



Chartered Capital And Investment Ltd.

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.

Tel.: 91-22-6692 4111 / 6222 • Fax : 91-22-6692 6222

Website : www.charteredcapital.net

CIN NO: L45201GJ1986PLC008577

Date: Tuesday, December 05, 2017

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Ref.: Open Offer to the Shareholders of TRC Financial Services Limited for acquisition of Equity Shares / Voting Rights under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto

Sub: Submission of Copy of Offer Opening Public Announcement and Corrigendum

Dear Sir(s),

In relation to the captioned offer we are enclosing herewith the Copy of **Offer Opening Public Announcement and Corrigendum** which appeared on Tuesday, December 05, 2017 in all the editions of Business Standard (English), Business Standard (Hindi) and Lakshadeep (Marathi), Mumbai edition where the Detailed Public Statement of the Offer was published.

Please take it on your record.

Thanking you,

Yours faithfully,

For **Chartered Capital and Investment Limited**

A.K. Gattani

Amitkumar Gattani
Assistant Vice President



Encl: a/a

TRC FINANCIAL SERVICES LIMITED

CIN: L74899MH1994PLC216417

Registered Office: Bandra Hill View CHS, 3rd Floor, 85 Hill road, Opp. Yoko Sizzlers, Bandra (West), Mumbai - 400050
Tel No.: +91 22 26414725 Email Id: trcfsldt@gmail.com

This Advertisement is being issued by **Chartered Capital and Investment Limited** (the "Manager to the Offer"), for and on behalf of **Jupiter Capital Private Limited** (the "Acquirer") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and subsequent amendments thereto (the "Takeover Regulations") in respect of the Open Offer (the "Offer") to acquire up to 13,00,234 (Thirteen Lacs Two Hundred and Thirty Four) equity shares of Rs 10/- each (Rupees Ten Only) at an offer price of Rs 18/- (Rupees Eighteen Only) per equity share (the "Offer Price") payable in cash representing 26% of total paid up capital/ voting capital of **TRC Financial Services Limited** (the "Target Company"). Further to this Corrigendum to the Detailed Public Statement ("Corrigendum") is also being issued pursuant to changes/amendments advised by SEBI vide its letter Dated November 17, 2017. The Detailed Public Statement ("DPS") with respect to the aforementioned offer made by the Acquirer had appeared in (i) Business Standard (English) (all editions), (ii) Business Standard (Hindi) (all editions) and (iii) Mumbai Lakshadeep (Marathi) Maharashtra, on Monday, January 23, 2017.

- The Offer Price is Rs. 18/- (Rupees Eighteen Only) per equity share of Rs. 10/- each. There has been no revision in the Offer Price.
- A committee of Independent Directors ("IDC") of the Target Company have opined that the Offer Price of Rs. 18/- (Rupees Eighteen only) is fair and reasonable and in accordance with Takeover Regulations. The IDC's recommendation was published on Monday, December 04, 2017 in the same newspapers in which the DPS was published, as mentioned above.
- The Offer is not a competing offer in terms of Regulation 20 of Takeover Regulations. There has been no competitive bid to this Offer.
- Purva Sharegistry (India) Pvt. Ltd., Registrar to the Offer, has confirmed that the Letter of Offer to all the Eligible Shareholders of Target Company, holding shares as on identified Date i.e. Tuesday, November 21, 2017, have been dispatched on Tuesday, November 28, 2017.
- Please note that a copy of the Letter of Offer, including Form of Acceptance cum Acknowledgment is also available on the website of SEBI at www.sebi.gov.in and www.bseindia.com. A summary of the procedure for tendering Equity Shares in the Offer is as below. For further details, please refer to point 8 titled "Procedure for Acceptance and Settlement" on page 22 of the Letter of Offer.

- In the case of the Equity Shares held in dematerialised form:** An Eligible Public Shareholder holding Equity Shares in dematerialised form may participate in the Offer by approaching their respective Selling Broker indicating the details of Equity Shares intended to be tendered in the Offer. The resident Eligible Public Shareholders holding Equity Shares in dematerialised form are not required to fill any Form of Acceptance-cum-Acknowledgement. The non-resident Eligible Public Shareholders holding Equity Shares in dematerialised form are required to fill the Form of Acceptance-cum-Acknowledgement and send the same along with other documents specified in the LOF to the Registrar to the Offer.

- In the case of the Equity Shares held in physical form:** An Eligible Public Shareholder holding Equity Shares in physical form may participate in the Offer by approaching their respective Selling Broker and by providing their respective Form of Acceptance-cum-Acknowledgment (signed by all Eligible Public Shareholders (in case of joint holding)) along with the documents specified in the LOF (including original share certificate(s), valid share transfer deed and self attested copy of the Eligible Public Shareholder's PAN card) to the Registrar to the Offer not later than 2 (two) days from Closure of the Tendering Period i.e. December 19, 2017 (by 5 p.m.). The envelope should be superscribed as ("**TRC Financial Services Limited-Open Offer**").

In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

- All observations received from SEBI in terms of Regulation 16(4) of the Takeover Regulations have been incorporated in the Letter of Offer.
- To the best of the knowledge of the Acquirer, as on the date of Letter of Offer, no statutory approvals are required by the Acquirer to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
- The revised schedule of activities pertaining to the Offer is set forth below: (In compliance with Regulation 18(7) of Takeover Regulations and pursuant to changes/amendments advised by SEBI vide its letter Dated November 17, 2017)

Sr. No.	Activity	Original Schedule	Revised Schedule
		Day and Date	Day and Date
1.	Date of Public Announcement ('PA')	Monday, January 16, 2017	Monday, January 16, 2017
2.	Date of publication of the Detailed Public Statement	Monday, January 23, 2017	Monday, January 23, 2017
3.	Last date for a competing offer	Tuesday, February 14, 2017	Tuesday, February 14, 2017
4.	Identified Date*	Thursday February 23, 2017	Tuesday, November 21, 2017
5.	Date by which Letter of offer will be dispatched to the Shareholders	Friday, March 03, 2017	Tuesday, November 28, 2017
6.	Last date for upward revision of Offer Price and/or Offer Size	Monday, March 06, 2017	Thursday, November 30, 2017
7.	Last date by which Board of Director of the Target Company shall give its recommendation	Wednesday, March 08, 2017	Monday, December 04, 2017
8.	Offer opening Public Announcement	Thursday, March 09, 2017	Tuesday, December 05, 2017
9.	Date of commencement of Tendering Period (Offer opening Date)	Friday, March 10, 2017	Wednesday, December 06, 2017
10.	Date of closing of tendering period (Offer closing Date)	Friday, March 24, 2017	Tuesday, December 19, 2017
11.	Date by which all requirements including payment of consideration would be completed	Tuesday, April 11, 2017	Wednesday, January 03, 2018

* Date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer was sent.

The changes in point 8 above, wherever appeared in DPS dated Monday, January 23, 2017 should be read accordingly.

Capitalized terms used but not defined in this offer opening advertisement and corrigendum shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer.

The Acquirer and its Directors, accept full responsibility for the information contained in this offer opening advertisement and corrigendum and also accept responsibility for the obligations of the Acquirer laid down under the Takeover Regulations.

This offer opening advertisement and corrigendum is expected to be available on the SEBI website at www.sebi.gov.in

ISSUED FOR AND ON BEHALF OF THE ACQUIRER, BY MANAGER TO THE OFFER



CHARTERED CAPITAL AND INVESTMENT LIMITED

CIN No.: L45201GJ1986PLC008577; SEBI Registration No.: INM000004018

418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai 400 093.

Tel. No.: 022-6692 4111; Fax No.: 022-6692 6222; Email: mumbai@charteredcapital.net;

Website: www.charteredcapital.net; Contact Person: Mr. Amitkumar Gattani

For and on behalf of the Acquirer
Jupiter Capital Private Limited

Sd/-
Sidhartha Mehra
(Chief Financial Officer)

Place: Mumbai

Date: Monday, December 04, 2017