

November 16, 2022

Corporate Relation Department
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai – 400 001
Security Code: 511571

Dear Sir/Madam,

Re: Filing of the detailed public statement (“DPS”) for Open Offer to the public shareholders of Som Datt Finance Corporation Limited (“Target Company”) by Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (jointly called as the “Acquirers”) in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”).

With reference to the above captioned subject and in continuation to our letter dated November 09, 2022 for filing the public announcement (“PA”), this is to inform you that a detailed public statement (“DPS”) has been published in the newspapers as mentioned below, through PL Capital Markets Private Limited (“**Manager to the offer**”), on November 16, 2022, which is within five (5) working days from the date of the PA which was issued on November 09, 2022, thereby complying with the provisions of regulation 13(4) read with regulation 14(3) of the Takeover Regulations.

Newspapers	Language	Editions
All editions of Financial Express, being the English national daily with wide circulation.	English	All
All editions of Jansatta, being the Hindi national daily with wide circulation, including regional language daily being published and circulated in New Delhi, being the place where the registered office of the Target Company is situated.	Hindi	All
Navshakti, being the regional language newspaper of Mumbai, being the place of the only stock exchange (BSE Limited) where the equity shares of the Target Company are listed and traded.	Marathi	Mumbai

In regard to the same, we are enclosing herewith a copy of the DPS as published in Financial Express, English language national daily newspaper in compliance with regulation 14(4)(ii) of the Takeover Regulations.


We request you to kindly take the above on record and disseminate the information to the public.

Please feel free to contact the undersigned on 022 – 6632 2441 or Ms. Wincy Nadar on 022 – 6632 2442 in case you require any clarifications in this regard.

Thanking you,

Yours faithfully,

For PL CAPITAL MARKETS PRIVATE LIMITED


D. J. KALYANIWALA
EXECUTIVE DIRECTOR



Encl: a/a

PL Capital Markets Private Limited

SEBI Registered Merchant Banker Category I [MB / INM 000011237]

Regd. Office: 3rd Floor, Sadhana House, 570, P. B. Marg, Behind Mahindra Tower, Worli, Mumbai - 400 018.

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DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("TAKEOVER REGULATIONS") TO THE PUBLIC SHAREHOLDERS OF

SOM DATT FINANCE CORPORATION LIMITED

Registered Office: 516, Suneja Tower-I District Centre, Janakpuri, Delhi- 110058; E-mail: compliancesdf@gmail.com; CIN: L65921DL1993PLC377542; Website: www.somdattfin.com

Open offer for acquisition of upto 26,02,073 fully paid-up equity shares of face value Rs. 10 each of Som Datt Finance Corporation Limited ("Target Company"), representing 26.00% of the total voting equity share capital on a fully diluted basis expected as of the tenth (10th) Working Day (as defined in the Takeover Regulations) from the closure of the tendering period of the Open Offer from all the Public Shareholders (as defined later) of the Target Company by Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (hereinafter referred to as "Acquirer 1" and "Acquirer 2", respectively and jointly called as the "Acquirers") at a price of Rs. 33.88 (rupees thirty three and paise eighty eight only) per equity share ("Offer" / "Open Offer").

This detailed public statement ("DPS") is being issued by PL Capital Markets Private Limited, the manager to the Offer ("Manager" or "Manager to the Offer"), on behalf of the Acquirers in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3) and 15(2) and other applicable regulations of the Takeover Regulations and pursuant to the public announcement ("PA") dated November 09, 2022.

In compliance with Regulation 14(1) of the Takeover Regulations, the PA was filed with BSE Limited ("BSE") on November 09, 2022 and in compliance with Regulation 14(2) of the Takeover Regulations, the PA was sent to the registered office of the Target Company on November 09, 2022 and filed with the Securities and Exchange Board of India ("SEBI") on November 09, 2022.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND THE OFFER

A. Details of the Acquirers

1. Dr. Bhaskara Rao Bollineni ("Acquirer 1")

1.1 Acquirer 1 is the son of late Mr. Ramanah Naidu Bollineni. He is 68 years of age and resides at H No. 21-26/4, Survey No. 611, 612 and 613, Mission Compound Near RGI Police Station, Shamsabad, Hyderabad- 501218, Telangana. His email id is drbhaskarrao@kims-hospitals.com.

1.2 Acquirer 1 has obtained a bachelor's degree in medicine and surgery (MBBS) from Rangaraya Medical College from Andhra University and master's degree in surgery (MS) from Madras Medical College from University of Madras and completed his post graduation in Diplomate of National Board (DNB) specialised in Cardio Thoracic Surgery which is a medical qualification awarded by the National Board of Examinations, New Delhi. Dr. Rao is among the pioneering cardiothoracic surgeons in the country and has performed more than 30,000 surgeries in his career of more than 50 years. He is the founder of the prestigious Krishna Institute of Medical Sciences Limited (KIMS), a company listed on BSE and the National Stock Exchange of India Limited ("NSE"), along with various other hospitals and medical institutions in Telangana and Andhra Pradesh. He was instrumental in formulating the Rajiv Gandhi Aarogyasri scheme that imparts healthcare to the low-income earning individuals.

1.3 As on date of this DPS, Acquirer 1 is the Chairman and the Managing Director of KIMS, the equity shares of which are listed on BSE and NSE and thereby holds the position of whole time director in the aforementioned company. Except for this, he does not hold the position of a whole time director in any other company nor is he on the board of directors of any other listed company.

1.4 Acquirer 1 belongs to KIMS Hospital Group.

1.5 Mr. B. Naga Bhushan (M. No. 028574), Partner, M/s. B. Naga Bhushan & Co., Chartered Accountants, firm registration number 005584S, having office at 1-1-380/38, Ashok Nagar Extn., Hyderabad- 500020, Telangana has certified vide certificate dated November 01, 2022 that the net-worth of Acquirer 1 as on November 01, 2022 is Rs. 2,56,720.34 lakhs (rupees two thousand five hundred sixty seven crores twenty lakhs and thirty four thousand only) and he has immediate access to liquid assets (i.e., cash or bank balance or liquid marketable investments etc.) of at least a sum of Rs. 1,233.21 lakhs (rupees twelve crores thirty three lakhs and twenty one thousand only) which can be used for the acquisition of shares of the Target Company under the Offer.

1.6 As on date of this DPS, Acquirer 1 does not have any interest/ relationship in the Target Company nor does he hold any shares of the Target Company, except in terms of the proposed acquisition as contemplated vide the SPA (as defined later).

1.7 Acquirer 1 has sufficient resources to fulfill the obligation under this Offer.

1.8 Acquirer 1 is not on the list of 'willful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI").

1.9 Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") or under any of the regulations made thereof.

2. Mr. Bhavanam Ruthvik Reddy ("Acquirer 2")

2.1 Acquirer 2 is the son of late Mr. Bhavanam Srinivas Reddy. He is 28 years of age and resides at 8-2-293/82/HE/4, Huda Enclave, Jubilee Hills, Near Andhra Jyothi Office, Shaikpet, Hyderabad- 500096, Telangana. His email id is bhavanamruthvik@gmail.com.

2.2 Acquirer 2 has obtained a bachelor's degree in Technology with specialisation in Civil Engineering from SRM Institute of Science and Technology (formerly known as SRM University). He has an experience of 5 years as business analyst.

2.3 As on date of this DPS, Acquirer 2 neither holds a position(s) on the board of directors of any listed company nor does he hold a position of a whole time director in any other company.

2.4 Acquirer 2 does not belong to any group.

2.5 Mr. K. Pradyumna Teja (M. No. 230550), Partner, M/s. Murthy & Kanth, Chartered Accountants, firm registration number 002195S, having office at 8-2-120/112/88&89, Top Floor, Aparna Crest, Opp. KBR Park, Road No. 2, Banjara Hills, Hyderabad-500034, Telangana, has certified vide certificate dated November 07, 2022 that the net-worth of Acquirer 2 as on November 01, 2022 is Rs. 362 lakhs (rupees three hundred and sixty two lakhs only) and he has immediate access to liquid assets (i.e., cash or bank balance or liquid marketable investments etc.) of at least a sum of Rs. 159 lakhs (rupees one hundred and fifty nine lakhs only) which can be used for the acquisition of shares of the Target Company under the Offer.

2.6 As on date of this DPS, Acquirer 2 does not have any interest/ relationship in the Target Company nor does he hold any shares of the Target Company except in terms of the proposed acquisition as contemplated vide the SPA (as defined below).

2.7 Acquirer 2 has sufficient resources to fulfill the obligation under this Offer.

2.8 Acquirer 2 is not on the list of 'willful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters issued by RBI.

2.9 Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any of the regulations made thereof.

3. There are no persons acting in concert with Acquirer 1 and Acquirer 2 in relation to the Offer within the meaning of Regulation 2(1)(a) of the Takeover Regulations.

B. Details of the Sellers

1. Mr. Kuldip Singh Rathee ("Seller 1")

1.1 Seller 1 is an individual, belongs to the promoter group of the Target Company, and resides at Farm No. 82, Road No. 4, Silver Oak Marg, Ghitorni, New Delhi – 110030.

1.2 Seller 1 has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any of the regulations made thereof.

1.3 Seller 1 holds 35,42,191 equity shares of the Target Company representing 35.39% of the total outstanding, issued and fully paid up equity share capital carrying voting rights of the Target Company. In terms of the SPA (as defined later), Seller 1 has agreed to sell his entire shareholding of 35,42,191 equity shares, representing 35.39% of the total outstanding, issued and fully paid up equity share capital carrying voting rights of the Target Company.

2. Mrs. Vijay Rathee ("Seller 2")

2.1 Seller 2 is an individual, belongs to the promoter group of the Target Company and resides at Farm No. 82, Road No. 4, Silver Oak Marg, Ghitorni, New Delhi – 110030.

2.2 Seller 2 has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any of the regulations made thereof.

2.3 Seller 2 holds 33,97,459 equity shares of the Target Company representing 33.95% of the total outstanding, issued and fully paid up equity share capital carrying voting rights of the Target Company. In terms of the SPA (as defined later), Seller 2 has agreed to sell her entire shareholding of 33,97,459 equity shares representing 33.95% of the total outstanding, issued and fully paid up equity share capital carrying voting rights of the Target Company.

C. Details of the Target Company - Som Datt Finance Corporation Limited

1. The Target Company is a public limited company, incorporated on October 19, 1993 in the name of 'Som Datt Finance Corporation Limited' under the Companies Act, 1956 with the Registrar of Companies, Delhi. There has been no change in the name of the Target Company since its inception.

2. The registered office of the Target Company is situated at 516, Suneja Tower-I District Centre, Janakpuri, Delhi-110058. The corporate identification number (CIN) of the Target Company is L65921DL1993PLC377542.

3. The Target Company is a non-banking financial company registered with the Reserve Bank of India, New Delhi with registration number B.14 - 03556. The Target Company is engaged in the business of investments, loans and advances.

4. As on the date of this DPS, the authorised share capital of the Target Company is Rs. 25,00,00,000 comprising of 2,00,00,000 equity shares of face value Rs. 10 each, aggregating Rs. 20,00,00,000; and 50,00,000 preference shares of face value Rs. 10 each, aggregating Rs. 5,00,00,000. The paid up equity share capital of the Target Company is Rs. 10,00,79,70,000 comprising of 1,00,07,970 fully paid up equity shares of face value Rs. 10 each. Further, as on the date of this DPS, there are no outstanding convertible instruments (i.e., warrants / fully convertible debentures / partly convertible debentures) issued by the Target Company. Additionally, there are no equity shares under lock-in.

5. The equity shares of the Target Company are listed on BSE (scrip code: 511571) and are not suspended from trading on BSE. The Target Company is in compliance with the listing requirements of BSE, except for the period from 2014 to 2019, wherein the Target Company was non-compliant with certain provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and the penalty for the same has been paid to BSE. The traded turnover of the equity shares of the Target Company on BSE (being the only stock exchange where the equity shares are listed) during the twelve calendar months ended on October 31, 2022 is below the threshold limit of 10% of the total number of fully paid equity shares outstanding and issued by the Target Company and hence the equity shares are not frequently traded shares within the meaning of regulation 2(1)(j) of the Takeover Regulations.

6. The board of directors of the Target Company ("Board of Directors"), as on the date of this DPS consists of:

Name of Director	Designation
Mrs. Vijay Rathee	Managing Director
Mr. Kuldip Singh Rathee	Non-Executive - Non Independent Director
Mr. Rajvir Singh Chhillar	Non-Executive - Independent Director
Mr. Hardeep Kumar Mahotra	Non-Executive - Independent Director

7. Brief audited financial information of the Target Company for the financial years ended on March 31, 2022, 2021 and 2020 and limited review financial information for the half year ended September 30, 2022 are as under:

Particulars	Half year ended September 30, 2022 (Limited review)	Financial Year ended March 31, 2022 (Audited)	Financial Year ended March 31, 2021 (Audited)	Financial Year ended March 31, 2020 (Audited)
Total Revenues (*) (Rs. in lakhs)	(97.99)	539.26	537.02	48.69
Net Income (Profit after tax) (Rs. in lakhs)	(101.37)	384.03	442.77	5.91
Earnings per share – basic & diluted (in Rs.)	(1.01)**	3.84	4.42	0.06
Net worth / shareholders' funds (*) (Rs. in lakhs)	2,162.25	2,263.62	1,879.63	1,436.77

(*) Includes other income

** Net worth = Paid-up equity share capital plus reserves & surplus.

**For the half year ended September 30, 2022, the EPS has not been annualised.

(Source: The financial information for the financial year ended on March 31, 2022, March 31, 2021 and March 31, 2020 has been extracted from the Target Company's annual report and for the half year ended September 30, 2022, financial information has been extracted from the limited review financial information as disclosed on the BSE's website.)

D. Details of the Offer

1. This Offer is a mandatory offer in compliance with the provisions of Regulations 3(1) and 4 of the Takeover Regulations for the substantial acquisition of shares, voting rights and control over the Target Company by the Acquirers pursuant to the SPA (as defined later) executed by and amongst the Acquirers and the Sellers vide the SPA (as defined later). Under the SPA (as defined later), the Acquirers shall acquire 69,39,650 fully paid up equity shares carrying voting rights of face value Rs. 10 each representing 69.34% of the total outstanding, issued and fully paid up equity share capital carrying voting rights of the Target Company.

2. This Offer is being made by the Acquirers to all the Public Shareholders (as defined later) of the Target Company (other than (i) the Acquirers, (ii) the parties to the SPA (as defined later) and (iii) persons deemed to be acting in concert with such parties stated in (i) and (ii), for the sale of equity shares of the Target Company, in terms of Regulation 7(6) of the Takeover Regulations ("Public Shareholders") to acquire upto 26,02,073 fully paid up equity shares of face value Rs. 10 each carrying voting rights, representing 26.00% of the total outstanding, issued and fully paid up equity capital carrying voting rights of the Target Company ("Offer Size") at a price of Rs. 33.88 (rupees thirty three and paise eighty eight only) per fully paid up equity share ("Offer Price"), aggregating to a total consideration of upto Rs. 8,81,58,233.24 (rupees eight crores eighty one lakhs fifty eight thousand two hundred thirty three and paise twenty four only) ("Maximum Open Offer Consideration") payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the Takeover Regulations, subject to the terms and conditions set out in the PA, DPS and the letter of offer ("LOF" / "Letter of Offer").

3. As on the date of this DPS, the total outstanding, issued and fully paid up equity share capital of the Target Company, is as follows:

Particulars	Number of shares	% of equity share capital
Total fully paid up equity shares of face value Rs. 10 each	1,00,07,970	100

(Source: Limited review financial information for the half year ended September 30, 2022 of the Target Company as disclosed on BSE's website.)

4. There are no partly paid equity shares in the Target Company.

5. This Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.

6. This is not a conditional offer and is not subject to any minimum level of acceptance from the Public Shareholders. The Acquirers will accept the equity shares of the Target Company which are tendered in valid form in terms of this Offer, a maximum of upto 26,02,073 equity shares.

7. Except the receipt of the prior approval from RBI, there are no conditions stipulated in the SPA (as defined later), meeting of which are outside the reasonable control of the Acquirers, and in view of which, this Offer might be withdrawn under Regulation 23 of the Takeover Regulations.

8. The equity shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights declared thereafter.

9. As on the date of this DPS, to the best of the knowledge of the Acquirers, there are no regulatory or statutory approvals required other than the prior approval from the RBI in accordance with the provisions of the Master Direction No. DNBR.PD.007/03, 10.119/2016-17 dated September 1, 2016 as amended from time to time, for the purchase of the equity shares of the Target Company from the Sellers ("RBI Approval"). If any other statutory approval(s) become applicable prior to completion of the Offer, the Offer would also be subject to receipt of such other statutory approval(s). In terms of Regulation 23(1) of the Takeover Regulations, if the statutory approvals are refused, the Acquirers shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the Takeover Regulations. In the event of such a withdrawal of the Offer, the Acquirers (through the Manager) shall, within 2 (Two) working days of such withdrawal, make an announcement of such withdrawal in the same newspapers in which the DPS is published stating the grounds for the withdrawal, in accordance with Regulation 23(2)(a) of the Takeover Regulations and also simultaneously inform SEBI, BSE and the Target Company at its registered office in accordance with Regulation 23(2)(b) of the Takeover Regulations. Further, in the SPA, a condition the meeting of which may be outside the reasonable control of the Acquirers, and in view of which the offer may be withdrawn, is that in the event of failure to obtain, prior approval of RBI the Acquirers may terminate the SPA.

10. Upon completion of the Offer, assuming full acceptances in the Offer and pursuant to the SPA (as defined later), the Acquirers will hold 95,41,723 equity shares constituting 95.34% of the total outstanding, issued and fully paid-up equity share capital carrying voting rights of the Target Company. In terms of Regulation 38 of SEBI LODR Regulations, read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended from time to time ("SCRR Rules"), the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. Considering the equity shares that may be acquired by the Acquirers in the present Offer and after the consummation of the transaction(s) contemplated in the SPA (as defined later), the public shareholding of the Target Company may fall below the minimum level required as per the SEBI LODR Regulations for the purpose of listing on a continuous basis. The Acquirers undertake to take necessary steps to facilitate compliance of the Target Company for reducing the non-public shareholding in terms of the relevant provisions of the SCRR Rules, as amended, and the provisions of SEBI LODR Regulations.

11. Upon consummation of the transaction(s) contemplated in the SPA (as defined later), the Acquirers will acquire control over the Target Company and will become the promoters of the Target Company upon compliance with the provisions of Regulation 31A(5) of SEBI LODR Regulations.

12. The Acquirers have no plans to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance, restructuring or otherwise outside the ordinary course of business of the Target Company. In the event any substantial assets of the Target Company are proposed to be part of a restructuring scheme or to be sold, disposed off or otherwise encumbered in the succeeding 2 (two) years from the date of closure of the Offer, the Acquirers undertake that they shall do so only upon receipt of prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot in terms of the proviso to Regulation 25(2) of the Takeover Regulations and subject to applicable laws as may be required.

13. The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company in compliance with Regulation 24(1) of the Takeover Regulations.

14. The Acquirers may consummate the transaction(s) as contemplated in the SPA (as defined later) after the expiry of the Offer period in terms of Regulation 22(1) of the Takeover Regulations or subject to the Acquirers depositing cash of an amount equal to 100% of the Offer Size payable into the Escrow Account (as defined later) under the Open Offer (assuming full acceptance of the Offer) in accordance with the provision of the Regulation 22(2) of the Takeover Regulations, the Acquirers may after the expiry of at least 21 (twenty one) working days from the date of the DPS, consummate the transaction(s) as contemplated in the SPA (as defined later), subject to receipt of prior approval from RBI.

15. As on the date of the PA and this DPS, the Manager to the Offer does not hold any equity shares of the Target Company. Further, the Manager to the Offer will not deal on their own account in the equity shares of the Target Company during the Offer period.

16. All equity shares validly tendered by the Public Shareholders in acceptance of the Offer upto a maximum of 26,02,073 equity shares, will be acquired by the Acquirers subject to terms and conditions set out in this DPS and the Letter of Offer. If the aggregate number of equity shares validly tendered in this Offer by the Public Shareholders is more than the Offer Size, then the equity shares will be accepted by the Acquirers on a proportionate basis, in consultation with the Manager to the Offer.

II. BACKGROUND OF THE OFFER

1. This Offer is a "Triggered Offer" under Regulations 3(1) and 4 of the Takeover Regulations for substantial acquisition of shares and voting rights accompanied with change in control and management of the Target Company.

2. The Acquirers have entered into a share purchase agreement dated November 09, 2022 ("SPA") with the promoters of the Target Company, namely, Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee ("Sellers"), pursuant to which, the Sellers have agreed to sell the Sale Shares (as defined below) and the Acquirers have agreed to purchase the Sale Shares (as defined below) being 69,39,650 fully paid-up equity shares of the Target Company having a face value of Rs. 10 each, representing 69.34% of the total issued, outstanding and fully paid-up equity share capital carrying voting rights of the Target Company ("Sale Shares"), for an aggregate consideration of Rs. 23,51,00,000 (rupees twenty three crores fifty one lakhs only), which would be approx. Rs. 33,877 (rupees thirty three and paise eighty eight only) per equity share. The consideration for the Sale Shares shall be paid in cash by the Acquirers. The acquisition will result in the change in control and management of the Target Company.

3. This Offer is not as a result of a global acquisition, resulting in an indirect acquisition of the Target Company. The acquisition of the Sale Shares by the Acquirers is subject to certain conditions precedent, as provided in the SPA.

4. The important clauses including some of the conditions precedent to consummating the underlying transaction, as mentioned in the SPA are as follows:

- The Sellers shall cause the Target Company, with the assistance of the Acquirers, to make necessary application for seeking prior permission from the RBI for the purchase of the equity shares of the Target Company from the Sellers in accordance with the Master Direction No. DNBR.PD.007/03, 10.119/2016-17 issued by RBI dated September 1, 2016 as amended from time to time and shall have received the said permission from the RBI. The Sellers and the Acquirers undertake to extend all support in this regard, including signing, executing and delivering all necessary deeds, documents and writings;
- The Sellers shall procure unconditional and irrevocable letters from the promoter directors of the Target Company, stating that their resignation or removal from the board shall be as per the directions of the Acquirers and further confirm that each such promoter director has no claim against the Target Company, whether for loss of office or otherwise;
- On the closing date, the parties will consummate the transaction in the manner as agreed between them in the SPA. Closing Date in the SPA means a mutually agreed date but no later than the long stop date, on which the Sale Shares are sold and transferred to the Acquirers and the consideration is disbursed to the Sellers.
- In case consummation of the transaction takes place through an off-market mode then the Acquirers shall pay the consideration to the Sellers as consideration towards the sale and transfer of the Sale Shares by way of NEFT / RTGS / Demand Draft / Cheque issued in favour of the respective Sellers;
- The Sellers agree that in consideration of the Acquirers making the payment of the consideration, they shall transfer the Sale Shares on the closing date to the Acquirers and execute requisite documents for ensuring the transfer of the Sale Shares to the Acquirers;
- In case consummation of the transaction takes place on the stock exchange platform, the parties to the SPA agree to adhere to all the processes, laws, bye laws, regulations applicable to them in executing such a transaction on the stock exchange platform;
- It is to be distinctly understood that the underlying transaction as contemplated in the SPA shall not be consummated till at least 21 (twenty one) business days (as mentioned in the SPA) from the date of the publishing of the DPS has expired and the Acquirers have enhanced the amount lying in the escrow account (opened for the open offer) to one hundred per cent (100%) of the Offer Size. The consummation of the transaction shall further be subject to receiving the prior approval from RBI and / or any direction from SEBI;
- The Sellers having obtained no-objection certifications from any person who has a right to terminate or accelerate payments in the event of a change of control or management of the Target Company, if any, copies of which no-objection certifications shall be delivered to the Acquirers within 2 (two) days of receipt of the same;
- The Sellers shall cause the Target Company to pass necessary resolutions for reclassification of promoters of the Target Company in accordance with Regulation 31A of the SEBI LODR Regulations;
- After the consummation of the transaction(s) contemplated in the SPA, the Acquirers may change the name and registered address of the Target Company and the Sellers shall not raise any objection in this regard and the Sellers in the capacity of directors of the Target Company shall provide all assistance and co-operation to the Acquirers for the same;
- In the event of failure to obtain prior approval of RBI as stated under point no. 'a' above (of this para II.4.) by the long stop date as mentioned in the SPA, the Acquirers may terminate the SPA. The long stop date has been explained in the SPA to mean the date on or before 270 (two hundred and seventy) days from the execution of the SPA or such other extended date as may be mutually agreed by the Parties in writing, in any case, not later than 26 (twenty six) weeks from the date of payment to the shareholders in the open offer in terms of the Regulation 22(3) of Takeover Regulations

5. There is no non-complete fee in the SPA.

6. There is no separate arrangement for the proposed change in control of the Target Company.

7. The object of acquisition is to acquire substantial shares/voting rights accompanied with change in management and control of the Target Company. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interests of the shareholders of the Target Company. Any change in the structure that may be carried out, will be in accordance with the applicable laws. The Acquirers may reorganize and / or streamline existing businesses or carry on additional businesses for commercial reasons and operational efficiencies.

III. SHAREHOLDING AND ACQUISITION DETAILS

The present and proposed shareholding of the Acquirers in the Target Company and the details of their acquisition are as follows:

Details	Acquirers	
	No. of equity shares	% of the total paid up equity share capital of the Target Company
Shareholding as on the date of the PA(*)	Nil	-
Shares acquired between the date of the PA and this DPS	Nil	-
Shareholding as on the date of this DPS	Nil	-
Shareholding after completion of the acquisition under the SPA	69,39,650	69.34
Post Offer shareholding (assuming full acceptance, on diluted basis, as on 10 th working day after the closure of the tendering period)	95,41,723	95.34

(*)As on the date of the PA, the Acquirers do not hold any equity shares in the Target Company other than the arrangement entered into with the Sellers for acquiring shares as per the SPA.

IV. OFFER PRICE

1. The equity shares of the Target Company are listed on BSE (scrip code: 511571) and are not suspended from trading on BSE. Since the equity shares of the Target Company are listed and traded only on BSE, the trading details of the equity shares of the Target Company on BSE have been reviewed.

2. The total volume of equity shares of the Target Company traded on BSE during the twelve calendar months (November 01, 2021 to October 31, 2022) preceding the calendar month (November, 2022) of the PA is 8,28,884. The total number of equity shares issued, outstanding and fully paid-up of the Target Company is 1,00,07,970 equity shares. Hence, the total traded turnover of the equity shares of the Target Company on BSE is 8.28%, which is less than 10% of the total number of fully paid equity shares outstanding and issued by the Target Company. Based on the above, the equity shares of the Target Company are not frequently traded in terms of the provisions of Regulation 2(1)(j) of the Takeover Regulations.

3. The Offer Price of Rs. 33.88 (rupees thirty three and paise eighty eight only) per fully paid up equity share of face value Rs. 10 of the Target Company has been determined in terms of Regulation 8(1) and Regulation 8(2) of the Takeover Regulations, being the highest of the following:

Sr. No.	Particulars	Price
1.	The highest negotiated price per fully paid up equity share of face value Rs. 10 of the Target Company for acquisition under the SPA attracting the obligation to make a PA of the Offer	Rs. 33.877
2.	The volume-weighted average price paid or payable for acquisition by the Acquirers during the fifty-two weeks immediately preceding the date of the PA.	Not Applicable
3.	The highest price paid or payable for any acquisition by the Acquirers during the twenty six weeks immediately preceding the date of the PA.	Not Applicable
4.	The volume-weighted average market price of equity shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE.	Not Applicable
5.	The price determined by the Acquirers and the Manager to the Offer for the equity shares of the Target Company, taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of companies which are not frequently traded.	Rs 22.89
6.	Per equity share value computed under Regulation 8(5) of Takeover Regulations for indirect acquisition	Not Applicable

Mr. Anandkumar Gawade, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/10746) having office at 7, Saraswati Heights, Behind Café Goodluck, Deccan Gymkhana, Pune - 411004, has wide his valuation report bearing UDIN number 22110752BCPUPE1131 dated November 09, 2022 certified that the fair value of the equity shares of the Target Company on the basis of the average of the values determined by Net Asset Value Method, Market Value Method and Comparable Companies Price Method is Rs. 22.89 per equity share.

4. In view of the parameters considered as presented in the table above, the Offer Price of Rs. 33.88 (rupees thirty three and paise eighty eight only) being the highest amongst the above parameters is, in the opinion of the Manager to the Offer, justified in terms of Regulation 8(2) of the Takeover Regulations.

U.P. State Road Transport Corporation
Parivahan Bhavan, Tehri Kothi, 6 M.G. Marg, Lucknow-226001 (U.P.)

No. : 3260 MT/2022-14MT/2022

e-TENDER NOTICE Dated : 15 November, 2022

U.P.S.R.T.C. is inviting E-tenders from only eligible sources (Eligibility for participating in tender is given in each respective tender document) for following groups of items:-

S.L.	Name of Items	Availability & e-submission of e-Tender on e-portal	Pre Bid Conference	Downloading of Tender document
1	Fabrication of Non AC Rural Type Bus Body on BS-IV Chassis	16.11.2022 To 06.12.2022 At 15:00 PM	22.11.2022 At 12:00 PM	06.12.2022 At 16:00 PM
1.	(a) EPDM Rubber Items (b) LED Roof Light Assembly (c) Multi Grip Pop Rivet (d) Aluminum Extruded Section	16.11.2022 To 06.12.2022 At 15:00 PM	---	06.12.2022 At 16:00 PM

All e-tenders of UPSRTC shall be available on the website of Govt. e-portal etender.up.nic.in Detailed Bill of quantity, eligibility for participating in tender, other terms and conditions of the tender and calendaring of the tender may be seen on Govt. e-portal etender.up.nic.in.

Please do visit etender.up.nic.in from time to time before last date of submission of tender for any possible amendment/corrigendum/addendum. Any amendment/ corrigendum/addendum will only be published on e-portal of etender.up.nic.in.

For any query/clarification regarding submission of e-tender vendors may call on following helpline number of NIC :- (1) 0522-2286809/808 (2) 0522-4130303/2298813 (3) 09935149327
Addl. Managing Director

"IMPORTANT"

Whilst care is taken prior to acceptance or advertising copy, it is not possible to verify its contents. The Indian Express (P) Limited cannot be held responsible for such contents, nor for any loss or damage incurred as a result of transactions with companies, associations or individuals advertising in its newspapers or Publications. We therefore recommend that readers make necessary inquiries before sending any monies or entering into any agreements with advertisers or otherwise acting on an advertisement in any manner whatsoever.

VIVO BIO TECH LIMITED
Your Drug Discovery Partner
CIN: L65993TG1987PLC007163
Registered Office: 03rd Floor, Ilyas Mohammed Khan Estate, #8-2-672/5 & 6, Road No. 1, Banjara Hills, Hyderabad, Telangana – 500034.
Email: investors@vivobio.com; Website: www.vivobio.com

EXTRACT OF UN-AUDITED CONSOLIDATED FINANCIAL RESULTS OF VIVO BIO TECH LIMITED FOR THE QUARTER AND HALF-YEAR ENDED SEPTEMBER 30, 2022

Rs. In Lacs except per equity share data

Particulars	Quarter Ended		Half-Year Ended		Year Ended
	30.09.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1. Total Income from Operations	1,267.85	1,019.84	2,394.27	2,341.63	5,148.93
2. Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items#)	51.13	106.60	119.77	325.66	447.23
3. Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items#)	51.13	106.60	119.77	325.66	447.23
4. Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items#)	12.05	27.71	43.66	151.65	220.16
5. Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	12.05	27.71	43.66	151.65	220.16
6. Equity Share Capital	1,475.86	1,420.45	1,475.86	1,420.45	1,426.35
7. Earnings Per Share (of Rs. 10/- each) (for continuing and discontinued operations)					
i. Basic	0.08	0.20	0.30	1.07	1.56
ii. Diluted	0.08	0.19	0.30	1.02	1.56

Notes:

- The above Un-Audited Financial Results for the Quarter and Half year ended September 30, 2022, were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on November 14, 2022. These results have been subjected to limited review carried out by the Statutory Auditors.
- The Consolidated Results include results of all subsidiaries, viz., Vivobio Labs Private Limited, Vivobio Discovery Services Private Limited, Surlogic Life Consultancy Private Limited and Vivobio Consulting Services Private Limited (Formerly Donakanti Consulting Services Private Limited).
- The Company operates in single Segments Viz., Bio Technology. Hence segmental reporting is not required.
- The above is an Extract of the detailed format of quarterly Un-Audited Financial Results filed with stock exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the quarterly financial results is available on the stock exchange website www.bseindia.com and Company's website www.vivobio.com.
- Standalone Financial Information of the Company is as under:

(Rs. in Lacs)

Particulars	Quarter Ended		Half-Year Ended		Year Ended
	30.09.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
Total Income	1,254.43	1,019.84	2,380.85	2,341.01	5,148.31
Profit before Tax	50.98	106.60	119.62	325.04	447.39
Profit for the Period	11.92	27.71	43.53	151.03	220.33

Date: 14.11.2022
Place: Hyderabad

For Vivo Bio Tech Limited Sd/-
Kalyan Ram Mangipudi
Whole Time Director
DIN: 02012580

FINKURVE FINANCIAL SERVICES LIMITED
CIN: L65990MH1984PLC032403
Regd. Office : 202/A, 2nd Floor, Trade World, D Wing, Kamala Mills Compound, Lower Parel West, Mumbai - 400013
Tel No: 022-42441200, Email id: finkurvefinancial@gmail.com; Website: www.arvog.com

EXTRACT OF STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2022 (Rs. in Lakhs)

Sr. No.	Particulars	STANDALONE					
		QUARTER ENDED		HALF YEAR ENDED		YEAR ENDED	
		30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Total Income (Net)	1090.89	830.47	622.20	1921.35	1084.89	4365.02
2	Profit / (Loss) from Ordinary Activities after tax (9-10)	480.45	289.24	164.22	769.69	342.29	2160.88
3	Net Profit / (Loss) for the period after tax (after Extraordinary items)	480.45	289.24	164.22	769.69	342.29	2160.88
4	Paid-up Equity Share Capital (face value Rs 1/- each)	1,268.58	1,268.58	1,268.58	1,268.58	1,268.58	1,268.58
5	Reserves (excluding revaluation reserve as shown in the Balance Sheet of previous year)	-	-	-	-	-	14536.26
6	Earning per share (of Rs. 1/- each)						
a)	Basic and Diluted EPS (before Extraordinary items) (in Rs.)	0.38	0.23	0.13	0.61	0.27	1.70
b)	Basic and Diluted EPS (after Extraordinary items) (in Rs.)	0.38	0.23	0.13	0.61	0.27	1.70

Note: The above is an extract of the detailed format of Quarterly / Annual Financial Results filed with the Stock Exchange under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly / Annual Financial Results are available on the Company's website i.e. www.arvog.com and the Stock Exchange website i.e. www.bseindia.com.

For Finkurve Financial Services Limited Sd/-
Narendra Jain
Executive Director
DIN: 08788557

Place : Mumbai
Date : 14th November, 2022

एण्ड्र यूल् एण्ड कम्पनी लिमिटेड
ANDREW YULE & COMPANY LIMITED
(A Government of India Enterprise)
CIN : L63090WB1919GOI003229
Registered Office: "YULE House" 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001
Ph: (033) 2242-8210 / 8550, Fax No.: (033) 2242 - 9770,
E-mail: com.sec@andrewyule.com / Website: www.andrewyule.com

Extract of the Unaudited Standalone and Consolidated Financial Results for the quarter and six months ended 30th September, 2022 (Rs. in lakhs except as otherwise stated)

SL NO.	Particulars	Standalone			Consolidated		
		3 Months Ended 30.09.2022	6 Months Ended 30.09.2022	Corresponding 3 months ended 30.09.2021	3 Months Ended 30.09.2022	6 Months Ended 30.09.2022	Corresponding 3 months ended 30.09.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1.	Total income from operations (net)	12635.64	18569.03	14535.81	12635.64	18569.03	14535.89
2.	Net Profit / (Loss) for the period (before Tax, exceptional and/or extraordinary items)	2900.84	1100.96	2853.98	2474.52	1530.85	1842.79
3.	Exceptional Items	---	---	---	---	---	---
4.	Net Profit / (Loss) for the period before tax (after exceptional and/or extraordinary items)	2900.84	1100.96	2853.98	2474.52	1530.85	1842.79
5.	Net Profit / (Loss) for the period after tax (after exceptional and/or extraordinary items)	2521.45	721.57	2853.98	2095.24	1151.57	1842.79
6.	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	2521.45	721.57	2996.04	2095.24	1151.57	1984.85
7.	Paid-up Equity Share Capital (Face value Rs. 2/- per Equity Share)	9779.02	9779.02	9779.02	9779.02	9779.02	9779.02
8.	Reserves (excluding Revaluation Reserve) as shown in the Balance Sheet of previous year	---	9256.73	---	---	28373.16	---
9.	Earnings per Share (Face value Rs. 2/- per Equity Share)						
	- Basic (Rs.)	0.52	0.15	0.58	0.43	0.24	0.38
	- Diluted (Rs.)	0.52	0.15	0.58	0.43	0.24	0.38

Notes:

- The above standalone and consolidated financial results have been reviewed by the Audit Committee at their meetings held on 11th November, 2022 and 14th November, 2022, respectively, and approved by the Board of Directors at their meeting held on 14th November, 2022.
- The above is an extract of the detailed format of the unaudited standalone and consolidated financial results filed with the Stock Exchange under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the unaudited standalone and consolidated financial results for the quarter and six months ended 30th September, 2022 is available on the Stock Exchange website (www.bseindia.com) and on the Company's website (www.andrewyule.com).

For and on behalf of
Andrew Yule & Company Limited
Sd/-
(Sanjoy Bhattacharya)
Chairman & Managing Director

Place: Kolkata
Date: 14th November, 2022

SHIRAM PROPERTIES LIMITED
Corporate Identity Number (CIN) : L72200TN2000PLC044560
Registered Office: Lakshmi Leela Rite Choice Chamber New No. 9, Bazuliah Road, T Nagar, Chennai - 600017
Corporate Office: Shriram House No. 31, 2nd Main Road, T. Chowdiah Road, Sadashivanagar, Bengaluru - 560080
Telephone +91-80-40229999 | Fax +91-80-41236222
Email ID: cs.spl@shriramproperties.com Website: www.shriramproperties.com

Extract of Consolidated Financial Results for the quarter and six months ended 30 September 2022 (₹ in Millions)

	Quarter ended			Half year ended		Year ended
	30 September 2022 [Unaudited]	30 June 2022 [Unaudited]	30 September 2021 [Unaudited]	30 September 2022 [Unaudited]	30 September 2021 [Audited]	31 March 2022 [Audited]
1	Total income	2,758.31	1,451.12	942.32	4,209.43	1,511.55
2	Net Profit/(Loss) before tax	181.54	173.93	(241.55)	355.47	(527.05)
3	Net Profit/(Loss) after tax	195.95	104.71	(232.77)	300.66	(600.16)
4	Total comprehensive Income/(loss) for the period	195.95	104.89	(234.69)	300.84	(604.02)
5	Total comprehensive income/(loss) attributable to: Owners of the Holding Company	195.81	88.16	(234.69)	283.97	(686.53)
6	Equity Share capital (Face value of ₹ 10 each)	1,699.64	1,699.64	1,481.10	1,699.64	1,481.10
7	Reserves (Other Equity excluding Revaluation Reserves)					9,633.25
8	Earnings/(Loss) per share (of ₹ 10 each)					
	Basic (₹)	1.15	0.52	(1.57)	1.67	(4.60)
	Diluted (₹)	1.15	0.52	(1.57)	1.67	(4.60)

NOTES

- Brief of Standalone Financial Results for the quarter ended and six months ended 30 September 2022 is as follows:

	Quarter ended			Half year ended		Year ended
	30 September 2022 [Unaudited]	30 June 2022 [Unaudited]	30 September 2021 [Unaudited]	30 September 2022 [Unaudited]	30 September 2021 [Unaudited]	31 March 2022 [Audited]
Total income	600.66	568.89	678.90	1,169.55	1,133.66	3,245.76
Profit before impairment, exceptional items and taxes	6.23	92.19	159.95	98.42	219.94	1,265.21
Impairment/write-off	0.83	15.68	-	16.51	-	(1,789.36)
Net profit/(loss) after tax	7.83	73.59	171.82	81.42	156.06	(400.51)

- The above is an extract of the detailed format of quarterly financial results filed with the Stock exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the quarterly financial results are available on the website of the Stock exchange(s) viz. www.bseindia.com, www.nseindia.com and the same is also available on Company's website viz. www.shriramproperties.com

For and on behalf of the Board of Directors of Shriram Properties Limited
Sd/-
Murali M
Chairman & Managing Director
DIN: 00030096

Place: Bengaluru
Date : 14 November 2022

- The acquisition of the equity shares tendered by Non-Resident Indian ("NRI"), foreign portfolio investor ("FPI") and Overseas Corporate Bodies ("OCB") are subject to approval/exemption, if applicable, from the RBI. NRI and OCB holders of equity shares, if any, must obtain all requisite approvals required to tender the equity shares held by them pursuant to this Offer (including without limitation, the approval from the RBI and/or any such statutory body(s)) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if the holders of the equity shares who are not persons resident in India (including NRIs, OCBs, qualified foreign investor ("QFI") and foreign institutional investor ("FII")) had required any approvals (including from the RBI and/or any such statutory body(s)) in respect of the equity shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the equity shares, to tender the equity shares held by them pursuant to this Offer, along with the other documents required to be tendered, to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such equity shares tendered in this Offer.
- The Acquirers will have the right not to proceed with this Offer in accordance with Regulation 23 of the Takeover Regulations, in the event the statutory approvals are refused. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) working days of such withdrawal, in the same newspapers in which this DPS is published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office.
- The Acquirers shall complete all procedures relating to payment of consideration under this Offer within ten (10) working days from the date of closure of the tendering period to those Public Shareholders who have validly tender their shares and/or other documents are in order and are accepted for acquisition.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of Public Announcement	Wednesday, November 09, 2022
Date of publishing the DPS	Wednesday, November 16, 2022
Last date of filing of the draft Letter of Offer with SEBI	Wednesday, November 23, 2022
Last date of public announcement for a competing Offer(s)	Wednesday, December 07, 2022
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, December 14, 2022
Identified Date*	Friday, December 16, 2022
Last date by which Letter of Offer will be dispatched** to the Public Shareholders of the Target Company whose name appears on the register of members on the Identified Date	Friday, December 23, 2022
Last date by which committee of independent directors of the Board of Directors of the Target Company shall give its recommendations / comments	Tuesday, December 27, 2022
Last date for Upward revision in Offer	Wednesday, December 28, 2022
Date of publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances	Wednesday, December 28, 2022
Date of commencement of Tendering Period ("Offer Opening Date")	Friday, December 30, 2022
Date of closure of Tendering Period ("Offer Closing Date")	Thursday, January 12, 2023
Last date of completion of payment of consideration or refund of equity shares to the Public Shareholders of the Target Company whose equity shares have been rejected / accepted in this Offer	Friday, January 27, 2023
Last date for publication of post Open Offer public announcement in the newspapers in which this Detailed Public Statement has been published	Friday, February 03, 2023

*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be mailed. It is clarified that the Public Shareholders (registered or unregistered) of the Target Company (except the Acquirers and the parties to the SPA including persons deemed to be person acting in concert with such parties) are eligible to participate in this Offer at any time prior to the closure of this Offer. The above timelines are tentative (prepared on the basis of timelines provided under the Takeover Regulations) and are subject to change for any reason, including, but not limited to, delays in receipt of approvals (including from RBI) or comments from regulatory authorities.

**The Letter of Offer will be dispatched only after the receipt of comments from SEBI on the draft Letter of Offer and after the receipt of RBI Approval.

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All Public Shareholders of the Target Company, whether holding the equity shares in physical form or dematerialized form, registered or unregistered, are eligible to participate in this Offer at anytime during the tendering period for this Offer. Please refer section IX below for details in relation to tendering of equity shares held in physical form.
- The Letter of Offer specifying the detailed terms and conditions of this Offer will be mailed to all the Public Shareholders whose names appear in the register of members of the Target Company, as at the close of business hours on the Identified Date.
- Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company as on the Identified Date, or unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the Letter of Offer, may participate in this Offer. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Open Offer will be implemented by the Acquirers through the stock exchange mechanism made available by stock exchange in the form of a separate window ("Acquisition Window") as provided under the Takeover Regulations and SEBI circular no. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended by SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as per further amended by SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021. As per SEBI Circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the Public Shareholders participating in the Offer. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the Public Shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- BSE shall be the designated stock exchange for the purpose of tendering shares in the Open Offer.
- All shareholders who desire to tender their equity shares under this Offer would have to intimate their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market, during the tendering period.
- The Acquirers have appointed Prabhudas Lilladher Private Limited as the buying broker ("Buying Broker") for the Open Offer through whom the purchases and the settlement of the Open Offer shall be made.
- The contact details of the Buying Broker are: Prabhudas Lilladher Private Limited, 3rd Floor, Sadhana House, 570, P.B. Marg, Worli, Mumbai 400 018, Maharashtra, India Contact Person: Mr. Vijay Shah, Tel: +91 22 6632 2222. Fax: +91 22 6632 2229. Email: vijayshah@plindia.com
- The process of tendering the equity shares by the Public Shareholders holding equity shares that are under lock-in and the manner in which the equity shares tendered in the Open Offer will be held, will be enumerated in the Letter of Offer. The Letter of Offer along with a form of acceptance cum acknowledgement will be available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com, and shareholders can also apply by downloading such forms from the said websites.
- There shall be no discrimination in the acceptance of locked-in and non locked-in equity shares in the Offer. The equity shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.
- Separate Acquisition Window will be provided by BSE to facilitate placing of the 'sell orders'. The selling members can enter orders for demat equity shares as well as physical equity shares.

- The equity shares tendered by the Public Shareholders alongwith all other relevant documents required to be submitted, should be sent to the Registrar to the Offer (defined below) and NOT to the Acquirers or to the Target Company or to the Manager to the Offer.
 - No indemnity is needed from the unregistered shareholders.
- IX. PROCEDURE TO BE FOLLOWED BY PUBLIC SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM.**
- In accordance with the statement titled "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/ delisting" dated February 20, 2020 issued by SEBI, circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and notice issued by BSE vide notice number 20200528-32 dated May 28, 2020, the shareholders holding securities in physical form are allowed to tender shares in an Open Offer. Such tendering shall be as per the provisions of the Takeover Regulations. Accordingly, Public Shareholders holding equity shares in physical form as well are eligible to tender their equity shares in this Open Offer as per the provisions of the Takeover Regulations.
- X. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WILL BE EMAILED/ POSTED/ COURIERED TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE.**
- XI. OTHER INFORMATION**
- The Acquirers accept full responsibility for their obligations, as laid down in terms of the Takeover Regulations and for the information (other than such information as has been provided or confirmed by the Sellers or the Target Company) contained in the PA and this DPS.
 - Pursuant to Regulation 12 of the Takeover Regulations, the Acquirers have appointed PL Capital Markets Private Limited as the Manager to the Offer.
 - The information pertaining to the Target Company in this DPS or the Letter of Offer or any other advertisement/publications made in connection with the Offer has been compiled from public sources or provided by or relating to and confirmed by the Target Company which has not been independently verified by the Acquirers or the Manager. The Acquirers and the Manager do not accept any responsibility with respect to such information relating to the Target Company.
 - The Acquirers have appointed RCMC Share Registry Private Limited as the registrar to the Offer ("Registrar to the Offer") having its office at B-25/1, Okhla Industrial Area, Phase - 2, Near Rana Motors, New Delhi - 110 020, Contact person: Mr. Murali Dharan Nair, Tel No: 011-26387320 / 26387321, Fax No: 011-26387322, Email ID: investor.services@rcmcdelhi.com.
 - This DPS and the PA will also be available on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com and Manager to the Offer at www.plindia.com.
 - In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or re-grouping.
 - In this DPS, all references to "Rs." / "Rupees" / "INR" / "₹" are references to Indian Rupee(s), the official currency of India.

Issued by the Manager to the Offer	
Prabhudas Lilladher POWERING YOUR FINANCIAL GROWTH	PL CAPITAL MARKETS PRIVATE LIMITED 3 rd Floor, Sadhana House, 570, P.B. Marg, Worli, Mumbai - 400 018 Tel: +91 22 6632 2222; Fax: +91 22 6632 2229; Website: www.plindia.com Email: sdfcopenoffer@plindia.com Contact person: Wincy Nadar SEBI Registration No.: INM000011237