

29<sup>th</sup> July, 2024

To,  
**BSE Limited**  
**The Department of Corporate Service**  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai- 400001  
**Script Code: 517467/ Scrip ID: MARSONS**

**Sub: Disclosure under Regulation 10 (5) in respect of Regulation 10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011**

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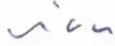
Dear Sir,

Pursuant to the provisions of Regulation 10 (1) (a) (ii) and 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I, Binay Kumar Agarwal, Director of **Yashoda Inn Private Limited** belonging to the Promoter/ Promoter Group of Marsons Limited ("the Company") would like to inform you that Yashoda Inn Private Limited proposes to acquire total of 1,85,88,461 (10.80%) Equity Shares of Re. 1/- of the Company on or after 2<sup>nd</sup> August 2024.

Please find enclosed herewith the Disclosure under Regulation 10 (5) in respect of Regulation 10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011 alongwith the annexures as mentioned in the Disclosure under Regulation 10(5) of SEBI (SAST) Regulations.

Thanking You,  
Yours Sincerely,

For Yashoda Inn Private Limited

  
Binay Kumar Agarwal  
Director  
DIN: 00566931  
Place: Kolkata



*Encl: As above*

Yashoda Inn Pvt. Ltd.

Gandhi House, 16 Ganesh Chandra Avenue, 7th Floor, Kolkata - 700 013, Ph. : (033) 2237 2000  
E-mail : [info@yashodainternational.com](mailto:info@yashodainternational.com) [www.yashodainternational.com](http://www.yashodainternational.com)  
CIN : 51909WB1998PTC088441

**Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	<b>MARSONS LIMITED</b>
2.	Name of the acquirer(s)	<b>YASHODA INN PRIVATE LIMITED</b>
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the Acquirer is the Promoter of the Target Company prior to the transaction.
4.	Details of the proposed acquisition	
	a.	Name of the persons from whom shares are to be acquired SILVERTOSS SHOPPERS PRIVATE LIMITED
	b.	Proposed date of acquisition On or after 2 <sup>nd</sup> August 2024.
	c.	Number of shares to be acquired from each person mentioned in 4(a) above 1,85,88,461 (10.80%) Equity Shares to be acquired from Silvertoss Shoppers Private Limited
	1.	Total shares to be acquired as % of share capital of TC 1,85,88,461 (10.80%)
	2.	Price at which shares are proposed to be acquired The shares of Marsons Limited will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1) (a) of the SEBI (SAST) Regulations, 2011.
	3.	Rationale, if any, for the proposed transfer Inter se transfer amongst the Promoter & Promoter Group.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	The shares of the TC are frequently traded in terms of Regulation 2 (1) (j) of SEBI (SAST) Regulations, 2011. The volume-weighted average market price for a period of sixty trading days preceding the date of issuance of notice as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period is Rs. 56.78 per share.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Annexure A



9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	Annexure A			
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Annexure B			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with.	Annexure A			
11.	Shareholding details	Before the proposed Transaction	After the proposed Transaction		
		No. of shares /voting Rights	% w.r.t Total share capital of TC	No. of shares /voting Rights	% w.r.t total share capital of TC
<b>Acquirer(s) and PACs (other than sellers)</b>					
	Yashoda Inn Private Limited	7,37,50,000	42.85%	9,23,38,461	53.65%
<b>Seller</b>					
	Silvertoss Shoppers Private Limited	1,85,88,461	10.80%	Nil	-

For YASHODA INN PRIVATE LIMITED

*Binay*  
 Binay Kumar Agarwal  
 Place: Kolkata  
 Date: 29<sup>th</sup> July 2024



**Annexure A**

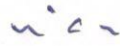
**TO WHOMSOEVER IT MAY CONCERN**

**Yashoda Inn Private Limited**, the acquirer belonging to the Promoter/ Promoter Group of Marsons Limited (“the Company”) propose to acquire total of 1,85,88,461 (10.80%) Equity Shares from Silvertoss Shoppers Private Limited, the Seller (belonging to Promoter/ Promoter Group of the Company). In this respect, we hereby declare and confirm in respect of the proposed Inter se transfer amongst Promoter/ Promoter Group that:

- i) the acquisition price would not be higher by more than 25% of the volume-weighted average market price for a period of 60 trading days preceding the date of issuance of notice for the proposed inter se transfer, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period as per proviso (i) of Regulation 10 (1) (a) of SEBI (SAST) Regulations, 2011.
- ii) the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) with applicable disclosure requirements under Chapter V of the SEBI (SAST) Regulations, 2011.
- iii) We have complied with the conditions as specified under regulation 10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011 i.e. we have been named as Promoters of Marsons Limited (“the Company”) in the shareholding pattern filed by the Company in terms of the Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [“Listing Regulations”] for not less than three years prior to the proposed acquisition i.e. on or after 2<sup>nd</sup> August 2024.

Thanking You,  
Yours Sincerely,

**For Yashoda Inn Private Limited**

  
**Binay Kumar Agarwal**  
Director  
DIN: 00566931  
Place: Kolkata  
Encl: As above



**Yashoda Inn Pvt. Ltd.**

Gandhi House, 16 Ganesh Chandra Avenue, 7th Floor, Kolkata - 700 013, Ph. : (033) 2237 2000  
E-mail : info@yashodainternational.com www.yashodainternational.com  
CIN : 51909WB1998PTC088441

**yashodainn@marsonsonline.com**

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**From:** yashodainn@marsonsonline.com  
**Sent:** 26 September 2022 12:37  
**To:** corp.compliance@bseindia.com; corp.relations@bseindia.com; 'MARSONS LTD';  
'Sultana'  
**Subject:** Intimation/Disclosures under SEBI (SAST) Regulations, 2011  
**Attachments:** Reg 29(2).pdf

Sir,  
Please find enclosed herewith the Disclosures under SEBI (SAST) Regulations, 2011 for the sale of 2,67,30,000 (21.38%) Equity Shares of the Company pursuant to Offer for Sale (OFS).

You are requested to kindly take on record.

Regards  
For Yashoda Inn Private Limited  
Binay Kumar Agarwal  
Director  
DIN: 00566931



**Yashoda**  
INTERNATIONAL

26<sup>th</sup> September, 2022

To,  
**BSE Limited**  
Department of Corporate Services  
P. J. Tower, Dalal Street,  
Mumbai 400 001,

To,  
**Marsons Limited**  
Marsons House, Budge  
Budge Trunk Road, Chakmir Maheshtala,  
Kolkata, West Bengal, 700 142

**Sub: Intimation/Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Ref: Script Code : 517467**  
**Script ID : MARSONS**

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Dear Sir,

With reference to the captioned subject, please find enclosed the disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the sale of 2,67,30,000 (21.38%) Equity Shares of the Company pursuant to Offer for Sale (OFS).

The total holding of the Promoter/ Promoter Group in the Company before this OFS is 96.38%. The total holding of the Promoter/ Promoter Group in the Company after this OFS shall be 75.00%.

Please find enclosed herewith the relevant information in the prescribed Format.

I request you to kindly take the above information on your record.

Thanking you,  
Yours sincerely

**For Yashoda Inn Private Limited**

  
**Binay Kumar Agarwal**  
Director  
DIN: 00566931  
Encl: as above



Yashoda Inn Pvt. Ltd.

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	<b>Marsons Limited</b>		
2. Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer/seller	1. Yashoda Inn Private Limited 2. Other members/ entities belonging to Promoter/ Promoter Group		
3. Whether the acquirer/seller belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<u>Before the acquisition (disposal) under consideration, holding of:</u>			
a) Shares carrying voting rights			
a. Yashoda Inn Private Limited	10,04,80,000	80.38%	80.38%
b. Other members/ entities belonging to Promoter/ Promoter Group	2,00,00,000	16.00%	16.00%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	N.A.	N.A.
	Nil	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
<b>e) Total (a+b+c+d)</b>	<b>12,04,80,000</b>	<b>96.38%</b>	<b>96.38%</b>
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/ sold			
a. Yashoda Inn Private Limited	2,67,30,000	21.38%	21.38%
b. Other members/ entities belonging to Promoter/ Promoter Group	Nil	N.A.	N.A.
b) VRs acquired/ sold otherwise than by equity shares	Nil	N.A.	N.A.
c) Warrants/convertible securities/any other	Nil	N.A.	N.A.



instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	N.A.	N.A.
d) Shares encumbered/ invoked/ released by the acquirer	Nil	N.A.	N.A.
e) Total (a+b+c+d)	<b>2,67,30,000</b>	<b>21.38%</b>	<b>21.38%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights			
a. Yashoda Inn Private Limited	7,37,50,000	59.00%	59.00%
b. Other members of Promoter/ Promoter Group	2,00,00,000	16.00%	16.00%
b) Shares encumbered with the acquirer	Nil	N.A.	N.A.
c) VRs otherwise than by equity shares	Nil	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	N.A.	N.A.
e) <b>Total (a+b+c+d)</b>	<b>9,37,50,000</b>	<b>75.00%</b>	<b>75.00%</b>
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Pursuant to Offer for Sale (OFS)		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>22<sup>nd</sup> September, 2022 and 23<sup>rd</sup> September, 2022</b>		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 12,50,00,000 consisting of 12,50,00,000 Equity Shares of Re. 1/- each.		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 12,50,00,000 consisting of 12,50,00,000 Equity Shares of Re. 1/- each.		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 12,50,00,000 consisting of 12,50,00,000 Equity Shares of Re. 1/- each.		

**Note:**

(\* Total share capital/voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the Listing Agreement).





(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Yashoda Inn Private Limited**

*man*  
**Binay Kumar Agarwal**  
Director

DIN :00566931

Date : 26<sup>th</sup> September, 2022

Place : Kolkata

