

SEBI Regn. No.: INM000012052

June 29, 2022

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

By E-Mail

Scrip Name : GFIL  
Scrip Code : 541703

**Ref.: Open Offer for acquisition of 7,81,998 (constituting 26.00% of equity share capital) equity shares of face value of Rs. 10/- each of Ganesh Films India Limited by Mr. Rajiv Vashisht ("Acquirer 1"), Mr. Gaurav Kumar ("Acquirer 2") and M/s. Annaya Management Consultancy Private Limited ("Acquirer 3") in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011**

Dear Sirs

**Sub.: Offer Opening Public Announcement cum Corrigendum to DPS**

We have been appointed as Manager to the Open Offer to the Shareholders of **Ganesh Films India Limited ("GFIL" or "Target Company")**, a company listed on BSE Limited, Mumbai ("**BSE**") on BSE SME Platform. The Open Offer is being made under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (hereinafter referred to as "**SEBI (SAST) Regulation**"), for the purpose of substantial acquisition of shares by Mr. Rajiv Vashisht ("**Acquirer 1**"), Mr. Gaurav Kumar ("**Acquirer 2**") and M/s. Annaya Management Consultancy Private Limited ("**Acquirer 3**") (hereinafter collectively referred as "**Acquirers**").

In this connection, we enclose herewith the Offer Opening Public Announcement cum Corrigendum to DPS issued in this regard and published in Financial Express (English Daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) on Wednesday, June 29, 2022 along with the following documents:

- A Compact Disc containing the said Offer Opening Public Announcement cum Corrigendum to DPS in .pdf format.
- Original Newspaper cuttings of the Offer Opening Public Announcement cum Corrigendum to DPS

Thanking you

Yours faithfully

For **Chartered Finance Management Private Limited**  
(Formerly known as Chartered Finance Management Limited)  
(Manager to the Offer)

**R. Ramnath**  
President  
(Investment Banking & Equity Capital Markets)



Encl.: as above



**CFM**

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THINK TRUST

www.charteredfinance.in

OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SAST) REGULATIONS, 2011, AS AMENDED, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

## GANESH FILMS INDIA LIMITED

(CORPORATE IDENTIFICATION NUMBER: L7499MH2018PLC307613)  
Registered Office: 503, Floor-5, Plot 461D, A Wing, Parshvanath Gardens, Bhaudaji Road, Kings Circle, Matunga, Mumbai - 400019, Maharashtra, India. Tel. No.: +91-8104449343;  
Website: <http://www.ganeshfilms.com>; Email Id: [info@ganeshfilms.com](mailto:info@ganeshfilms.com)

Open Offer by Rajiv Vashisht ("Acquirer 1"), Gaurav Kumar ("Acquirer 2") and Annaya Management Consultancy Private Limited ("Acquirer 3"), (hereinafter referred to as "Acquirers") to acquire upto 7,81,998 (constituting 26.00% of the Equity and Voting Share Capital of the Target Company) equity shares of face value of Rs. 10/- each for cash at a price of Rs. 12.70 (Rupees Twelve and Paise Seventy Only) per equity share aggregating upto Rs. 99,31,374.60 (Rupees Ninety-Nine Lakhs Thirty-One Thousand Three Hundred Seventy-Four and Paise Sixty Only) to the Public Shareholders of Ganesh Films India Limited ("GFI" or "Target Company") in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") ("Open Offer").

This Advertisement is in accordance with Regulation 18(7) of the SEBI (SAST) Regulations and Corrigendum to the Detailed Public Statement ("DPS") and is to be read together with: a) the Public Announcement dated April 27, 2022 ("PA"); b) the Detailed Public Statement published on May 05, 2022 in Financial Express (English Daily) (All India Edition), Jansatta (Hindi Daily) (All India Edition), Mumbai Lakshtadeep (Marathi Daily) (Mumbai Edition) (hereinafter referred collectively as "Published Newspapers") where the Registered Office of the Target Company is situated ("DPS"); c) the Letter of Offer dated June 18, 2022 ("LOF") and is being issued by Chartered Finance Management Private Limited (Formerly known as Chartered Finance Management Limited) ("Manager to the Offer"), on behalf of Mr. Rajiv Vashisht, Mr. Gaurav Kumar and M/s. Annaya Management Consultancy Private Limited ("Acquirers") pursuant to Regulation 18(7) of the SEBI (SAST) Regulations in respect of Open Offer ("Pre Offer Advertisement cum Corrigendum").

- The Offer Price is Rs. 12.70 (Rupees Twelve and Paise Seventy Only) per equity share is payable in cash ("Offer Price"). There has been no revision in the Offer price.
- The Committee of Independent Directors ("IDC") of the Target Company is of the opinion that the Offer Price of Rs.12.70 (Rupees Twelve and Paise Seventy Only) offered by the Acquirers is in accordance with the relevant regulations prescribed in the SEBI (SAST) Regulations and *prima facie* appear to be fair, reasonable and justified. The recommendation of IDC was published in the aforementioned Published newspapers on Tuesday, June 28, 2022.
- There has been no competitive bid to this Offer.
- 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 dematerialised 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 was completed on Thursday, June 23, 2022. However, accidental omission to dispatch or non-receipt of the LOF to or by any eligible shareholder entitled to this Open Offer shall not invalidate the Open Offer. In any manner whatsoever.
- In the event the Selling Broker of Public Shareholder is not registered with BSE, then such shareholder may approach the Buying Broker viz., Emkay Global Financial Services Limited to tender his/her Equity Shares under the Offer.
- Please note that a copy of the LOF shall also available on the website of Securities and Exchange Board of India ("SEBI") i.e., [www.sebi.gov.in](http://www.sebi.gov.in) and also on the website of Target Company [www.ganeshfilms.com](http://www.ganeshfilms.com). 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.
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on May 12, 2022. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide Observation letter number SEBIHO/CFD/DCR-111/OW/24522/1 dated June 14, 2022 which have been incorporated in the LOF.
- Any other material changes from the date of PA: Nil
- To the best of knowledge of the Acquirers, 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.
- Public Shareholders are required to refer paragraph 8 on page 29 of the LOF (Procedure for Acceptance and Settlement of the Offer) 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.
- As on date, the Target Company is fully compliant with the listing requirements and there has not been any penal/punitive action taken by the Stock Exchange.
- Other updates and changes in the LOF:
  - Included a confirmation that there are no directions subsisting or proceedings pending against the Acquirers under the SEBI Act, 1992 and regulations made thereunder and also, by any other regulator – please refer to para 4.4.12 on page 18 of the LOF.
  - Included a table on Other Financial Data relating to Dividend and Earnings Per Share – please refer to para 5.11 on page 21 of the LOF.
  - Included confirmation that the Target Company has not received any complaint till the date of the Letter of Offer, in relation to the Open Offer – please refer to para 5.17 on page 23 of the LOF.

### 13. Revised Schedule of Activities:

Activities	Original Schedule of activities as disclosed in DLOF	Revised Schedule of activities
	Day, Date	Day, Date
Date of the Public Announcement	Wednesday: April 27, 2022	Wednesday: April 27, 2022
Publication of Detailed Public Statement in newspapers	Thursday: May 05, 2022	Thursday: May 05, 2022
Last date for filing the Draft Letter of Offer with SEBI	Thursday: May 12, 2022	Thursday: May 12, 2022
Last date for public announcement of a Competing Offer#	Thursday: May 26, 2022	Thursday: May 26, 2022
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Friday: June 03, 2022	Tuesday: June 14, 2022@
Identified Date*	Tuesday: June 07, 2022	Thursday: June 16, 2022
Last date by which the Letter of Offer will be dispatched to the Public Equity Shareholders whose name appears in the register of members on the Identified Date	Tuesday: June 14, 2022	Thursday: June 23, 2022
Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Equity Shareholders for this Offer	Thursday: June 16, 2022	Tuesday: June 28, 2022
Last date for upward revision of the Offer Price/ Offer Size	Friday: June 17, 2022	Tuesday: June 28, 2022
Date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement has been published	Friday: June 17, 2022	Wednesday: June 29, 2022
Date of commencement of tendering period ("Offer Opening Date")	Tuesday: June 21, 2022	Thursday: June 30, 2022
Date of closing of tendering period ("Offer Closing Date")	Monday: July 04, 2022	Wednesday: July 13, 2022
Last date for issue of post-offer advertisement	Monday: July 11, 2022	Wednesday: July 20, 2022
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Monday: July 18, 2022	Wednesday: July 27, 2022

Note:

§ The original schedule of activities (prepared on the basis of timelines provided under the SEBI (SAST) Regulations, 2011) and were subject to receipt of relevant approvals from various statutory/regulatory authority, if any, and SEBI's approval.

@ Actual date of receipt of SEBI's final observation on the DLOF.

\* Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all the Public Shareholders of the Target Company (registered and unregistered) are eligible to participate in this Offer at any time prior to the closure of the Open Offer.

# There has been no competing offer as of the date of the Letter of Offer.

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

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS: MR RAJIV VASHISHT, MR. GAURAV KUMAR AND ANNAYA MANAGEMENT CONSULTANCY PRIVATE LIMITED

MANAGER TO THE OFFER

 CHARTERED FINANCE MANAGEMENT PRIVATE LIMITED  
(Formerly known as Chartered Finance Management Limited)  
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Email Address: [openoffer@cfml.in](mailto:openoffer@cfml.in)  
Website: [www.charteredfinance.in](http://www.charteredfinance.in)  
Contact Person: Mr. R. Ramnath  
SEBI Registration Number: INM000012052

Place: Mumbai

Date: Wednesday, June 29, 2022