

# CALLEIS REAL ESTATE PRIVATE LIMITED

August 24, 2022

**Scrip Code - 533520**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

**YAARI**  
**National Stock Exchange of India Limited**  
'Exchange Plaza',  
Bandra-Kurla Complex, Bandra (East)  
MUMBAI – 400 051

**Sub: Disclosure pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.**

Dear Sirs,

Pursuant to and in compliance with the NCLT approved composite Scheme of Amalgamation and Arrangement, involving *inter alia* SORIL Infra Resources Limited and Yaari Digital Integrated Services Limited ("the Target Company"), the Target Company had, on August 22, 2022, issued and allotted its 1,11,16,690 (one crore eleven lacs sixteen thousand six hundred ninety) fully paid-up equity shares of face value Rs 2/- each to the public shareholders of SORIL Infra Resources Limited. Consequent to the said allotment and increase in paid-up share capital of the Target Company, our voting rights (percentage) together with that of Persons Acting in Concert (PACs) with us, held in the Target Company, had changed from an aggregate 43.25% to 38.46%; however, the aggregate number of shares held by us and the PACs in the Target Company, subsequent to the aforesaid allotment, continues to remain the same.

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed a disclosure in the prescribed format, in respect of change in our shareholding/ voting rights in the Target Company, consequent to said allotment by the Target Company.

This is for your information and record.

Yours truly,

For Calleis Real Estate Private Limited

  
**Vikas Gupta**  
Authorized Signatory

CC:

The Board of Directors  
**Yaari Digital Integrated Services Limited**  
Plot No. 448-451 Udyog Vihar,  
Phase-V, Gurugram- 122016  
Haryana

**Calleis Real Estate Private Limited**

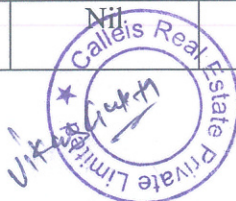
(CIN: U70109HR2011PTC078002)

Registered Office: 875 ,Sector-17B, Gurgaon Gurgaon HR 122001 IN

# CALLEIS REAL ESTATE PRIVATE LIMITED

**DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

|  |   |   |  |  |
|--|---|---|--|--|
| 1  | Name of the Target Company (TC)   | <b>Yaari Digital Integrated Services Limited</b>  |  |  |
|  |   | National Stock Exchange of India Limited<br>BSE Limited   |  |  |
| 2  | Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer      | <b>Calleis Real Estate Private Limited</b><br><br><b>PACs:</b><br>Mr. Sameer Gehlaut<br>Kritikka Infrastructure Private Limited<br>Jyestha Infrastructure Private Limited<br>Powerscreen Media Private Limited<br>Calleis Constructions Private Limited<br>Calleis Properties Private Limited<br>Karanbhumi Estates Private Limited<br>Meru Minerals Private Limited<br>Dahlia Infrastructure Private Limited<br>Galax Minerals Private Limited |  |  |
| 3  | Whether the acquirer belongs to Promoter/Promoter group                             | Yes   |  |  |
| 4  | Name(s) of the Stock Exchange(s) where the shares of TC are Listed                  | BSE Limited<br>National Stock Exchange of India Limited   |  |  |
| 5  | Details of the acquisition / disposal as follows                                    | Number  | % w. r. t. total share/voting capital, wherever applicable | % w. r. t. total diluted share/voting capital of the TC* |
| <b><u>Before the acquisition/disposal under consideration, holding of:</u></b> |   |   |  |  |
| (a)  | Shares carrying voting rights   | <b>Acquirer:</b><br>54,00,000<br>Equity Shares<br><br><b>PACs:</b><br>3,32,33,988<br>Equity Shares  | 6.05%<br><br>37.20%  | 5.69%<br><br>35.02%                                      |
|  |   | <b>3,86,33,988</b><br>Equity Shares   | <b>43.25%</b>  | <b>40.71%</b>  |
| (b)  | Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | Nil   | Nil  | Nil  |
| (c)  | Voting rights (VRs) otherwise than by shares  | Nil   | Nil  | Nil  |



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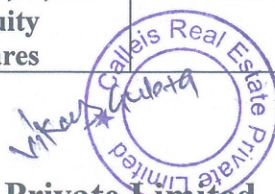
# CALLEIS REAL ESTATE PRIVATE LIMITED

|   |  |   |                |                |
|---|--|---|----------------|----------------|
| (d)   | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)                   | Nil   | Nil            | Nil            |
| (e)   | <b>Total (a + b + c + d)</b>   | <b>3,86,33,988<br/>Equity<br/>Shares</b>                    | <b>43.25%</b>  | <b>40.71%</b>  |
| <b><u>Details of acquisition / sale:</u></b>          |  |   |                |                |
| (a)   | Shares carrying voting rights acquired/sold ( <i>Refer Note 1</i> )  | <b><u>Acquirer:</u><br/>NIL equity<br/>shares</b>           | -0.67%^        | -0.60%^        |
|   |  | <b><u>PACs:</u><br/>NIL equity<br/>shares</b>               | -4.12%^        | -3.67%^        |
| (b)   | Voting rights (VRs) acquired/ sold otherwise than by shares  | Nil   | Nil            | Nil            |
| (c)   | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold     | Nil   | Nil            | Nil            |
| (d)   | Shares encumbered / invoked/released by the acquirer   | Nil   | Nil            | Nil            |
| (e)   | <b>Total (a + b + c +/- d)</b>   | Nil   | <b>-4.79%^</b> | <b>-4.27%^</b> |
| <b><u>After the acquisition / sale, holding :</u></b> |  |   |                |                |
| (a)   | Shares carrying voting rights  | <b><u>Acquirer:</u><br/>54,00,000<br/>Equity<br/>Shares</b> | 5.38%          | 5.09%          |
|   |  | <b><u>PACs:</u><br/>3,32,33,988<br/>Equity<br/>Shares</b>   | 33.08%         | 31.35%         |
| (b)   | Shares encumbered with the acquirer  | Nil   | Nil            | Nil            |
| (c)   | Voting rights (VRs) otherwise than by shares   | Nil   | Nil            | Nil            |
| (d)   | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition | Nil   | Nil            | Nil            |
| (e)   | <b>Total (a + b + c + d)</b>   | <b>3,86,33,988<br/>Equity<br/>Shares</b>                    | <b>38.46%</b>  | <b>36.44%</b>  |

**Calleis Real Estate Private Limited**

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|    |   |   |
|----|---|---|
| 6  | Mode of acquisition / sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.) | Change in voting rights, consequent to allotment of shares by Target Company on August 22, 2022 (Refer Note 1)  |
| 7  | Date of acquisition/ sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable                   | Change in voting rights, consequent to allotment of shares by Target Company on August 22, 2022 (Refer Note 1)  |
| 8  | Equity share capital / total voting capital of the target company before the said acquisition / sale                                      | Rs. 178,651,138 (comprising 8,93,25,569 fully paid-up equity shares having face value of Rs. 2/- each)  |
| 9  | Equity share capital/total voting capital of the target company after the said acquisition / sale   | Rs. 20,08,84,518 (comprising 10,04,42,259 fully paid-up equity shares having face value of Rs. 2/- each)  |
| 10 | Total diluted capital/ voting capital of the target company after the said acquisition / sale   | Rs. 21,20,17,718 /- (comprising (a) 10,04,42,259 Equity shares of face value Rs. 2/- each; and (b) 55,66,600 fully paid-up equity shares of face value Rs. 2/- each arising out of exercise of stock options) |

**Note 1:** Yaari Digital Integrated Services Limited / the Target Company had, on August 22, 2022, issued and allotted its 1,11,16,690 (one crore eleven lacs sixteen thousand six hundred ninety) fully paid-up equity shares of face value Rs 2/- each to the public shareholders of SORIL Infra Resources Limited, pursuant to and in compliance with the NCLT approved composite Scheme of Amalgamation and Arrangement, involving SORIL Infra Resources Limited and Yaari Digital Integrated Services Limited, amongst others, which came into effect on August 3, 2022. Consequent to the said allotment and increase in paid-up share capital of the Target Company, our voting rights (percentage) together with that of Persons Acting in Concert (PACs) with us, held in the Target Company, had changed from an aggregate 43.25% to 38.46%; however, the aggregate number of shares held by us and the PACs in the Target Company, subsequent to the aforesaid allotment, continues to remain the same.

\* Percentage has been computed on pre-allotment diluted share capital of the Target Company comprising (a) 8,93,25,569 fully paid-up equity shares of face value Rs. 2/- each; and (b) 55,66,600 Equity shares of face value Rs. 2/- each arising out of exercise of stock options; aggregating to Rs. 18,97,84,338/-.

^ Difference between post-allotment and pre-allotment shareholding/ voting rights percentage.

For Calleis Real Estate Private Limited

  
Vikas Gupta  
Authorized Signatory

Date: August 24, 2022

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