of the secondary market during tendering period.
- As per the provisions of Regulation 40(1) of the Listing Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

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

X. OTHER INFORMATION

- For the purpose of disclosures in this DPS relating to the Target Company, the Acquirer and Manager to the Offer have relied on: (i) publicly available information; and (ii) information provided/confirmed by the Target Company, and have not undertaken any independent verification of the accuracy of the details of the Target Company.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- The Acquirer accepts full responsibility for the information contained in this DPS & PA (except that which pertains to the Target Company and has been compiled from publicly available sources) and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereto.
- The information pertaining to the Target Company contained in the PA or Corrigendum or this DPS or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or publicly available sources, which have not been independently verified by the Acquirer or the Manager. The Acquirer does not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company.
- Pursuant to regulation 12 (1) of the SEBI (SAST) Regulations, 2011 the Acquirer has appointed, SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED having its Registered office at C-4 to C-11, Gate No-01, Hosiery Complex, Phase-II Extension, Noida-201305, Tel. No.: +91 7836066001, Email: cs@sobhagyacap.com as the Manager to the Offer.
- The Acquirer has appointed Purva Sharegistry Limited having office Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Panel East, Mumbai - 400011, Maharashtra, India; Tel. No. +91 22-31998810 / 49614132; Email: support@purvashare.com; Contact Person: Ms. Deepthi Dhanu; SEBI Registration No. INR000001112 and CIN: U67120MH1993PTC074079, as the Registrar to the Offer.
- This DPS is being issued on behalf of the Acquirer by the Manager to the Offer.
- This DPS will also be available on websites of SEBI- www.sebi.gov.in; BSE- www.bseindia.com and Manager to the Offer. www.sobhagyacapital.com

Issued by the Manager to the Offer on Behalf of the Acquirer



SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED
C-4 to C-11, Gate No-01, Hosiery Complex, Phase-II Extension, Noida-201305
Tel. No.: +91 7836066001 | Email: cs@sobhagyacap.com
Investor Grievance Email: delhi@sobhagyacap.com
Website: www.sobhagyacapital.com
Contact Person: Mr. Rishabh Singhvi/ Ms. Nisha
SEBI Registration No.: MB/IN0000008571

FOR TEAM24 FOODS AND BEVERAGES PRIVATE LIMITED (ACQUIRER)
Sd/-
Mr. Manzoor UI Haque Butt
Designation: Director
DIN: 01202847
Ad2847

Place: GOA
Date: October 15, 2024

हीरो हाउसिंग फाइनांस लिमिटेड
पंजीकृत कार्यालय: 09, कम्प्यूटरी सेक्टर, बसंत लोक, बसंत विहार, नई दिल्ली-110057

सुविधाएँ
यह संपादक विनिर्देशक कम्पन (अपन खाता नं. HHFDLHOU1900001803) के तहत 10.10.2024 को इस सम्बन्ध पर में प्रकाशित ई-लेटरमी सुचना के विधान के संदर्भ में है जिसमें प्रत्येक राशि ₹ 1,15,000/- को माह ₹ 1,50,000/- माह वर्धित है।
अपन सभी विवरण पूर्युक्त करें।
कृपे, हीरो हाउसिंग फाइनांस लि., प्राथमिक अधिकारी की सुचना बचाने, नं-9188840495, ईमेल: asstdisposal@heroif.com

उपग्रह राज्य औद्योगिक विकास प्राधिकरण (अभि0)
उपग्रह राज्य औद्योगिक विकास प्राधिकरण
E-1/4, कल्याणपुर, कानपुर

सुविधाएँ
एम्पू द्वारा सुविधित किया जाता है कि निम्नलिखित औद्योगिक क्षेत्रों के विकास कार्य हेतु ई-निविदाएँ विकसक 11.09.2024 को समाप्त करने में प्रकाशित की गयी थी विकसक विवरण निम्नवत है:-

क्र.सं.	कार्य का नाम	दस्तावे आइटम
1	Electrical Upgradation of UPSIDA Industrial Area Kavi Nagar Ghaziabad (Part-I) under AIIIM-2	2024_SIDC_955219-1
2	Electrical Upgradation of UPSIDA Industrial Area Kavi Nagar Ghaziabad (Part-2) under AIIIM-2	2024_SIDC_955196-1

उपरोक्त निविदाएं दिनांक 14.10.2024 तक अपनोई की जानी थी एवं दिनांक 15.10.2024 को घोषणी जानी है। अपनोई करने में अब तक अपनोई निविदाओं में निविदा प्रत्येक अपनोई करने की अपनोई दिनांक 21.10.2024 तक निविदाएं की जानी है। यह निविदाएं अपन दिनांक 22.10.2024 को अपनोई 04.00 बजे घोषणी जानी। अपन विवरण व शर्तें समाप्त रहेंगी।
प्राथमिक अधिकारी, सेव हाउसिंग फाइनांस लिमिटेड

प्रीमियर पॉलीटेक लिमिटेड
पंजीकृत कार्यालय : 305, तृतीय मंज, इन्दिरा इन्डस्ट्रियल एरिया, कल्याण, महाराष्ट्र, नई दिल्ली - 110048, आंध्रप्रदेश - 502520/91एलएलएल049990, गुजरात - 011-4537559, ईमेल : compliance.officer@premierpoly.com
30 सितंबर 2024 को समाप्त तिथि पर अद्यतन के प्रथम अंशवार्षिक वित्तीय परिणामों का सारांश

क्र.सं.	वितरण	समाप्त तिमाही 30/09/2024	समाप्त तिमाही 30/09/2023	समाप्त अर्द्धवर्ष 30/09/2024	समाप्त अर्द्धवर्ष 30/09/2023	समाप्त वर्ष 31/03/2024
		अंशवार्षिक	अंशवार्षिक	अंशवार्षिक	अंशवार्षिक	वैश्वार्षिक
1	परिचालन से कुल आय	8,007	7,641	15,137	14,914	29,728
2	अवधि हेतु निवल लाभ (कर, अपवादिक एवं/अवकाश असाधारण					

"IMPORTANT"

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GOVERNMENT OF TAMIL NADU
RURAL DEVELOPMENT AND PANCHAYAT RAJ DEPARTMENT
 Vilupuram District.
 Notice Inviting Re-Tender
Short Tender for Supply of Steel Rods under Various Scheme for the year 2024-25

- For full details, visit www.tntenders.gov.in
- e-Bids are invited by the Additional Collector (Dev.), DRDA, Vilupuram District for the Supply of Steel Rods under Various Scheme under Two Cover System.
- The bid documents can be downloaded free of cost in the website www.tntenders.gov.in from 16.10.2024 to 22.10.2024.
- Common date and time for downloading of Bid document, submission and opening:
 - Downloading of Tender Documents : 16.10.2024 to 22.10.2024 from www.tntenders.gov.in
 - Last Date and Time for downloading and Submission of e-Bid Documents : 22.10.2024 upto 3.00 PM
 - Date and Time of online opening of e-Bid Documents : 22.10.2024 4.00 PM onwards

Additional Collector (Dev.),
 DRDA, Vilupuram
 DIPR / 4300 / TENDER / 2024

PREMIER POLYFILM LIMITED
 Regd. Office: 305, III Floor, Elite House, 36, Community Centre, Kailash Colony Extn., Zamroodpur, New Delhi - 110048.
 CIN NO. L25209DL1992PLC049590, Phone: 011-45537559, Email: compliance.officer@premierpoly.com

EXTRACT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON 30th SEPTEMBER, 2024
 (Rupees in Lakh)

Sr. No.	Particulars	Quarter ended 30/09/2024	Quarter ended 30/09/2023	Half Year ended 30/09/2024	Half Year ended 30/09/2023	Year ended 31/03/2024
		Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Total Income from Operations	8,007	7,641	15,137	14,914	29,728
2	Net Profit for the period (before tax, Exceptional and/or Extraordinary items)	1,053	659	1,836	1,297	2,727
3	Net Profit before tax for the period before tax (after Exceptional and/or Extraordinary items)	1,053	659	1,836	1,297	2,727
4	Net Profit for the period after tax (after Exceptional and/or Extraordinary items)	786	489	1,374	967	2,060
5	Total Comprehensive Income for the period (comprising profit for the period (after tax) and other Comprehensive Income (after Tax))	742	514	1,370	1,021	2,156
6	Equity Shares Capital (Face value Rs. 5/- Per equity share)	1,059	1,059	1,059	1,059	1,059
7	Reserve (excluding Revaluation Reserve) as shown in the Audited balance sheet of previous accounting year	8,384	6,332	8,384	6,332	6,332
8	Earning Per Share of Rs. 5/- each (for continuing and discontinued Operations) Basic and diluted	3.75	2.33	6.56	4.62	9.83

Notes:

- The above extract is an extract of the detailed format of Financial Results filed with the Stock Exchanges under the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the financial results are available on the stock exchanges website: www.bseindia.com and www.nseindia.com. The same is also available on the company's Website: www.premierpoly.com.
- The above results have been reviewed by the Audit Committee and approved by the Board of Directors of the company at their Meeting held on 14th October, 2024.
- Figures for the previous Quarter/year have been regrouped/rearranged wherever necessary to correspond with the Current year's figures.
- It is hereby confirmed that the company does not have any subsidiary/associate/joint venture company(ies) as on 30th September, 2024.

For PREMIER POLYFILM LTD
 Sd/-
 AMITAABH GOENKA
 MANAGING DIRECTOR & CEO
 DIN : 00061027

Place: New Delhi
 Date : 14-10-2024

HATSUN AGRO PRODUCT LIMITED

(CIN No. L15499TN1986PLC012747)
 # Plot No.14 (TNHB) Tamil Nadu Housing Board 'A' Road,
 Sholinganallur, Chennai - 600119. Website: www.hap.in
 Phone: +91 44 2450 1622 Fax: +91 44 2450 1422. E-mail: secretarial@hap.in

NOTICE FOR LOSS OF SHARE CERTIFICATE

The following share certificates of the Company have been reported lost/misplaced and the holders of the said share certificates have requested the Company for issue of Duplicate Share Certificates.

Notice is hereby given that the Company will proceed to issue Duplicate Share Certificates to the below mentioned persons unless a Valid Objection is received by the Company within 15 days from the date of publication of this notice.

SL No	Folio No	Cert. No.	No. of Shares	Distinctive No. From	Distinctive To	NAME OF THE SHAREHOLDER
1.	10127	158	2000	68217669	68219668	Chandrasekaran A (deceased) Ashwin Chandrasekaran (claimant) Preethi C (claimant) Shanthi Chandrasekaran (claimant) A Rajarajeshwari (claimant)
2.	11122	1068	1000	70998057	70999056	Subramania Ayyar V (deceased) Bama S
3.	10714	676	1000	69835229	69836228	Patwari Sudhendra Devalpalli Pramoda (deceased)
4.	10715	188	1000	68265671	68266670	Devalpalli Pramoda (deceased) Sudhendra P

Any person(s) having objections to the issue of the duplicate share certificates should lodge his/her/their objection with all supporting documents with the Company at its Registered Office within 15 days from the appearance of this notice failing which the Company will proceed to issue Duplicate Share Certificate(s) to the persons mentioned above and thereafter no objection to the issue of duplicate share Certificates will be entertained from any person(s).

PLACE: CHENNAI
 Date: 15-10-2024

For HATSUN AGRO PRODUCT LIMITED
 C.Subramaniam
 Company Secretary

(Continued from previous page...)

subject to satisfaction of conditions mentioned in the SPA along with the control over the Target Company.

3. The salient features of the SPAs are as under:

- Acquirer has entered into Share Purchase Agreements (SPAs) on October 09, 2024 with the Outgoing Promoter and Promoter Group for the acquisition of an aggregate of 45,96,973 (Forty Five Lakhs Ninety Six Thousand Nine Hundred and Seventy Three Only) Equity Shares representing 39.46% of the Existing Pre-Issue Fully Paid-up Equity Share Capital of the Target Company and 17.92% of the Emerging Voting Paid Up Equity Share Capital of the Target Company, held by the Outgoing Promoter & Promoter Group of the Target Company at a price of ₹ 1.91/- (Rupees One and paise Ninety-One Only) per Equity Share ("Negotiated Price"). The Negotiated Price is payable by Acquirer to the Outgoing Promoter and Promoter Group.
- On Closing Date (as defined under SPA), the Outgoing Promoter & Promoter Group shall cede its control over the Target Company and the Acquirer shall gain control over the Company and shall have a right to reconstitute the Board of Directors of the Target Company and appoint their own representative/Directors as Directors/Chairman of the Target Company.
- The Purchase Consideration/Acquisition Price shall be payable by the Acquirer to the Outgoing Promoter and Promoter Group.
- Acquirer shall make an Open Offer in the manner required under the SEBI (SAST) Regulations and shall comply with all provisions of the SEBI (SAST) Regulations, as may be applicable.
- The acquisition of the Equity Shares pursuant to the SPA by Acquirer will result in change in control of the Target Company. The Target Company being a listed entity, Acquirer shall be responsible for complying with the requirements of the SEBI (SAST) Regulations in relation to the offer to the other public shareholders.

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

4. The Offer is being made at a price of ₹ 10/- (Rupees Ten Only) ("Offer Price") per Equity Share, subject to the terms and conditions set out in the PA, this DPS, Draft Letter of Offer ("DLOF") and the Letter of Offer ("LOF"), that will be sent to the Public Shareholders of the Target Company.

5. Further, the Board of Directors of the Target Company in its meeting held on October 09, 2024 have approved Preferential Allotment of 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company ("Preferential Allotment"). Out of the said proposed Preferential Allotment, 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company representing 54.58% of the Emerging Voting Paid-up Equity Share Capital of the Target Company are proposed to be issued to Acquirer. Post the stated Preferential Allotment and SPA of Equity Shares to Acquirer would be 1,85,96,973 Equity Shares (One Crore Eighty-Five Lakhs Ninety-Six Thousand and Nine Hundred and Seventy-Three) Equity Shares, representing 72.50% of the Emerging Paid Up Equity Share Capital of the Target Company. The preferential allotment shall be determined as prescribed under Regulation 158 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the Shareholders' approval and other applicable provisions, if any.

6. Pursuant to acquisition of the Equity Shares in terms of the SPA, the holding of the Acquirer in the Target Company along with proposed preferential issue of 1,40,00,000 (One Crore Forty Lakhs) Fully Paid-up Equity Shares of ₹ 10/- each of the Target Company to the Acquirer, would exceed the threshold limit prescribed under regulation 3(1) of the SEBI (SAST) Regulations, accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Further, in terms of the SPA and post successful completion of the Open Offer, the Acquirer will also acquire control over the Target Company, hence Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations.

7. The mode of payment of consideration for acquisition of the Equity Shares by the Acquirer is "Cash". The proposed Preferential Allotment is subject to approval from the Shareholders of the Target Company and BSE. Acquirer shall comply with the lock-in requirements as stipulated under Chapter V of the ICDR Regulations. In terms of regulation 22(2A) of the Takeover Regulations, the Equity Shares allotted pursuant to the Preferential Allotment shall be transferred to the demat escrow account and released to the Acquirer only upon successful completion of Open Offer formalities. Acquirer shall not exercise any voting rights over such Equity Shares kept in the demat escrow account except if 100% of the offer consideration is deposited in escrow account.

8. Further, the payment to be made to all the Public Shareholders who will validly tender their Equity Shares and whose Equity Shares are accepted under this Offer, shall be in cash only.

9. As on the date of the PA and DPS, the Acquirer doesn't hold any Equity Shares in the Target Company, being the Target Company as defined in Regulation 2(1)(z) of the SEBI (SAST) Regulations.

10. The primary objective of the Acquirer for the above-mentioned acquisition is substantial acquisition of shares and voting rights in the Target Company and acquisition of management control of the Target Company. Acquirer does not have any plan to make major changes in the existing line of business of the Target Company. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of the Target Company. Further, the Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure that may affect the larger interest of the shareholders will be done with prior approval of shareholders at a general body meeting of Target Company in accordance with regulation 25(2) of SEBI (SAST) Regulations, 2011 and in accordance with the laws applicable. The Acquirer may diversify, reorganize and/or streamline the business of Target Company for commercial reasons and operational efficiencies.

11. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of Independent Directors, to provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) working days before the commencement of the Tendering Period in the same newspapers where the DPS of the Offer is published. A copy of the above shall be sent to SEBI, BSE, and Manager to the Open Offer and in case of a competing offer/s to the Manager/s to the Open Offer for every competing Offer.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer pursuant to the SPA, Preferential Issue and Open Offer (assuming full acceptance in the Target Company and the details of its acquisition:

Details	Acquirer*	
	No. of Shares	%
Shareholding as on the PA date	NIL	NA
Equity Shares acquired through SPA	45,96,973	17.92
Shares agreed to be acquired under the Preferential Issue	1,40,00,000	54.58
Shares acquired between the PA date and the DPS date	NIL	NIL
Shares to be acquired in the Open Offer (assuming full acceptance)	66,69,000	26.00
Post Offer shareholding (assuming full acceptance) (On Diluted basis, as on 10th working day after closing of tendering Period)	2,52,65,973	98.50

*There are no persons acting in concert in this Offer within the meaning of Regulation 2(1)(q) of the Takeover Regulations.

* As a percentage of the Emerging voting Paid Up Equity Share Capital of the Target Company.

i. Except as disclosed above, as on the date of this DPS, the Acquirer does not hold any Equity Shares in the Target Company.

ii. In terms of Regulation 22(2) of the SEBI (SAST) Regulations, if the Acquirer deposit cash of an amount equal to the entire consideration payable under the open offer assuming full acceptance of the open offer in the escrow account under regulation 17, then parties to such agreement may after the expiry of twenty-one working days from the date of detailed public statement, act upon the agreement and the Acquirer may complete the acquisition of shares or voting rights in, or control over the target company as contemplated.

In line with the above, the Acquire has deposited 100% of the maximum consideration payable to the equity shareholders under this Offer as per the details mentioned under Section V of this DPS.

Upon the successful completion of the open offer:

- Except Seller 2, Acquirer acquires the entire shareholding of the other Sellers, in terms of the SPA.
- The Acquirer will also change the Board of Directors of the Target Company to assume control over the Target Company.

IV. OFFER PRICE

1) The Equity Shares of Target Company are currently listed and traded on and on BSE Limited (BSE) with Scrip ID: "KORE" and Scrip code: 500458.

2) The annualized trading turnover of the Equity Shares of the Target Company on the BSE, based on trading volume during twelve calendar months preceding the month of PA (October, 2023 to September, 2024) is given below:

Name of the Stock Exchange	Total number of Equity Shares traded during twelve calendar months preceding the month of PA (A)	Weighted average number of total listed Equity Shares (B)	Trading Turnover (in terms of % to Total Listed Equity Shares)
BSE Limited	17,26,768*	1,16,50,000	14.82%

*(Source: BSE Limited)

3) Based on above, the equity shares of the Target Company are frequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations on BSE Limited

4) The Offer Price of ₹ 10/-* Equity Share is justified, in terms of Regulation 8(2) (e) of the SEBI (SAST) Regulations being higher than the highest of the following parameters:

A	Highest Negotiated Price per equity share for any acquisition under the Share Purchase Agreement ("SPA") attracting the obligation to make the PA	₹ 1.91/-
C	The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA	Not Applicable
D	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA	Not Applicable
E	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges where the maximum volume of trading in the shares of the Target Company are recorded during such period	₹ 7.06/-
F	Where the shares are not frequently traded, the price determined by Acquirer and the Manager taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	N. A.
F.1	Other Financial Parameters	For the year ended March 31, 2024 (Audited)**
i.	Return on Net Worth (%)	(3.47)
ii.	Book Value per Share (₹)	Negative
iii.	Earning per Share	(0.33)
G	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable

* As per the valuation report for the purpose of Preferential Issue, the fair value of the Equity Shares of the Target Company is negative and since the Target Company is proposing the preferential issue of shares, which cannot be done at price less than face value of shares, accordingly, Offer Price per Equity Shares shall be at face value i.e. at Rs. 10/- (Rupees Ten Only) per Equity Share.

**Source- Audited Financial of the Target Company for the year ended March 31, 2024.

In view of the parameters considered and presented in the table above, in the opinion of the Manager to the Offer and Acquirer confirms that the Offer price of ₹ 10.00/- (Rupees Ten Only) per fully paid-up equity share is justified in terms of Regulation 8(2) (e) of SEBI (SAST) Regulations, 2011.

6) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

7) In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. However, Acquirer shall not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

8) If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer 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 as per the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2015, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of shares of the Target Company whether by way of bulk / block deals or in any other form.

9) As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 17(2) and 18 of SEBI (SAST) Regulations, 2011 and all other applicable provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

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

V. FINANCIAL ARRANGEMENTS

1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 66,69,000 (Sixty-Six Lakhs and Sixty-Nine Thousand) Equity Shares at a price of ₹ 10/- (Rupees Ten Only) per Equity Share is ₹ 6,66,90,000.00/- (Indian Rupees Six Crores Sixty-Six Lakhs and Ninety Thousand Only) ("Maximum Consideration").

2. The Networth of TEAM24 Foods and Beverages Private Limited (the Acquirer) as on October 09, 2024 is ₹ 14,33,17,773 (Rupees Fourteen Crores Thirty-Three Lakhs Seventeen Thousand Seven Hundred and Seven Three Only) and the Acquirer has sufficient liquid funds to fulfill its monetary obligations under the Offer. The Chartered Accountant, CA. Sanjaykumar S Patel (Membership No.: 132823), Partner of M/s. Naik Patel & Co. Chartered Accountants (FRN No: 130163W), having its Office at Office No. A2/102, Vida Uptown, Above Reliance, Smart Point, Kadamba Plateau, Panellim, Panaji, Old Goa-403 402; Phone: +91 7755911937; Email Id: patel.sanjaykumar86@gmail.com; has certified (UDIN: 241328228KGG001914), has certified, vide certificate dated October 09, 2024, that sufficient resources are available with the Acquirer for fulfilling its obligations under this Offer in full.

3. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement dated October 09, 2024 with ICICI Bank Limited, having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat, Pin - 390 007, Gujarat, India and through its branch situated at Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400 020, Maharashtra ("Escrow Bank") in terms of which the Acquirer has opened Cash Escrow Account in the name and style of "TEAM24 FOODS AND BEVERAGES PRIVATE LIMITED - OPEN OFFER -ESCROW ACCOUNT" (the "Escrow Account"), bearing account no. 000405159945 with the Escrow Bank. Further, the Acquirer has made a cash deposit of ₹ 6,66,90,000.00/- (Indian Rupees Six Crores Sixty-Six Lakhs and Ninety Thousand Only) in this cash escrow account representing 100% of the maximum consideration payable to the equity shareholders under this Offer.

4. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of this escrow cash account in terms of Regulation 21(1) of the Takeover Regulations.

5. Based on the above Sobhagya Capital Options Private Limited, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, to the best of knowledge of the Acquirer, no statutory and other approvals are required in relation to the Offer, except the following:

- In-principle approval from the stock exchange: In-principle approval from BSE Limited for listing of Equity Shares proposed to be issued pursuant to the Proposed Preferential Issue by the Target Company is required to be obtained by the Target Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and LODR Regulations.
- Approval of the Shareholders of the Target Company: The approval of the Shareholders of the Target Company for the proposed issuance of Equity Shares pursuant to the Proposed Preferential Issue. The Board of Directors of the Target Company shall dispatch the EGM notice.

2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIIs) required any approvals (including from the 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, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

3. Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.

4. In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA and Share Sale/Purchase Confirmation or approvals mentioned in paragraph VI (1) are not satisfactorily complied with or any of the statutory approvals are refused,

the Acquirer has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS is published and such announcement will also be sent to SEBI, BSE and the Target Company at its corporate Office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

ACTIVITY	Date & Day
Public Announcement (PA)	October 09, 2024 (Wednesday)
Publication of DPs in the newspapers	October 16, 2024 (Wednesday)
Filing of the Draft Letter of Offer with SEBI	October 23, 2024 (Wednesday)
Last date for a competitive bid	November 07, 2024 (Friday)
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	November 14, 2024 (Thursday)
Identified Date*	November 19, 2024 (Tuesday)
Letter of Offer to be dispatched to shareholders	November 26, 2024 (Tuesday)
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	November 29, 2024 (Friday)
Last date for revising the Offer price/ number of shares	December 02, 2024 (Monday)
Date of publication of Offer Opening Public Announcement	December 02, 2024 (Monday)
Date of commencement of Tendering Period (Offer Opening Date)	December 03, 2024 (Tuesday)
Date of Expiry of Tendering Period (Offer Closing Date)	December 16, 2024 (Monday)
Last Date for completion of all requirements including payment of consideration	December 31, 2024 (Tuesday)

* The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the equity shares of the Target Company (except the Acquirer, Seller and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

VIII. ELIGIBILITY TO PARTICIPATE IN THE OFFER AND PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER:

- All public shareholders of the Target Company as defined in this DPS, holding the shares in dematerialized form, registered or unregistered, are eligible to participate in this Offer at any time during the tendering period of this Offer. Please refer to Point 9 below of this part, for details in relation to tendering of offer shares held in physical form.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Draft Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (detailed at Part IX (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identity-client identity, current address and contact details.
- The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and SEBI Circular CIR/CFD/POLICY/CELL/12015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI.
- BSE shall be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- The Acquirer has appointed Buying Broker for the Open Offer through whom the purchases and the settlement of the Open Offer shall be made during the tendering period. The contact details of the Buying Broker are as mentioned below:

Name	RRS Shares & Stock Brokers Private Limited
Address	24/B Rajabhadur Mansion-2, Ambalal Doshi Marg, Fort, Mumbai-4