

SEBI REGN. NO. INM000001899

May 26, 2023

To,
BSE Limited
(Corporate Relations Department),
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Ref.: Rita Finance and Leasing Limited (Script Code: 543256)

Sub.: Open Offer for the acquisition of up to 26,00,000 (Twenty-Six Lakhs Only) Equity Shares having face value of Rs. 10/- each, being constituting 26.00% of the Equity Share Capital of the Rita Finance and Leasing Limited (“RFL”) by Mr. Rajeev Kanotra (Acquirer No. 1) and Mr. Dhanraj Rochiram Sawlani (Acquirer No. 2) pursuant to and in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Dear Sir/Ma’am,

As per Regulation 18(7) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and with reference to LoF filed with BSE on Monday, May 22, 2023, please find enclosed herewith the copy of newspaper cutting of the Pre-Offer Public Announcement, which is published on Friday, May 26, 2023 in the following Newspapers:

- Financial Express (English Daily: All Editions)
- Jansatta (Hindi Daily: All Editions) and
- Mumbai Lakshdeep (Marathi Daily: Mumbai Edition)

Thanking you,

For Khandwala Securities Limited



Mr. Abhishek Joshi
(Company Secretary and Compliance Officer)

Encl:
Copy of Pre-Offer Public Announcement – Financial Express (English – Mumbai Edition)

PRE-OFFER PUBLIC ANNOUNCEMENT

RITA FINANCE AND LEASING LIMITED

CIN No.: L67120DL1981PLC011741

Registered Office: D-328, Basement Floor, Defence Colony, South Delhi, New Delhi, India – 110024.

Contact No.: 011-45689444; Email Id: info@ritaholdings.in; Website: www.ritaholdings.in

OPEN OFFER FOR ACQUISITION OF 26,00,000 (TWENTY SIX LAKHS) FULLY PAID UP EQUITY SHARES OF RS. 10/- EACH FROM THE SHAREHOLDERS OF RITA FINANCE AND LEASING LIMITED ("RFL" / "TARGET COMPANY") BY MR. RAJEEV KANOTRA ("ACQUIRER NO. 1") AND MR. DHANRAJ ROCHIRAM SAWLANI ("ACQUIRER NO. 2") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This Advertisement ("Pre-Offer Public Announcement") is being issued by Khandwala Securities Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirers, in compliance with Regulation 18(7) of the SEBI (SAST) Regulations in respect of Open Offer ("Offer") to acquire 26,00,000 (Twenty Six Lakhs) Equity Shares of the Face Value of Rs. 10/- each, being constituting 26.00% of the Target Company on a fully diluted basis at a price of Rs. 31.40/- (Rupees Thirty One and Forty Paise Only) ("Offer Price"). This Pre-Offer Public Announcement is to be read with Public Announcement dated February 09, 2023 ("PA"), the Detailed Public Statement ("DPS") published on February 16, 2023 in Financial Express (English Daily – All Editions), Jansatta (Hindi Daily – All Editions) and Mumbai Lakshdeep (Marathi Daily - Mumbai Edition), Corrigendum dated February 23, 2023 and Letter of Offer dated May 22, 2023 with respect to the aforementioned Offer.

- The Offer Price is Rs. 31.40/- (Rupees Thirty One and Forty Paise Only) per fully paid-up Equity Share. The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer ("LoF"). There has been no revision in the Offer Price.
- Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommend that the Offer Price of Rs. 31.40/- is fair and reasonable. The recommendation of IDC was published on Wednesday, May 24, 2023 in the same newspapers where the DPS was published.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to this Offer.
- The Letter of Offer dated May 22, 2023 ("LoF") has been dispatched on May 22, 2023 to all the Eligible Shareholders of the Target Company whose names appeared in the Register of Members on Monday, May 15, 2023 ("Identified Date").
- Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" on Page No. 14 of the LoF in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein.
- Please note that a copy of the LoF will also be available on SEBI's website (www.sebi.gov.in).
- Instructions for Public Shareholders:
In case the Equity Shares are in dematerialized form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in Point 8.12 mentioned on Page No. 15 of the LoF.
In case the Equity Shares are in physical form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in Point 8.13 mentioned on Page No. 15 of the LoF.
- In terms of Regulation 16(1) of SEBI (SAST) Regulations, the Draft Letter of Offer ("DLoF") had been submitted to SEBI on February 23, 2023. The final observations letter from SEBI was received on May 11, 2023 in terms of Regulation 16(4) of the SEBI (SAST) Regulations and the observations have been duly incorporated in the LoF.
- There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum and the LoF.
- The Acquirers have made an application with the Reserve Bank of India for change in control and management of the Target Company. However, as on date of this Pre-Offer Advertisement, the Target Company is yet to be in receipt of the necessary approval from the RBI, for the said change in control and management of the Target Company in pursuance of this Offer and purchase of Equity Shares pursuant to the Share Purchase Agreement. Except for being in receipt of approval from RBI, there are no other statutory approval(s) required by the Acquirers to complete this Offer. In accordance with the provisions of Regulation 18 (11A) of SEBI (SAST) Regulations, if at the time of making payment to the Eligible Public Shareholders who have tendered their Equity Shares in the said offer, the Target Company fails to receive the requisite approval from the RBI, then in such event, an application shall be made to SEBI seeking extension of time for making payment to the said Public Shareholders, subject to ensuring revision in the Offer Price by addition of the delayed interest at the rate of 10.00% (Ten Percent) per annum on the Offer Price. Such interest shall be processed by RTA directly.

(11) Schedule of Activities:

Major Activities	Schedule	Revised Schedule
Public Announcement	Thursday, February 09, 2023	Thursday, February 09, 2023
Publication of Detail Public Statement	Thursday, February 16, 2023	Thursday, February 16, 2023
Last Date of Filing of Draft Letter of Offer with SEBI	Thursday, February 23, 2023	Thursday, February 23, 2023
Last Date for a Competing Offer	Friday, March 10, 2023	Friday, March 10, 2023
Receipt of Comments from SEBI on Draft Letter of Offer	Friday, March 17, 2023	Thursday, May 11, 2023
Identified Date**	Tuesday, March 21, 2023	Monday, May 15, 2023
Date by which Letter of Offer will be dispatched to the Shareholder	Wednesday, March 29, 2023	Monday, May 22, 2023
Last date by which a Committee of Independent Directors constituted by the BODs of the Target Company shall give its recommendations	Monday, April 03, 2023	Wednesday, May 24, 2023
Last Day of Revision of Offer Price / Share	Wednesday, April 05, 2023	Thursday, May 25, 2023
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Thursday, April 06, 2023	Friday, May 26, 2023
Date of Opening of the Offer	Monday, April 10, 2023	Monday, May 29, 2023
Date of Closing of the Offer	Monday, April 24, 2023	Friday, June 09, 2023
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Wednesday, May 10, 2023	Friday, June 23, 2023

*There has been no competing offer in this offer

**Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the LoF would be sent. All owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and Sellers of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.

(12) Letter of Offer has been updated as under:

- "The Acquirers are not related to sellers in any manner." under Page No. 8 of the Letter of Offer.
- "As on date of this LoF, there has been no outstanding punitive action taken by BSE Limited and Metropolitan Stock Exchange of India Limited against Target Company." under Page No. 9 of the Letter of Offer.
- "As on date of this LoF, there is no direction subsisting or proceeding pending against the Acquirer, Target Company and Manager to the Open Offer under SEBI Act, 1992 and regulations made thereunder. There is no action taken by any other regulator and except application for statutory approval applied with RBI with regard to this Open Offer, there is no statutory approval pending from any other authority." under Page No. 9 of the Letter of Offer.
- "As on date of this LoF, there is no complaint received by the Target Company / Merchant Banker with respect to this Open Offer." under Page No. 9 of the Letter of Offer.
- Under Page No. 12 of the Letter of Offer:
 On September 11, 2020; September 19, 2020 and September 30, 2020, pursuant to acquisition of Equity Shares of Target Company through preferential allotment, Mr. Pawan Kumar Mittal (Seller No. 1) and Mrs. Kiran Mittal (Seller No. 2) increased their stake in the Target Company due to which open offer had been triggered under the provisions of Regulation 3 (2) of SEBI (SAST) Regulations, and in pursuance of which a Public Announcement should have been made on September 11, 2020. However, Sellers had failed to make the public announcement, and hence pursuant to this violation, the Acquirers are making this offer at a price of Rs. 31.40/- (Rupees Thirty One and Forty Paise Only) (including interest @ 10.00% (Ten Percent) per annum), by complying with provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.

Sr. No.	Particulars	September 11, 2020	September 19, 2020	September 30, 2020
(a)	the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	N.A.	N.A.	N.A.
(b)	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement ²	Rs. 12.00/-	Rs. 12.00/-	Rs. 12.00/-
(c)	the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the public announcement ²	Rs. 12.00/-	Rs. 12.00/-	Rs. 12.00/-
(d)	the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded*	N.A.	N.A.	N.A.
(e)	Other Financial Parameter:			
	NAV per Equity Share ⁵	Rs. 14.35/-	Rs. 14.35/-	Rs. 14.35/-

*Equity Shares of Target Company were listed on Metropolitan Stock Exchange of India only and were not frequently traded during September 01, 2019 to August 31, 2020.

²Considering allotment of Equity Shares by way of conversion of warrants at Rs. 12.00/- per Equity Share

³based on Audited financials for the year ended March 31, 2020

⁵NAV is calculated by considering Net worth of the Company divided by total outstanding number of Equity Shares as on March 31, 2020

- "During FY 2020-21, the Target Company increased its Paid-up Capital from ₹ 350.00 Lakhs to ₹ 1,000.00 Lakhs and witnessed change in shareholding for more than 26% without prior approval from RBI." under Page No. 12 of the Letter of Offer.
- "The following documents will be available for inspection to the Shareholders of the Target Company at the Office of Khandwala Securities Limited at Vikas Building, Ground Floor, Green Street, Fort, Mumbai, Maharashtra, 400023 on Monday to Friday except bank holidays till the Offer Closing date (i.e. Friday, June 09, 2023) from 11.00 a.m. to 5.00 p.m. The Shareholders may also ask for documents electronically for inspection at kslmb@kslindia.com." under Page No. 17 of the Letter of Offer.

The terms not defined herein will have the same meaning as defined in the PA, DPS, Corrigendum and LoF. All other terms and conditions of the Offer shall remain unchanged. The Acquirers jointly and severally accept the responsibility for the information contained in this Advertisement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. This Advertisement will also be available on the website of SEBI i.e. www.sebi.gov.in

THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

Khandwala Securities Limited

CIN No.: L67120MH1993PLC070709

Registered Office: Vikas Building, Ground Floor, Green Street, Fort, Mumbai, Maharashtra, 400023.

Tel. No.: 022 – 4076 7373; Fax No.: 022 – 40076 777 / 78;

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Website: www.kslindia.com;

Contact Person: Mr. Abhishek Joshi / Mr. Rinav Manseta

SEBI Reg. No.: INM000001899



Place: Mumbai,
Date: May 26, 2023