

Calleis Constructions 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 Constructions 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 Constructions Private Limited

(CIN U70109HR2011PTC078782)

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

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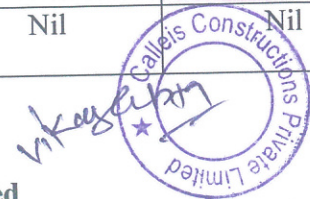
DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company (TC)	Yaari Digital Integrated Services Limited		
		National Stock Exchange of India Limited BSE Limited		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	Calleis Constructions Private Limited PACs: Mr. Sameer Gehlaut Kritikka Infrastructure Private Limited Jyestha Infrastructure Private Limited Powerscreen Media Private Limited Calleis Real Estate Private Limited Calleis Properties Private Limited Karanbhumi Estates Private Limited Meru Minerals Private Limited Dahlia Infrastructure Private Limited 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 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*
<u>Before the acquisition/disposal under consideration, holding of:</u>				
(a)	Shares carrying voting rights	Acquirer: 54,00,000 Equity Shares PACs: 3,32,33,988 Equity Shares	6.05% 37.20%	5.69% 35.02%
		3,86,33,988 Equity Shares	43.25%	40.71%
(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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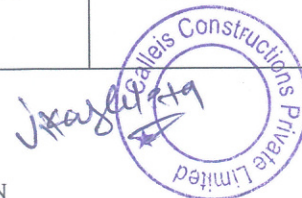
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(d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
(e)	Total (a + b + c + d)	3,86,33,988 Equity Shares	43.25%	40.71%
Details of acquisition / sale:				
(a)	Shares carrying voting rights acquired/sold (<i>Refer Note 1</i>)	Acquirer: NIL equity shares PACs: NIL equity shares	-0.67%^ -4.12%^	-0.60%^ -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)	Total (a + b + c +/- d)	Nil	-4.79%^	-4.27%^
After the acquisition / sale, holding :				
(a)	Shares carrying voting rights	Acquirer: 54,00,000 Equity Shares PACs: 3,32,33,988 Equity Shares	5.38% 33.08%	5.09% 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)	Total (a + b + c + d)	3,86,33,988 Equity Shares	38.46%	36.44%

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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 Constructions Private Limited**


Vikas Gupta
 Authorized Signatory

Date: August 24, 2022

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