

Monday, August 01, 2022

To,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra India.

Respected Sir/ Ma'am,

Subject : Open offer made by the Acquirers for acquisition of up to 8,06,602 Equity Shares representing 25.86% of the Voting Share Capital from the Public Shareholders of Sarda Papers Limited.

We would like to inform you that, Ms. Sarita Sequeira ('Acquirer 1') and Mr. C R Rajesh Nair ('Acquirer 2') (hereinafter collectively referred to as the 'Acquirers'), have entered into a Share Purchase Agreement dated Friday, June 03, 2022, with Ms. Kamini Kamal Johari ('Promoter Seller 1'), Mr. Kartik Kamal Johari ('Promoter Seller 2'), Mr. Ladage Manish Dharanendra ('Promoter Seller 3'), and Mr. Nallepilly Ramaswami Parameswaran ('Promoter Seller 4'), the present Promoters and members of the Promoter Group of the Target Company (Promoter Seller 1, Promoter Seller 2, and Promoter Seller 3, are hereinafter collectively referred to as 'Promoter Sellers'), for acquisition of 23,12,298 (Twenty-Three Lakhs Twelve Thousand Two Hundred and Ninety-Eight) fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each ('Equity Shares'), representing 74.14% (Seventy-Four Point One Four Percent) of the Voting Share Capital of Sarda Papers Limited, a public limited company incorporated under the provisions of the Companies Act, 2013.

In accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations'), we are pleased to inform you that we, CapitalSquare Advisors Private Limited, have been appointed as the Manager to the Offer by the Acquirers ('Manager'), and pursuant to the execution of the Share Purchase Agreement, the Acquirers have announced an open offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 8,06,602 (Eight Lakhs Six Thousand Six Hundred and Two) Equity Shares, representing 25.86% (Twenty-Five-point Eight Six Percent)* of the Voting Share Capital of the Target Company from the Public Shareholders of the Target Company.

**An open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, is required to be given for at least 26.00% (Twenty-Six Percent) of the voting share capital of the target company, however since, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.86% (Twenty-Five point Eight-Six Percent), therefore the Offer Shares represent 25.86% (Twenty-Five point Eight-Six Percent) of the Voting Share Capital of the Target Company.*

In light of the above, the said Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement has been published today i.e., on Monday, August 01, 2022, in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition and Delhi Edition), Navshakti (Marathi Daily) (Maharashtra Edition), ('Newspapers').



CAPITAL SQUARE ADVISORS PRIVATE LIMITED

Regd. Address : 208, 2nd Floor, AARPEE Centre, MIDC Road No. 11, Andheri (E), Mumbai 400093, India.
Tel - +91 22 66849999 Fax - +91 22 66849998 | CIN No. U65999MH2008PTC187863 | Website : www.capitalsquare.in

In accordance and compliance with the provisions of Regulation 26 (7) of the SEBI (SAST) Regulations, we have enclosed herewith Copy of Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement to the Equity Public Shareholders of Sarda Papers Limited for your kind perusal.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For CapitalSquare Advisors Private Limited.



Ms. Pankita Patel
(Senior Associate)

Encl: As Above

SARDA PAPERS LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956

Corporate Identification Number: L51010MH1991PLC061164;

Registered Office: Plot No A / 70 MIDC, Sinnar, Nashik, Maharashtra, 422103, India;

Contact Number: 02551-230856 / 230448 / 66780131 -33; E-mail Address: info.sp11991@gmail.com; Website: www.sardapapers.com.

Open Offer for acquisition of up to 8,06,602 (Eight Lakhs Six Thousand Six Hundred And Two) Equity Shares, representing 25.86% (Twenty-Five Point Eight Six Percent) of the voting share capital of Sarada Papers Limited, at an offer price of ₹3.00/- (Rupees Three Only), payable in cash, made by Ms. Sarita Sequeira (Acquirer 1) and Mr. C R Rajesh Nair (Acquirer 2), (hereinafter collectively referred to as the 'Acquirers'), in accordance with the provisions of Regulations 3 (1) and 4, and such other applicable provisions of the Securities And Exchange Board Of India (Substantial Acquisition Of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (SEBI (SAST) Regulations) ('Offer').

*An open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, is required to be given for at least 26.00% (Twenty-Six Percent) of the voting share capital of the target company, however since, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.86% (Twenty-Five point Eight-Six Percent), therefore the Offer Shares represent 25.86% (Twenty-Five point Eight-Six Percent) of the Voting Share Capital of the Target Company.

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement ('Pre-Offer Advertisement') is being issued by CapitalSquare Advisors Private Limited ('Manager'), for and on behalf of the Acquirers and pursuant to the provisions of Regulation 18 (7) of the SEBI (SAST) Regulations, in respect of the Offer in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition and Delhi Edition), Navshakti (Marathi Daily) (Maharashtra Edition), wherein the Detailed Public Statement dated Wednesday, June 08, 2022 was published on Thursday, June 09, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations ('Newspapers').

This Pre-Offer Advertisement is to be read in continuation of, and in conjunction with the:

- Public Announcement dated Friday, June 03, 2022 ('Public Announcement');
- Detailed Public Statement dated Wednesday, June 08, 2022, which was published on Thursday, June 09, 2022, in the newspapers, namely being Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition and Delhi Edition), Navshakti (Marathi Daily) (Maharashtra Edition) ('Newspapers') ('Detailed Public Statement');
- Draft Letter of Offer dated Friday, June 10, 2022 ('Draft Letter of Offer');
- Letter of Offer dated Thursday, July 21, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form No. SH-4 Securities Transfer Form ('Letter of Offer');
- Letter of Offer Dispatch Confirmation Advertisement dated Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022 ('Letter of Offer Dispatch Confirmation Advertisement'); and
- Recommendations of Committee of Independent Directors dated Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022 ('Recommendations of IDC').

The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Letter of Offer Dispatch Confirmation Advertisement and the Recommendations of IDC are hereinafter referred to as the 'Offer Documents'.

- Offer Price:** The Offer Price of ₹3.00/- (Rupees Three Only) is payable in cash. There has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6.1.3 beginning on page 25 of the Letter of Offer.
- Recommendations of the Committee of Independent Directors of the Target Company (IDC):** The Committee of IDC has opined that the Offer Price of ₹3.00/- (Rupees Three Only) is fair and reasonable in accordance with the provisions of SEBI (SAST) Regulations, which was approved on Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022.
- This Offer is not a competing offer.

The dispatch of the Letter of Offer to Public Shareholders as on Identified Date being Tuesday, July 19, 2022, for the purpose of this Offer, has been completed on Tuesday, July 26, 2022, the details of which has been summarized herewith as below:

Sr. No.	Particulars	Mode of Dispatch	No. of Public Shareholders
1.	Letter of Offer (Through Demat mode)	Email	985
2.	Letter of Offer (to Demat Non-Email cases and all Physical cases)	Registered/Speed Post	1493
	Total		2478

4. Please note that a copy of the Letter of Offer along with other Offer Documents is also available and accessible on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, Target Company at info.sp11991@gmail.com, Registrar at support@purvashare.com and Manager at www.capitalsquare.in.

5. Public Shareholders are required to refer to Paragraph 8 titled 'Procedure for Acceptance and Settlement of the Offer' beginning on page 30 of the Letter of Offer in relation to the procedure for tendering their Equity Shares in the Offer.

Instructions for Public Shareholders**a) In case the Equity Shares are held in physical form**

Public Shareholders holding Equity Shares in physical form may participate in this Offer through their Selling Broker by providing relevant information and documents as mentioned in Paragraph 8.9 titled 'Procedure for Equity Shares held in physical form' beginning on page 30 of the Letter of Offer.

b) In case the Equity Shares are held in Demat form

Public Shareholders holding the Equity Shares in Demat form may participate in this Offer by approaching their Selling Broker and tender their Equity Shares in Offer as per the procedure as mentioned in Paragraph 8.10 titled 'Procedure for Equity Shares held in dematerialized form' beginning on page 31 of the Letter of Offer along with other details.

6. All the observations received from SEBI vide letter bearing reference number 'SEBI/HO/DCR/RAC2/P/OW/28773/2022' dated Friday, July 15, 2022, in terms of Regulation 16 (4) of the SEBI (SAST) Regulations upon submission of the Draft Letter of Offer are duly incorporated in the Letter of Offer.

7. There are no other material updates concerning this Offer since the date of the Public Announcement, save as otherwise disclosed in the Offer Documents.

8. To the best of the knowledge of the Acquirers as of the date of this Pre-Offer Advertisement, there are no statutory, regulatory, or other approvals required by the Acquirers to be implemented to complete this Offer. Please refer to Paragraph 7.6 titled 'Statutory Approvals and conditions of the Offer' on page 29 of the Letter of Offer.

9. Schedule of Activities:

Schedule of Activities	Tentative Schedule	Revised Schedule
	Day and Date	Day and Date
Issue date of the Public Announcement	Friday, June 03, 2022	Friday, June 03, 2022
Publication date of the Detailed Public Statement in the Newspapers	Thursday, June 09, 2022	Thursday, June 09, 2022
Date of filing of the Draft Letter of Offer with SEBI	Friday, June 10, 2022	Friday, June 10, 2022
Last date for public announcement for a competing offer(s) #	Thursday, June 30, 2022	Thursday, June 30, 2022
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Friday, July 01, 2022	Friday, July 15, 2022@
Identified Date*	Tuesday, July 05, 2022	Tuesday, July 19, 2022
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Tuesday, July 12, 2022	Tuesday, July 26, 2022
Last date of publication in the Newspapers of recommendations of the independent directors' committee of the Target Company for this Offer	Friday, July 15, 2022	Friday, July 29, 2022
Last date for upward revision of the Offer Price and/or the Offer Size	Monday, July 18, 2022	Monday, August 01, 2022
Last date of publication of opening of Offer public announcement in the Newspapers	Monday, July 18, 2022	Monday, August 01, 2022
Date of commencement of Tendering Period	Tuesday, July 19, 2022	Tuesday, August 02, 2022
Date of closing of Tendering Period	Monday, August 01, 2022	Thursday, August 18, 2022
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Thursday, August 18, 2022	Friday, September 02, 2022

Note: The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

@Actual date of receiving SEBI's Observation Letter.

There has been no competing offer.


*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

10. The copies of the inspection documents as specified under Paragraph 13 titled 'Documents for Inspection' beginning on page 41 of the Letter of Offer will be available for inspection at the registered office of the Manager, CapitalSquare Advisors Private Limited, located at 205-209, 2nd Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India, or the Public Shareholders may access the inspection documents accessible on the website of the Manager at https://capitalsquare.in/spi-oo-id and by obtaining its login credentials from the Manager, on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering period i.e., commencing from Tuesday, August 02, 2022, to Thursday, August 18, 2022.

11. The Acquirers accept full responsibility for the information contained in this Pre-Offer Advertisement and for the fulfillment of their obligations laid down in the SEBI (SAST) Regulations. A copy of this Pre-Offer Advertisement shall also be available and accessible on the websites of the SEBI at www.sebi.gov.in, BSE at www.bseindia.com, and Target Company at info.sp11991@gmail.com, Registrar at support@purvashare.com and Manager at www.capitalsquare.in.

12. The capitalized terms used in this Pre-Offer Advertisement shall have the meaning assigned to them in the Offer Documents unless otherwise specified.

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

 CAPITALSQUARE Teaming together to create value	CAPITALSQUARE ADVISORS PRIVATE LIMITED 205-209, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai 400093, Maharashtra, India; TEL: +91-22-6684-9959/ 1451 138; Email Address: tanmoy.banerjee@capitalsquare.in/ pankita.patel@capitalsquare.in; Website: www.capitalsquare.in; Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel; SEBI Registration Number: INM000012219; Validity: Permanent; Corporate Identification Number: U65999MH2008PTC187863
	For and on behalf of the Acquirers Sd/- Sd/- Ms. Sarita Sequeira Mr. C R Rajesh Nair Acquirer 1 Acquirer 2

Date: August 01, 2022
Place: Mumbai