

June 06, 2022

To
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Subject: Offer Opening Public Announcement to the shareholders of GI Engineering Solutions Limited ('GESL' or 'TC' or 'Target Company') in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as '**Manager to the Offer**'), are hereby submitting **Offer Opening Public Announcement** made by us on behalf of **Mr. Vishesh Gupta and Vrindaa Advanced Materials Limited** (hereinafter collectively referred to as '**Acquirers**') to acquire 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares constituting 26.00% of paid-up equity share capital of **GI Engineering Solutions Limited ('Target Company')** at a price of INR 5.15/- (Indian Rupees Five and One Five Paise only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



(Manoj Kumar)
Partner and Head – M&A and Transactions

OPENING PUBLIC ANNOUNCEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ('SEBI (SAST) REGULATIONS, 2011') FOR THE ATTENTION OF THE SHAREHOLDERS OF

GI ENGINEERING SOLUTIONS LIMITED

CIN: L40109MH2006PLC163731

Registered Office: 73A SDF - III, SEEPZ, Andheri (East), Mumbai - 400096, India

Tel. No.: +91-22-44884488; Fax. No.: +91-22-28290603

Email ID: investors@giesl.in Website: www.giesl.in

Open Offer for acquisition of 22,39,089 Equity Shares from the Shareholders of GI Engineering Solutions Limited by Mr. Vishesh Gupta and Vrindaa Advanced Materials Limited

This Offer Opening Public Announcement and Corrigendum to the Detailed Public Statement is being issued by Corporate Professionals Capital Private Limited, for and on behalf of Mr. Vishesh Gupta and Vrindaa Advanced Materials Limited (hereinafter referred to as 'Acquirers') pursuant to Regulation 18(7) of SEBI (SAST) Regulations, 2011 in respect of the Takeover Open Offer to acquire substantial shares and control over GI Engineering Solutions Limited (hereinafter referred to as 'GESL'/'Target Company'). The Detailed Public Statement ('DPS') with respect to the aforementioned offer was made on March 11, 2022, Friday in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Pratahkal (Marathi) (Mumbai Edition).

- Offer Price of INR 5.15 (Indian Rupees Five and One Five Paise Only) per fully paid-up equity share of the Target Company.
- Independent Directors Committee (IDC) recommends that the Offer Price is in compliance with the applicable regulations and can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on June 02, 2022, Thursday.
- This is not a competing offer.
- Letter of Offer ('LOO') has been dispatched to all the equity shareholders of 'GESL' whose names appear in its Register of Members on May 24, 2022, Tuesday, the Identified Date.
- The LOO along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, www.sebi.gov.in, BSE's website, www.bseindia.com, NSE's website www.nseindia.com and the website of Manager to the Offer, www.corporateprofessionals.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
 - In the case of Equity Shares held in physical form
The Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer shall approach the Selling Broker. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of Equity shares etc. and such equity shareholders should note that physical Equity Shares will not be accepted unless the complete set of documents as mentioned in Para 8.12 is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification by the Registrar & Transfer Agent (RTA). On receipt of the confirmation from the RTA, the bid will be accepted otherwise it would be rejected and accordingly the same will be depicted on the exchange platform.
 - In case of Equity Shares held in dematerialized form
Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure mentioned under Para 8.11 of the Letter of Offer.
- Changes suggested by SEBI in their comments to be incorporated:

Original and Revised schedule of Activities

ACTIVITY	ORIGINAL	REVISED
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	March 04, 2022 Friday	March 04, 2022 Friday
Detailed Public Statement (DPS) Date	March 11, 2022 Friday	March 11, 2022 Friday
Filing of draft offer document with SEBI	March 21, 2022 Monday	March 21, 2022 Monday
Last date for a competing offer	April 01, 2022 Friday	April 01, 2022 Friday
Identified Date*	April 13, 2022 Wednesday	May 24, 2022 Tuesday
Date by which Letter of Offer will be despatched to the shareholders	April 22, 2022 Friday	May 31, 2022 Tuesday
Issue Opening PA Date	April 28, 2022 Thursday	June 06, 2022 Monday
Last date by which Board of TC shall give its recommendations	April 26, 2022 Tuesday	June 02, 2022 Thursday
Date of commencement of tendering period (Offer opening Date)	April 29, 2022 Friday	June 07, 2022 Tuesday
Date of expiry of tendering period (Offer closing Date)	May 13, 2022 Friday	June 20, 2022 Monday
Date by which all requirements including payment of consideration would be completed	May 30, 2022 Monday	July 04, 2022 Monday

*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 sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, person acting in concert with Acquirers, and persons deemed to be acting in concert thereof) are eligible to participate in the Offer at any time before the closure of the Offer.

- Kindly note that inadvertently in para 7.1.2 of the Letter of Offer, the Identified Date is mentioned as April 13, 2022, Wednesday instead of May 24, 2022, Tuesday, which is correct.
- The Open Offer will be implemented through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. Acquirers have appointed Nikunj Stock Brokers Limited ('Buying Broker') for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The detailed procedure for tendering of shares is given in Para 8 - "Procedure for Acceptance and Settlement" 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 the LOO.

MANAGER TO THE OFFER



Corporate Professionals

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi - 110049

Contact Person: Mr. Manoj Kumar / Ms. Ruchika Sharma

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Email: manoj@indiap.com / ruchika.sharma@indiap.com

SEBI Regn. No: INM000011435

For and on behalf of

Sd/-
Mr. Vishesh Gupta
Acquirer 1

Place: New Delhi
Date: June 06, 2022

For Vrindaa Advanced Materials Limited

Sd/-
Mr. Hari Bhagwan Sharma
Acquirer 2

PUBLICATION	SIZE	RATES	AMOUNT
1. BUSINESS STANDARD (ENGLISH, ALL EDITION) + BUSINESS STANDARD (HINDI, ALL EDITION)	12CM X 31CM	@ RS. 55/-PSC NET	20,460.00
2. PRATAHKAL (MARATHI, MUMBAI)	12CM X 31CM	@ RS.12/-PSC NET	4,464.00
			24,924.00
GST 5%			1,246.20
TOTAL AMOUNT;			26,170.20