

**SEBI Regn. No. INM000011872**

September 11, 2024

To,  
The General Manager,  
Department of Corporate Services,  
**BSE Limited**  
P.J.Towers, Dalal Street,  
Mumbai – 400 001

**By E-Mail**

Dear Sir(s),

**BSE Scrip Code: 522029; NSE Symbol: WINDMACHIN**

**Sub: Submission of Advertisements ‘Recommendation of Committee of Independent Directors’ and ‘Pre-Offer cum Corrigendum cum Addendum Advertisement’ in relation to the open offer to the equity shareholders of Windsor Machines Limited under the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations 2011, as amended (“Takeover Code”)**

We, Choice Capital Advisors Private Limited (SEBI Regn. No. INM000011872), have been appointed as Managers to the Open Offer (“**Open Offer**”) to the equity shareholders of Windsor Machines Limited (“**Target Company**”), a company listed on the BSE Limited and the National Stock Exchange of India Limited (NSE). The Open Offer is being made pursuant to Regulations 3(1) and 4 read with 13(1) and 15(1) of the Takeover Code for the purpose of substantial acquisition of equity shares and control by **Plutus Investments and Holding Private Limited** (“**Acquirer**”).

The Open Offer is to acquire upto **1,68,82,268** (One Crore Sixty Eight Lakhs Eighty Two Thousand Two Hundred and Sixty Eight) Equity Shares of face value of ₹ 2/- each (“**Equity Shares**”) representing 26.00% fully paid-up equity shares capital of the Target Company on a fully diluted basis as of the 10th (tenth) working day from the closure of the tendering period of the Open Offer at a price of ₹ **100.00** (Rupees One Hundred Only) per fully paid Share, consequent to the acquisition of 3,50,00,000 ( Three Crores Fifty Lakhs) Equity Shares, constituting 53.90% of the Voting Share Capital of the Target Company through Share Purchase Agreement dated June 18, 2024 (“**SPA**”) entered into between the Acquirer and Castle Equipments Private Limited, the promoter seller.

In this connection, we enclose herewith a news paper cutting of Advertisement ‘Recommendation of Committee of Independent Directors’ appeared in the newspapers on September 10, 2024, and ‘Pre-Offer cum Corrigendum cum Addendum Advertisement’ appeared in the newspapers on September 11, 2024 where Detailed Public Statement (DPS) was published, for your kind perusal.

Thanking you,  
Yours faithfully,  
**For Choice Capital Advisors Private Limited**  
**(SEBI Regn. No. INM000011872)**

**Nimisha Joshi**  
**Vice President**  
**Contact No. 9819252365**

**Encl.:- a.a.**

Choice Capital Advisors Private Limited  
Sunil Patodia Tower, J.B Nagar, Andheri East, Mumbai – 99  
T +91 22 67079999 E regulator\_advisors@choiceindia.com  
CIN No. U65990MH2010PTC198262  
SEBI Regn No. INM000011872  
[www.choiceindia.com](http://www.choiceindia.com)

**SHIVALIK RASAYAN LIMITED**  
 Registered Office: Village Kollhapani, P.O. Chandanwari, Dehradun, Uttarakhand-248007, India  
 Corporate Office Address: 1506, Chiranjiv Tower 43, Nehru Place New Delhi-110019, India  
 Ph: 011-47589500, CIN: L24237UR1979PLC005941  
 Website: www.shivalikrasayan.com, E-mail: cs@shivalikrasayan.com

**ADDENDUM TO THE NOTICE OF 46<sup>TH</sup> ANNUAL GENERAL MEETING**

This is in reference to the Notice of 46<sup>th</sup> Annual General Meeting dated August 13, 2024 ("AGM Notice") of Shivalik Rasayan Limited ("the Company") to be held on Saturday, September 28, 2024 at 11:00 a.m. (IST) at Hotel Saffron Leaf, GMS Road Dehradun, Uttarakhand-248146, for seeking approval for matters contained in the said notice. The said notice has been duly dispatched to the shareholders of the Company as per the applicable laws.

The Company through this addendum wishes to bring to the notice of the Shareholders of the Company that the business items nos. 6, 7 & 8 respectively will be transacted as Special Resolutions and not as Ordinary Resolutions. Accordingly, the Company has issued addendum to the Notice of 46<sup>th</sup> AGM.

All other particulars and details as mentioned in the AGM Notice shall remain unchanged. The addendum shall be read in conjunction with the AGM Notice dated August 13, 2024 together with explanatory statement. This addendum is also available on the Company's website viz. www.shivalikrasayan.com, and on the website of BSE Limited and National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com, respectively.

For Shivalik Rasayan Limited  
 Sd/-  
 Parul Choudhary  
 (Company Secretary)

Place: New Delhi  
 Date: September 09, 2024

**PROZONE REALTY LIMITED**  
 (Formerly known as PROZONE INTU PROPERTIES LIMITED)  
 Registered Office: Unit-A, 2<sup>nd</sup> Floor, Hotel Sahara Star, Opposite Domestic Airport, Vile Parle (East), Mumbai 400 099  
 CIN : L45200MH2007PLC174147 Website: www.prozonerealty.com  
 Email Id: investorservice@prozonerealty.com Tel: 022 - 6823 9000/9001

**NOTICE OF 17<sup>TH</sup> AGM OF THE COMPANY, REMOTE E-VOTING AND E-VOTING**

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the shareholders of Prozone Realty Limited is scheduled to be held through Video Conferencing/Other Audio-Visual Means (VC/OAVM) on Monday, the 30<sup>th</sup> day of September, 2024 at 3.00 p.m. to transact the business as set out in the Notice of the 17<sup>th</sup> AGM.

The AGM will be convened in compliance with applicable provisions of the Companies Act 2013 and Rules made thereunder ("Act"); provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of General circular no. 09/2023 dated 25<sup>th</sup> September 2023 and other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PD-2/F/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars").

The Notice of the AGM and Annual Report for the financial year 2023-24 have been sent on 08<sup>th</sup> September, 2024, through electronic mode only, to those Members whose email addresses are registered with the Company/Link Intime India Private Limited ("RTA") Depositories as on 30<sup>th</sup> August 2024. Physical copies of the Notice of AGM and Annual Report for the FY 2023-24 will be dispatched to those shareholders who requests for the same by sending an email at Company's email address.

The e-copy of the Notice and Annual Report for the financial year 2023-24 are also available on website of the Company at www.prozonerealty.com and on website of the Stock Exchanges i.e. at www.bseindia.com and at www.nseindia.com and website of the RTA at www.instavote.linkintime.co.in.

In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and Regulation 44 of the Regulations, and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, MCA circulars and SEBI circulars as mentioned above and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to invite its Members with the facility to exercise their rights to vote on the resolutions proposed to be passed at the 17<sup>th</sup> AGM by electronic means.

The Company has engaged the services of the RTA for providing the e-voting facility for remote e-voting (before AGM) from any place and during the 17<sup>th</sup> AGM (e-voting at the AGM).

M/s. HSPN & Associates LLP, Practising Company Secretaries has been appointed as the Scrutinizer to supervise the remote e-voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

All members are hereby informed that:

- A person whose name is recorded in the register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Monday, 23<sup>rd</sup> September 2024 i.e. cut-off date shall be entitled to vote on the Resolutions set forth in the Notice.
- Any person who acquired shares of the Company after dispatch of Notice and holds shares as on the cut-off date i.e. Monday, 23<sup>rd</sup> September 2024, may follow the procedure for remote e-voting as mentioned in detail in the Notice. Also a request may be sent to enotices@linkintime.co.in for the login ID and password. However, if already registered with instavote for e-voting, existing User ID and password can be used for casting votes.
- The remote e-voting period will commence on Wednesday, 25<sup>th</sup> September, 2024 at 9.00 a.m. and end on Sunday, 29<sup>th</sup> September, 2024 at 5.00 p.m. The remote e-voting will be disabled for voting thereafter by the RTA.
- During the period, Members of the Company as on cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024, holding shares in physical or dematerialised form, may cast their votes through remote e-voting. Once the vote on a resolution is cast by the Members, the same cannot be modified subsequently by such Member.
- In addition, the facility for e-voting shall be available during the 17<sup>th</sup> AGM and Members attending the AGM who have not cast their votes through remote e-voting shall be eligible to vote at the AGM.
- Members who have already cast their votes through remote e-voting facility may participate in the AGM, however shall not be allowed to vote at the AGM.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> September, 2024.
- In case members have any queries or issues regarding the e-voting facility, they may refer to the frequently asked questions and e-voting manual available at www.instavote.linkintime.co.in (under help section) or contact Mr. Rajiv Ranjan, E-mail ID: enotices@linkintime.co.in, Contact No.: +91 22 49186000.
- Details of the person responsible to address the grievances connected with the remote e-voting is Mr. Rajiv Ranjan, Assistant Vice President - E-voting, Link Intime India Pvt. Ltd., E-mail ID: enotices@linkintime.co.in, Contact No.: +91 22 49186000.
- Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id and mobile number at investorservice@prozonerealty.com from 23<sup>rd</sup> September, 2024 from 9.00 am to 27<sup>th</sup> September, 2024 till 5.00 pm.

Only the first 10 speakers on first-come basis will be allowed to express their views/ask questions during the AGM.

Members are requested to carefully read all the Notes set out in the Notice of the AGM and in particular the instructions for joining the AGM, and the manner of casting vote through remote e-voting or e-voting at the AGM.

**Announcement of results:**  
 The results on the remote e-voting and votes cast at the AGM shall be declared not later than two working days from the conclusion of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., www.prozonerealty.com and on the website of RTA i.e., www.instavote.linkintime.co.in within two days of the passing of the resolutions at AGM and shall be communicated to the Stock Exchanges where the shares of the Company are listed.

For Prozone Realty Limited  
 Sd/-  
 Ajayendra P. Jain  
 CS & Chief Compliance Officer

Date: 09<sup>th</sup> September 2024  
 Place: Mumbai

This is only an advertisement for information purpose and not a Prospectus announcement. Not for release, publication or distribution, directly or indirectly, outside India.

**SODHANI ACADEMY OF FINTECH ENABLERS LIMITED**  
 CIN: U67120RJ2009PLC028237

Our Company was originally incorporated as "Sodhani Financial Consultants Private Limited" as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated February 03, 2009, issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the status of the Company was changed to public limited, and the name of our Company was changed to "Sodhani Financial Consultants Limited" vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on March 09, 2023. The fresh certificate of incorporation dated April 10, 2023, was issued to our Company by the Registrar of Companies, Rajasthan, Jaipur.

Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 01, 2023, the name of our Company was changed from "Sodhani Financial Consultants Limited" to "Sodhani Academy of Fintech Enablers Limited". The fresh certificate of incorporation dated May 15, 2023 was issued to our Company by the Registrar of Companies, Rajasthan, Jaipur. Bearing CIN U67120RJ2009PLC028237. For further details of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page 116 of the Prospectus.

Registered Office: P.No. C373, First Floor, C Block Vaishali Nagar, Jaipur - 302021, Rajasthan, India; Tel: +0141-2358107; E-mail: safe.fintech3105@gmail.com; Website: www.safefintech.in Contact Person: Ms. Monika Agarwal Company Secretary and Compliance Officer

**OUR PROMOTERS:**  
**MR. RAJESH KUMAR SODHANI, MRS. PRIYA SODHANI AND RAJESH KUMAR SODHANI HUF**

"The Offer is being made in accordance with Chapter IX of the SEBI ICDR Regulations (Initial Public Offer by Small and Medium Enterprises) and the Equity Shares are proposed to be listed on SME Platform of BSE Limited i.e BSE SME."

**THE OFFER**

**PUBLIC OFFER OF 15,30,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF SODHANI ACADEMY OF FINTECH ENABLERS LIMITED ("SODHANI SAFE") OR "OUR COMPANY" OR "THE ISSUER" FOR CASH AT A PRICE OF ₹40.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹30.00 PER EQUITY SHARE) AGGREGATING ₹612.00 LAKHS COMPRISING OF FRESH OFFER OF UP TO 9,70,000 EQUITY SHARES AGGREGATING TO ₹388.00 LAKHS ("FRESH OFFER") AND AN OFFER FOR SALE OF UP TO 5,60,000 EQUITY SHARES BY MR. RAJESH KUMAR SODHANI AND MRS. PRIYA SODHANI ("PROMOTERS SELLING SHAREHOLDERS") AGGREGATING TO ₹224.00 LAKHS ("OFFER FOR SALE") ("THE OFFER") OF WHICH UP TO 78,000 EQUITY SHARES AGGREGATING TO ₹31.20 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF 14,52,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT AN OFFER PRICE OF ₹40.00 PER EQUITY SHARE AGGREGATING TO ₹580.80 LAKHS ("NET OFFER"). THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.87% AND 25.50% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 200 OF THE PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10.00 AND THE OFFER PRICE IS 4 TIMES OF THE FACE VALUE OF THE EQUITY SHARES**

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED ("SEBI (ICDR) REGULATIONS"). IN TERMS OF RULE 19(2)(b)(ii) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS. FOR FURTHER DETAILS, PLEASE REFER CHAPTER TITLED "OFFER PROCEDURE" BEGINNING ON PAGE 209 OF THE PROSPECTUS.

**FIXED PRICE OFFER AT ₹ 40.00 PER EQUITY SHARE**

**MINIMUM APPLICATION SIZE OF 3,000 EQUITY SHARES AND IN MULTIPLES OF 3,000 EQUITY SHARES THEREAFTER**

**ISSUE PROGRAMME**

**OFFER OPENS ON: THURSDAY, SEPTEMBER 12, 2024**  
**OFFER CLOSES ON: TUESDAY, SEPTEMBER 17, 2024**

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it!!! \*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below. Mandatory in public issue. No cheque will be accepted.

**UPI - Now Mandatory in ASBA for Retail Individual Investors (RIIs)**  
 Investors are required to ensure that the Bank Account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs and RTAs. RIIs also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section "Offer Procedure" beginning on page 209 of the Prospectus. The process is also available on the website of Lead Manager to the Issue, and the website of BSE Limited ("BSE") and in General Information Document for investing in the Public Issue ("GID"). ASBA Application Forms can be downloaded from the website of BSE Limited ("BSE") and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in.

IN TERMS OF THE CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 AND ALL POTENTIAL INVESTORS PARTICIPATE IN THE ISSUE ONLY THROUGH APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS (SCSBs) FOR THE ISSUE. FURTHER PURSUANT TO CIRCULAR BEARING NO. SEBI/HO/CFD/DIL2/CIR/P/2019/76 DATED JUNE 28, 2019 FOR IMPLEMENTATION OF PHASE II FOR UPI FACILITY, WHICH IS EFFECTIVE FROM JULY 01, 2019, ALL POTENTIAL APPLICANTS ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNT OR UPI ID (IN CASE OF RIIS), IN WHICH THE CORRESPONDING APPLICATION AMOUNT WILL BE BLOCKED BY THE SCSBs OR UNDER THE UPI MECHANISM, AS APPLICABLE.

FOR MORE DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE "OFFER PROCEDURE" ON PAGE NO 209 OF THE PROSPECTUS.

**RISKS TO INVESTORS**

- This being the first public offer of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00 each, and the Offer Price is 4.0 times the face value per Equity Share. The Offer Price, which has been determined and justified by our Company and Selling Shareholders in consultation with the Lead Manager (as detailed under the chapter titled "Basis for Offer Price" beginning on page 74 of the Prospectus), should not be taken as indicative of the market price of the Equity Shares after they are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares or the price at which the Equity Shares will trade after listing.
- The average cost of acquisition of Equity Shares by our Promoters is as follows:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Rajesh Kumar Sodhani	18,37,500	4.65
2.	Mrs. Priya Sodhani	14,87,500	4.61
3.	Rajesh Kumar Sodhani HUF	13,98,600	0.54

3. The weighted average cost of acquisition is as follows:

Types of transactions	Weighted average cost of Acquisition (₹ per Equity Shares)	Offer price (i.e. ₹40.00)
Weighted average cost of acquisition of primary/new issue as per the paragraph above.	NA	NA
Weighted average cost of acquisition for secondary sale/acquisition as per the paragraph above	NA	NA
Weighted average cost of acquisition of primary issuances/secondary transactions as per paragraph 8(c) above:	3.30	12.12

\*\* There were no secondary sales or acquisitions of shares (Equity/convertible securities) (excluding gifts) that equal to or exceeds 5% of the fully diluted paid-up share capital of the Company in the last 18 months from the date of Prospectus.

Investors are required to refer section titled "Risk Factors" on page 24 of the Prospectus.

**PROPOSED LISTING:** The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of BSE".

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA:** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Issue Document was not filed with SEBI. In terms of the SEBI (ICDR) Regulations, SEBI shall not issue any observations on the Issue Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "SEBI Disclaimer Clause" on page 192 of the Prospectus.

**GENERAL RISKS:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 24 of the Prospectus.

**CREDIT RATING:** This being the issue of Equity Shares, no credit rating is required.

**DEBENTURE TRUSTEES:** As this is an issue of Equity Shares, the appointment of Trustees is not required.

**IPO GRADING:** Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

**BASIS OF OFFER PRICE:** The Offer Price is determined by the Company and Promoter Selling Shareholders in consultation with the Lead Manager. The financial data presented in chapter "Basis for Offer Price" on page 74 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 24 and 143 respectively of the Prospectus.

**INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: Contents of Main Objects as per Memorandum of Association of our Company.**

**MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION OF THE COMPANY**

For information on the Main Objects of the Company, please see "History and Certain Corporate Matters" on page 116 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a material document which is available for inspection in relation to the Offer. For further details, please see "Material Contracts and Documents for Inspection" on page 246 of the Prospectus.

**LIABILITY OF MEMBERS**  
 Liability of the Members of the Company is Limited.

**AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE**  
 Authorized Share Capital is ₹ 700.00 Lakhs divided into 70,00,000 Equity Shares of face value of ₹10.00 each. Issued, Subscribed and Paid-up Capital before the Offer is ₹ 472.50 Lakhs divided into 47,25,000 Equity Shares of ₹10.00 each. Proposed Post Issue Paid-up Share Capital ₹ 569.50 Lakhs divided into 56,95,000 Equity Shares of ₹10.00 each. For details of the Share Capital and Capital Structure of the Company, please refer to chapter titled "Capital Structure" on page 53 of the Prospectus.

**NAME OF THE SIGNATORIES TO MEMORANDUM OF ASSOCIATION AND THE NUMBER OF SHARES SUBSCRIBED BY THEM**

ORIGINAL SIGNATORIES			CURRENT PROMOTERS		
Name	No. of shares	Face value	Name	No. of shares	Face value
Mr. Rajesh Kumar Sodhani	5,000	10	Mr. Rajesh Kumar Sodhani	18,37,500	10
Mrs. Priya Sodhani	5,000	10	Mrs. Priya Sodhani	14,87,500	10
-	-	-	Rajesh Kumar Sodhani HUF	13,98,600	10
<b>Total</b>	<b>10,000</b>	<b>-</b>		<b>47,23,600</b>	<b>-</b>

**LEAD MANAGER TO THE ISSUE** **SRUJAN ALPHA CAPITAL ADVISORS**  
 Registered Address: 112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai - 400 064  
 Correspondence Address: 824 & 825, Corporate Avenue, Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate, Goregaon, Mumbai-400063  
 Tel: +91 22 4603 0709  
 Contact Person: Mr. Jinesh Doshi  
 E-mail: jinesh@srujanalpha.com  
 Website: www.srujanalpha.com  
 SEBI Registration Number: INM000012829

**REGISTRAR TO THE OFFER** **CAMEO**  
**CAMEO CORPORATE SERVICES LIMITED**  
 Registered Address: "Subramanian Building", No. 1, Club House Road, Chennai - 600 002  
 Tel: +91-44-40020700, 28460390  
 Fax: +91-44-28460129  
 Contact Person: Mr. R.D. Ramasamy, Director  
 Email: investor@cameoindia.com  
 Website: www.cameoindia.com  
 CIN No.: U67120TN1998PLC041613  
 SEBI Registration Number: INR000003753

**COMPLIANCE OFFICER OF THE ISSUER** **SODHANI ACADEMY OF FINTECH ENABLERS LIMITED**  
 Compliance Officer: Ms. Monika Agarwal  
 Address: P.No. C373, First Floor, C Block, Vaishali Nagar, Jaipur-302021, Rajasthan, India  
 Tel: +0141-2358107  
 Email: safe.fintech3105@gmail.com  
 Website: www.safefintech.in

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.

**AVAILABILITY OF PROSPECTUS:** Investors should note that investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus is available at the website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.srujanalpha.com the website of our Company at www.safefintech.in and the website of SEBI at www.sebi.gov.in.

**AVAILABILITY OF APPLICATION FORMS:** Application Forms can be obtained from the registered office of Company, and registered office of Lead Manager, Srujan Alpha Capital Advisors LLP. Application Forms can also be obtained from the Stock Exchange and the list of SCSBs is available on the websites of the Stock Exchange and SEBI.

**BANKER TO ISSUE & SPONSOR BANK:** Kotak Mahindra Bank Limited.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated September 07, 2024.

For Sodhani Academy of Fintech Enablers Limited  
 Sd/-  
 Mr. Rajesh Kumar Sodhani  
 Designation: Managing Director  
 DIN: 02516856

Date: September 10, 2024  
 Place: Jaipur

SODHANI ACADEMY OF FINTECH ENABLERS LIMITED is proposing, subject to market conditions and other considerations, public offer of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Jaipur, on September 07, 2024. The Prospectus is available on the website of the Lead Manager at www.srujanalpha.com, the website of the BSE i.e., www.bseindia.com, and website of our Company at www.safefintech.in

Investor should read the Prospectus carefully, including the Risk Factors on page 24 of the Prospectus before making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**SWOJAS ENERGY FOODS LIMITED**  
 CIN: L15201MH1993PLC358584  
 Regd. Off. - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkankar Marg, Mumbai Central, Mumbai - 400008, Corp. Off. - Block A, Office No. 1004, Mondeval Heights, Nr. Panchratna Party Plot, S. G. Highway, Ahmedabad, Gujarat-380051, India  
 Email: swojasenergyfoods@gmail.com, website: www.sefi.co.in, Contact no. +91 9595200000

**NOTICE OF THE 10<sup>TH</sup> AGM, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION**

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, the 30<sup>th</sup> September, 2024 at 12.30 p.m. IST through Video Conference ("VC") Other Audio Visual Means ("OAVM") to transact the businesses as set out in the Notice dated 04<sup>th</sup> September, 2024 convening the AGM. The Company has sent the Annual Report 2023-24 along with the Notice convening AGM through electronic mode only to the members whose email addresses are registered with the Company and/or Depositories in accordance with the Circular issued by the Ministry of Corporate Affairs dated 5<sup>th</sup> May, 2020 read with its circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021 and 05<sup>th</sup> May, 2022 and SEBI circular dated 12<sup>th</sup> May, 2020. The Annual Report along with the Notice convening the AGM is also available on the website of Company at www.sefi.co.in and on the website of Central Depository Services (India) Limited ("CDSL") at https://www.evotingindia.com/ and also on website of BSE Ltd. (BSE) at www.bseindia.com.

NOTICE is hereby further given that pursuant to Section 91 of the Companies Act, 2013 read with rules made there under and as per Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive), for the purpose of 10<sup>th</sup> AGM of the Company.

As per the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing its members the facilities to cast their vote by 'Remote e-voting' as under and also 'e-voting' at the time of AGM on all the resolutions set forth in the said Notice. The details as required pursuant to the provisions of the Companies Act, 2013 and Rules made there under are given here under:

- Date of completion of dispatch of Notice of AGM through email only: 06<sup>th</sup> September, 2024
- Date & Time of commencement of Remote e-voting: 9.00 a.m. on 27<sup>th</sup> September, 2024
- Date & Time of end of Remote e-voting: 5.00 p.m. on 29<sup>th</sup> September, 2024
- Cut-off date for determining rights of entitlement of Remote e-voting: 23<sup>rd</sup> September, 2024
- Those persons who have acquired shares and have become members of the Company after emailing of notice of AGM by the Company and whose names appear in the Register of Members of the Company in the statement of beneficial owners maintained by depositories as on cut-off date can exercise their voting rights through Remote e-voting by following the procedure as mentioned in the said Notice of AGM.
- Remote e-voting shall not be allowed beyond: After 5.00 p.m. on 29<sup>th</sup> September, 2024
- Manner of casting e-votes on resolutions during AGM (VC/OAVM): E-voting facility will be available during AGM. Members who have already cast their vote by remote e-voting prior to the AGM may remain present at AGM through VC/OAVM but shall not be entitled to cast their e-vote again during AGM
- Electronic Voting system & VC/OAVM platform provider: Central Depository Services (India) Limited https://www.evotingindia.com/
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdsindia.com

By order of the Board of Directors  
 For Swojas Energy Foods Limited  
 Sd/-  
 Ketan Kataria  
 Director  
 DIN: 01943753

Place: Mumbai  
 Date: 09.09.2024

**WINDSOR MACHINES LIMITED**  
 Corporate Identification Number: L99999MH1963PLC012642  
 Registered Office: 102/103, Devmlan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road, Thane (W) - 400 604, Maharashtra  
 Tel. No.: +91 22 25836592; Fax: +91 22 25836285; Email: cs@windsormachines.com; Website: www.windsormachines.com

**Recommendations of the Committee of Independent Directors (CID) on the Open Offer to the Shareholders of Windsor Machines Limited (hereinafter referred to as "The Target Company") by Plutus Investments and Holding Private Limited ("Acquirer") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof**

- Date: September 09, 2024
- Name of the Target Company (TC): Windsor Machines Limited
- Details of the Offer pertaining to TC: Open offer for the acquisition of up to 1,68,82,268 (One Crore Sixty-Eight Lakh Eighty-Two Thousand Two Hundred Sixty-Eight) fully paid-up equity shares with a face value of ₹ 2/- (Rupees Two only) each ("Offer Shares"), representing 26.00% (Twenty-Six Percent) of the total voting share capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, for cash at a price of ₹100/- (Rupees One Hundred only) per equity share ("Offer Price"), from the public shareholders of the Target Company ("Open Offer"). The Public Announcement dated June 18, 2024 ("PA Date"), the Detailed Public Statement dated June 24, 2024 ("DPS"), the Draft Letter of Offer dated July 01, 2024 ("DLOF") and the letter of offer dated September 03, 2024 ("LOF") have been issued by Choice Capital Advisors Limited on behalf of the Acquirer.
- Name(s) of the acquirer and PAC with the acquirer: Plutus Investments and Holding Private Limited. There are no persons acting in concert (PACs) with the Acquirer for the purposes of the Open Offer.
- Name of the Manager to the offer: Choice Capital Advisors Private Limited, Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (East), Mumbai, 400 099, Maharashtra, India. Telephone: +91 22 6707 9999 / 7919. E-mail: openoffer@choiceindia.com. Investor Grievance E-mail: regulator\_advisors@choiceindia.com. Contact Person: Nimisha Joshi. Website: www.choiceindia.com/merchant-investment-banking. SEBI Registration No.: INM000011872.
- Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately) (here after referred as "CID"): Mr. Shishir Dalal (DIN: 00007008) - Chairperson, Mr. Mahendra Kumar Arora (DIN: 00031777) - Member, Ms. Mahua Roy Chowdhury (DIN: 00151723) - Member, Mr. Manoj Lalchand Lodha (DIN: 07349179) - Member.
- IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any: The members of the IDC are independent directors on the Board of Directors of the Target Company. Mr. Shishir Dalal, holds 150 equity shares and Mr. Manoj Lodha holds 200 equity shares in the Target Company. None of the other members of IDC hold any equity shares of the Target Company. None of the members of the IDC have entered into any contract or have any relationship with the Target Company.
- Trading in the Equity shares/other securities of the TC by IDC Members: None of the IDC Members have traded in any equity shares /other securities of the Company during a period of 12 months prior to the date of Public Announcement and the period from the date of the Public Announcement till the date of this recommendation.
- IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any: None of the IDC Members have any relationship with the Acquirer.
- Trading in the Equity shares/other securities of the acquirer by IDC Members: Not Applicable.
- Recommendation on the Open offer, as to whether the offer is fair and reasonable: KJMC Corporate Advisors (India) Limited, a SEBI registered Category I Merchant Banker appointed by the IDC to provide its independent opinion on the Offer Price, has (i) opined that the Offer Price offered by the Acquirer (being the highest price prescribed) is in accordance with Regulation 8(2) of the SEBI SAST Regulations, and (ii) provided its opinion on the fair price per equity share of the Target Company, stating that the Offer Price is fair and reasonable. Based on the opinion from KJMC Corporate Advisors (India) Limited, the IDC is of the opinion that as of the date of this recommendation, the Offer Price of Rs. 100/- (Indian Rupees One Hundred) per equity share offered by the Acquirer is (a) in accordance with the regulation prescribed under the SEBI (SAST) Regulations, and (b) the Open Offer appears to be fair and reasonable. However, the IDC would like to draw the attention of the shareholders to the fact that, post the Public Announcement dated June 18, 2024, the market share price of the Company has increased in both NSE & BSE, and the current share price is higher than the Offer Price. Shareholders should independently evaluate the Offer and make an informed decision.
- Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder): KJMC Corporate Advisors (India) Limited, a SEBI registered Category I Merchant Banker, appointed by the IDC to provide its independent opinion, has confirmed that the Offer Price of Rs. 100 (Indian Rupees One Hundred) per equity share is in accordance with Regulation 8(2) of the SEBI SAST Regulations. KJMC Corporate Advisors (India) Limited has also provided its opinion on the fair price per equity share of the Target Company to the IDC, stating that the Offer Price of Rs. 100/- (Indian Rupees One Hundred) per equity share is fair and reasonable. Based on the above opinion from KJMC Corporate Advisors (India) Limited, the IDC is of the opinion that, as of the date of this recommendation, the Offer Price of Rs. 100/- (Indian Rupees One Hundred) per equity share is in compliance with the SEBI (SAST) Regulations, and the Open Offer appears to be fair and reasonable. However, the IDC would like to draw the attention of the shareholders to the fact that, post the Public Announcement dated June 18, 2024, the share price of the Company has increased in both NSE & BSE, and the current share price is higher than the Offer Price. Shareholders should independently evaluate the Offer and make an informed decision. The statement of recommendation will be available on the website of the company at www.windsormachines.com.
- Disclosure of the Voting Pattern: The recommendations were unanimously approved by the members of IDC.
- Details of Independent Advisors, if any: KJMC Corporate Advisors (India) Limited, a SEBI registered Category I Merchant Banker, was appointed by the IDC of the TC to provide its independent opinion with respect to the Offer Price.
- Any other matter(s) to be highlighted: None.

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying the statement is in all material respect true and correct and not misleading whether by omission of any information or otherwise and includes all the information required to be disclosed by the Company under the Takeover Code.

For and behalf of  
 The Committee of Independent Directors of  
 Windsor Machines Limited

Shishir Dalal  
 DIN 00007008  
 Chairperson - Committee of Independent Directors

Place: Mumbai  
 Date: September 09, 2024

**SRUJAN ALPHA CAPITAL ADVISORS**  
 Registered Address: 112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai - 400 064  
 Correspondence Address: 824 & 825, Corporate Avenue, Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate, Goregaon, Mumbai-400063  
 Tel: +91 22 4603 0709  
 Contact Person: Mr. Jinesh Doshi  
 E-mail: jinesh@srujanalpha.com  
 Website: www.srujanalpha.com  
 SEBI Registration Number: INM000012829

**CAMEO**  
**CAMEO CORPORATE SERVICES LIMITED**  
 Registered Address: "Subramanian Building", No. 1, Club House Road, Chennai - 600 002  
 Tel: +91-44-40020700, 28460390  
 Fax: +91-44-28460129  
 Contact Person: Mr. R.D. Ramasamy, Director  
 Email: investor@cameoindia.com  
 Website: www.cameoindia.com  
 CIN No.: U67120TN1998PLC041613  
 SEBI Registration Number: INR000003753

**SODHANI ACADE**

PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT CUM ADDENDUM TO THE LETTER OF OFFER TO THE PUBLIC SHAREHOLDERS OF

WINDSOR MACHINES LIMITED

Corporate Identification Number: L99999MH1963PLC012642
Registered Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road, Thane (W) - 400 604, Maharashtra
Tel. No.: +91 22 25836592; Fax: +91 22 25836285;
Email: cs@windsormachines.com; Website: www.windsormachines.com

This Pre - Offer Advertisement cum Corrigendum to the Detailed Public Statement (as defined below) cum Addendum to the Letter of Offer (as defined below) "is being issued by Choice Capital Advisors Private Limited ("Manager to the Offer" or "Manager"), on behalf of Plutus Investments and Holding Private Limited ("Acquirer") pursuant to regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in respect of Open Offer ("Offer") for the acquisition of up to 1,68,82,268 (One Crore Sixty Eight Lakh Eighty Two Thousand Two Hundred and Sixty Eight) fully paid-up Equity Shares having a face value of ₹2/- (Rupees Two only) each ("Offer Shares"), representing 26.00% (Twenty Six Percent) of the Total Voting Share Capital of the Target Company, on a fully diluted basis, as of the tenth working day from the closure of the Tendering Period of the open offer, for cash at a price of ₹100/- (Rupees One Hundred only) per equity share ("Offer Price") in accordance with SEBI (SAST) Regulations. The Detailed Public Statement ("DPS") pursuant to the Public Announcement ("PA") made by the Acquirer was published in Financial Express (English National Daily) all editions, Jansatta (Hindi National Daily) all editions and Mumbai Lakshadep (Marathi Daily), Mumbai Edition on Tuesday, June 25, 2024. The Letter of Offer dated September 03, 2024, along with Form of Acceptance ("LOF") and this Pre-Offer Advertisement cum Corrigendum cum Addendum is to be read in conjunction with the DPS and LOF.

The shareholders of the Target Company are requested to kindly note the following:

- 1. The Offer Price of ₹ 100.00 (Rupees One Hundred Only) per equity share is payable in cash ("Offer Price"). There has been no upward revision in the Offer Price.
2. Committee of Independent Directors ("IDC") of the Target Company is of the opinion that the Offer Price of ₹100.00 (Rupees One Hundred Only) offered by the Acquirer is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified. The recommendation of IDC was published in the aforementioned newspapers on Tuesday, September 10, 2024.
3. There has been no competitive bid to this Offer.
4. The Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations.
5. The completion of dispatch of the Letter of Offer ("LOF") through electronic means to all the Public Shareholders of Target Company (holding Equity Shares in dematerialized form) whose name appeared on the register of members on the Identified Date and who have registered their email ids with the Depositories and/or the Target Company, and the dispatch through physical means to all the public shareholders of the Target Company (holding Equity Shares in Physical form) whose name appeared on the register of members on the identified date has been completed on Friday, September 06, 2024.
6. Please note that a copy of the LOF is also available on the website of Securities and Exchange Board of India ("SEBI"), www.sebi.gov.in and on the website of Target Company www.windsormachines.com, the manager to the Offer at www.choiceindia.com and the registrar at www.linkintime.co.in. Further, in case of non-receipt of LOF, the public shareholders holding equity shares may participate in the offer by providing their application in plain paper to their Selling Broker and tender Shares in the Open Offer as per the procedure along with other details.
7. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on Monday, July 01, 2024. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide letter bearing Reference Number SEBI/HO/CFD/CFD-RAC-DCR1/PI/O/2024/27421 dated August 30, 2024 which have been incorporated in the LOF.
8. There are no other material changes in relation to the Open Offer since the date of PA and the DPS, save as otherwise disclosed in the LOF or in this Pre-offer Advertisement cum Corrigendum except as mentioned below
9. Updates in relation to the consummation of SPA:
a. On Monday, September 09, 2024, the Acquirer deposited an additional amount of Rs. 126,61,70,100/- (Rupees One Hundred Twenty Six Crore Sixty One Lakh Seventy Thousand One Hundred only) in the cash escrow account, opened by the Acquirer in terms of Regulation 17 of the SEBI (SAST) Regulations, which together with the initial cash deposit of Rs. 42,20,56,700/- (Rupees Forty Two Crore Twenty Lakh Fifty Six Thousand Seven Hundred only) made by the Acquirer in terms of Regulation 17(1) of the SEBI (SAST) Regulations, is equivalent to 100% of the Offer Consideration of Rs. 168,82,26,800/- (Rupees One Hundred Sixty Eight Crore Eighty Two Lakh Twenty Six Thousand Eight Hundred only) payable under the Open Offer, assuming full acceptance of the Open Offer. Fixed deposits have been created against the said amount and lien has been marked in favour of the Manager to the Offer.
b. Post depositing the entire cash consideration of open offer into the Escrow Account, the Acquirer has consummated the Share Purchase Agreement dated June 18, 2024 ("SPA") on September 10, 2024 and has acquired 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares ("SPA Shares/ Sale Shares") representing 53.90% of total Equity Share Capital and Total Voting Capital of the Target Company, at a price of ₹ 100/- (Rupees One Hundred only) per equity share for a total consideration of ₹ 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) from the Seller by paying the full sale consideration. In light of the Acquirer having deposited 100% of the Offer Consideration in the cash escrow account. In accordance with the provisions of Regulation 22(2) of the SEBI (SAST) Regulations, the Shares would be credited to the demat account of the Acquirer and the Acquirer can exercise voting rights on the same.
c. Consequent to the consummation of SPA and in accordance with the terms of the SPA and the SEBI (SAST) Regulations, the Acquirer has been classified as a promoter of the Target Company with effect from September 10, 2024.

10. Other details of the Open Offer

- A. Instructions for Public Shareholders:
a. In case of Equity Shares held in physical form: In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback/off open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations.
An Eligible Shareholder may participate in the Open Offer by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Offer and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Acquirer. Eligible Shareholders must ensure that the plain paper application, along with the TRS and requisite documents, reach the Registrar to the Offer not later than the last day of the Tendering Period (i.e. September 27, 2024) by 5.00 p.m. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such plain paper application are liable to be rejected under this Offer.
b. In case of Equity Shares held in dematerialized form: An Eligible person may participate in the Open Offer by approaching their broker/selling member and tender shares in the open offer as per the procedure as mentioned in the LOF along with other details. The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance.
B. To the best of knowledge of the Acquirer, there are no statutory approvals required to acquire the equity shares tendered pursuant to the Offer. However, if any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to such other statutory approvals.
C. Public Shareholders are required to refer para IX of the Letter of Offer (Procedure for Acceptance and Settlement) in relation to the procedure for tendering their equity shares in the open offer and are required to adhere to and follow the procedure outlined therein.
D. Under the heading 'Schedule of Major Activities' in the row mentioning 'Last date of communicating the rejection/acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders of the of the Target Company', in the column 'Revised Schedule Day and Date', the day was inadvertently mentioned as Thursday October 14, 2024 on page 3 of LOF dated September 03, 2024, please read the same as Monday, October 14, 2024
E. Schedule of Activities

Table with 4 columns: Sr. No., Activity, Original Schedule Day and Date, Revised Schedule Day and Date. It lists various activities from Public Announcement to Last date of publication of post-open offer public announcement.

- Notes:
(1) Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.
(2) There is no competing offer to this Offer.
(3) Actual date of receipt of SEBI observations on the DLOF.
(4) Identified Date is only for the purpose of determining the Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by email. It is clarified that all the equity shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirers and Promoter and Promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this

The Acquirer, and its directors, in their capacity as directors of the Acquirer, accept the responsibility for the information contained in this Pre Offer Advertisement cum Corrigendum cum Addendum (except for the information pertaining to the Target Company, which has been obtained from publicly available sources or provided by the Target Company) and also responsible for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations in respect of the Open Offer.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and Letter of Offer.

This Pre Offer Advertisement cum Corrigendum cum Addendum will be available on SEBI's website at (www.sebi.gov.in).

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



Choice Capital Advisors Private Limited
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (East), Mumbai, 400 099, Maharashtra, India.
Telephone: +91 22 6707 9999 / 7919
E-mail: openoffer@choiceindia.com
Investor Grievance E-mail: regulator\_advisors@choiceindia.com
Contact Person: Nimisha Joshi
Website: www.choiceindia.com/merchant-investment-banking
SEBI Registration No.: INM000011872

Place: Mumbai
Date: September 10, 2024

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

INITIAL PUBLIC OFFERING OF EQUITY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGES (AS DEFINED IN THE DRHP) IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").

PUBLIC ANNOUNCEMENT



REGREEN-EXCEL EPC INDIA LIMITED

Our Company was incorporated as Regreen-Excel EPC India Private Limited at Pune, Maharashtra as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated September 9, 2020 issued by the Registrar of Companies, Maharashtra at Pune ("RoC"). Thereafter, the name of our Company was changed to "Regreen-Excel EPC India Limited" upon conversion to a public limited company pursuant to a Board resolution dated March 1, 2024 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on April 1, 2024 and consequently a fresh certificate of incorporation dated June 22, 2024, was issued by the RoC. For details in relation to changes in the registered office of our Company, see "History and Certain Corporate Matters" on page 207 of the Draft Red Herring Prospectus dated September 9, 2024 filed with Securities and Exchange Board of India ("SEBI") on September 9, 2024 ("DRHP").
Registered Office: Office No 507 & 508, Sr. No. 23P Nandan Prabaz, Pune 411045
Corporate Office: B/904, Amar Business Zone, Baner, Pune, Maharashtra, 411045
Telephone: 020- 69115400; Contact person: Hiren Narendra Shah, Company Secretary and Compliance Officer
E-mail: hiren.shah@regreenexcel.com; Website: www.regreenexcel.com; Corporate Identity Number: U29294PN2020PLC193834

PROMOTERS OF OUR COMPANY: SANJAY SHRINIVASRAO DESAI, TUSHAR VEDU PATIL, ALIMUDDIN AMINUDDIN SAYYED, KIRAN SUDHAKAR GAVALI, ROKESH LUIS MASCARENHAS, SAGAR SATISH RAUT AND PALLAVI SANJAY DESAI

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF REGREEN-EXCEL EPC INDIA 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 ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,500 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 11,450,380 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION ("OFFER FOR SALE") BY CERTAIN SELLING SHAREHOLDERS, COMPRISING UP TO 3,944,020 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SANJAY SHRINIVASRAO DESAI, UP TO 1,501,272 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TUSHAR VEDU PATIL, UP TO 1,501,272 EQUITY SHARES AGGREGATING UP TO ₹ [●] BY ALIMUDDIN AMINUDDIN SAYYED, UP TO 1,501,272 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY KIRAN SUDHAKAR GAVALI, UP TO 1,501,272 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ROKESH LUIS MASCARENHAS AND UP TO 1,501,272 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SAGAR SATISH RAUT (TOGETHER THE "PROMOTER SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (NOT EXCEEDING 5% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREAFTER REFERRED TO AS THE "NET OFFER". OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●] % OF THE OFFER PRICE (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT") THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POSTOFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER ISSUE OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 700 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE. SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RHP AND PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹ 5 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND IN ACCORDANCE WITH APPLICABLE LAW, AND WILL BE ADVERTISED IN ALL EDITIONS OF AN ENGLISH NATIONAL DAILY NEWSPAPER, [●], A HINDI NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF A MARATHI NATIONAL DAILY NEWSPAPER, [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, bank strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank(s).

This Offer is being made through the Book Building Process in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations and through a book building process wherein not more than 50% of the Net Offer shall be available for allocation to a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion, the "QIB Portion", provided that our Company, in consultation with the Book Running Lead Managers and in accordance with Applicable Law, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), out of which at least one-third shall be reserved for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion (defined hereinafter). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non Institutional Bidders such that: (a) one-third of the portion available to Non-Institutional Investors, shall be reserved for applicants with application size of more than ₹ 20 million and up to ₹ 1.00 million and (b) two-thirds of the portion available to Non-Institutional Investors, shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in each of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price, and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA account (including UPI ID (defined hereinafter) in case of UPI Bidders) in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 355 of the DRHP.

This public announcement is being made in compliance with the provisions of Regulation 26(2) of the SEBI ICDR Regulations to inform the public that our Company is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares pursuant to the Offer and has filed the DRHP dated September 9, 2024 with the SEBI on September 9, 2024 in relation to the Offer. Pursuant to Regulation 26(1) of the SEBI ICDR Regulations, the DRHP filed with SEBI and the Stock Exchanges shall be made public for comments, if any, for a period of at least 21 days from the date of such filing by hosting it on the website of the Company at www.regreenexcel.com, website of the SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively and the websites of the Book Running Lead Managers ("BRLMs"), i.e. IIFL Securities Limited and ICICI Securities Limited at www.iiflcap.com and www.icicisecurities.com, respectively. Our Company hereby invites members of the public to give their comments, if any, on the DRHP filed with SEBI and Stock Exchanges on September 09, 2024, with respect to disclosures made in the DRHP. The public is requested to send a copy of their comments, if any, to SEBI, the Company Secretary and Compliance Officer of our Company and/or the BRLMs at their respective addresses mentioned herein. All comments must be received by SEBI and/or our Company and/or the Company Secretary and Compliance Officer of our Company and/or the BRLMs at their respective addresses mentioned below on or before 5.00 p.m. on the 21st day from the aforesaid date of filing of the DRHP with SEBI.

Investments in equity and equity-related securities involve a degree of risk and prospective investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Prospective investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, prospective investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Red Herring Prospectus. Specific attention of the prospective investors is invited to "Risk Factors" on page 30 of the DRHP.

Any decision to invest in the Equity Shares described in the DRHP may only be taken after the Red Herring Prospectus ("RHP") has been filed with the RoC and must be made solely on the basis of such RHP as there may be material changes in the RHP from the DRHP. The Equity Shares, when offered through the RHP, are proposed to be listed on the Stock Exchanges.

For details of the share capital, capital structure of our Company, the names of the signatories to the Memorandum of Association and the number of shares of our Company subscribed by them, please see the section titled "Capital Structure" beginning on page 70 of the DRHP. The liability of members of our Company is limited. For details of the main objects of our Company as contained in the Memorandum of Association, please see the section titled "History and Certain Corporate Matters" on page 207 of the DRHP.

Table with 2 columns: BOOK RUNNING LEAD MANAGERS and REGISTRAR TO THE OFFER. It lists IIFL Securities, ICICI Securities, and Link Intime as lead managers and Link Intime as the registrar.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

Place: Pune, Maharashtra
Date: September 10, 2024

For Regreen-Excel EPC India Limited
On behalf of the Board of Directors
Hiren Narendra Shah
Company Secretary and Compliance Officer

Regreen-Excel EPC India Limited (the "Company") is proposing, subject to, subject to applicable statutory and regulatory requirements, receipt of requisite approvals market conditions and other considerations in relation to the Offer, to make an initial public issuance of its Equity Shares and has filed the DRHP dated September 9, 2024 with SEBI and Stock Exchanges. The DRHP shall be available on the website of the Company at www.regreenexcel.com, SEBI at www.sebi.gov.in, as well as on the websites of the BRLMs, i.e. IIFL Securities Limited and ICICI Securities Limited at www.iiflcap.com and www.icicisecurities.com, respectively and the websites of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.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 "Risk Factors" beginning on page 30 of the DRHP and of the RHP, when filed by Company in future. Potential investors should not rely on the DRHP, and should instead rely on the RHP, for making any investment decision. 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 ("U.S. Securities Act"), and shall not be offered or sold within the United States. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

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