

December 10, 2018

To,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

Respected Sir/ Madam,

**Sub: Open Offer to the Shareholders of S.I.Capital & Finance Services Limited (Hereinafter referred to as "Target Company" or "SICFSL") for acquisition of up to 7,80,000 equity shares of ₹ 10/- each representing 26% of the equity and voting share capital of SICFSL @ ₹ 10/- per fully paid-up equity share.**

Please find enclosed:

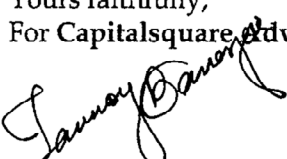
1. One hard copy of the Detailed Public Statement for the above mentioned open offer.
2. Copy of Detailed Public Statement of the newspaper viz. Publications in Business Standard (English Daily) (All India Edition), Business Standard (Hindi daily) (All India Edition) and Mumbai Lakshwadeep (Marathi daily) (Mumbai Edition).\*
3. Soft copy in compact disc in PDF Format of the Detailed Public Statement of SICFSL.

\* Copy of Makkal Kural(Tamil Daily) (Chennai Edition) will be provided at later stage.

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,  
For Capitalsquare Advisors Private Limited

  
Mr. Tanmoy Banerjee  
(Vice President)



Encl.: As Above

**CAPITALSQUARE ADVISORS PRIVATE LIMITED**

Regd. Address : 208, 2<sup>nd</sup> Floor, AARPEE Centre, MIDC Road No. 11, Andheri (E), Mumbai 400093, India.  
Tel - +91 22 66849999 Fax - +91 22 66849998 | CIN No. U65999MH2008PTC187863 | Website : www.capitalsquare.in

**DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF  
S.I.CAPITAL & FINANCIAL SERVICES LIMITED**

**Registered Office: 64, Montieth Road, Egmore, Chennai, Tamil Nadu- 600008 India**

**Phone No.: +91-44-28415438,28415439,42145840;**

**Website: www.sicapital.co.in; Email Id: info@sicapital.co.in**

**CIN: L67190TN1994PLC029151**

**In compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3) and 15(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Open Offer for acquisition upto 7,80,000 Equity Shares from the shareholders of  
S.I.CAPITAL & FINANCIAL SERVICES LIMITED ("TARGET COMPANY" ) by  
SHAREWEALTH SECURITIES LIMITED ("ACQUIRER ")**

OPEN OFFER FOR ACQUISITION OF UP TO 7,80,000 FULLY PAID-UP EQUITY SHARES ("OPEN OFFER SHARES") OF FACE VALUE OF ₹10 (RUPEES TEN) EACH REPRESENTING 26.00% OF THE EQUITY SHARE CAPITAL/VOTING CAPITAL OF S.I.CAPITAL & FINANCIAL SERVICES LIMITED (HEREINAFTER REFERRED TO AS "TARGET COMPANY" OR "SICFSL"), FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW), AT A PRICE OF ₹ 16/- (RUPEES SIXTEEN ONLY) PER EQUITY SHARE, BY SHAREWEALTH SECURITIES LIMITED (HEREINAFTER REFERRED TO AS "THE "ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 4 OF THE SECURITIES EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS") .

This Detailed Public Statement ("DPS") is being issued by Capitalsquare Advisors Private Limited, the Manager to the Offer ("Manager" or "CSAPL"), on behalf of the Acquirer, in compliance with regulations 13(4), 14(3), 15(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") and pursuant to the Public Announcement ("PA") dated December 03, 2018 in terms of regulations 3(1) and 4 of the SEBI (SAST) Regulations with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE" or the "Stock Exchange") and the Target Company at its registered office through letters dated December 03, 2018 in terms of Regulation 14(2) of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms shall have the meaning assigned to them below:

'Business Day' means any day other than a Saturday, Sunday or any day on which banks in India or the SEBI is permitted to be closed.

'Identified Date' means the date falling on the 10th (tenth) working day prior to the commencement of the tendering period, for the purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent.

'Public Shareholders' means all the equity shareholders of the Target Company excluding (i) the shareholders forming a part of the promoter/ promoter group of the Target Company; (ii) parties to the SPA (defined below); and (iii) any persons acting in concert or deemed to be acting in concert with the persons set out in (i) and (ii).

'Voting Share Capital' means the fully diluted equity voting share capital of the Target Company as of the 10th working day from the closure of the tendering period of the Offer.



I. DETAILS OF ACQUIRER, SELLERS, TARGET COMPANY

A. INFORMATION ABOUT THE ACQUIRER:

**SHAREWEALTH SECURITIES LIMITED:**

- (i) The Acquirer was incorporated as Sharewealth Securities Limited on March 23, 2005 under the provisions of Companies Act, 1956. There has been no other change in the name of the Acquirer since its incorporation. The corporate identification number of the Acquirer is U67120KL2005PLC018045. The registered office of the Acquirer is situated at Door No. 20/232, Adiyat Lane, Poothole. P. O, West Fort, Thrissur- 680004.Tel. No. 0487 - 2436500; Fax no 0487 2428916; Email: [contact@sharewealthindia.com](mailto:contact@sharewealthindia.com); [/ho@sharewealthindia.com](mailto:/ho@sharewealthindia.com); Website: [www.sharewealthindia.com](http://www.sharewealthindia.com)
- (ii) The Authorised Capital of Acquirer is ₹25,00,00,000/- divided into 2,50,00,000 shares of ₹10/- each. The Paid up Capital of Acquirer is ₹ 14,06,70,860 /- divided into 14067086 shares of ₹ 10/- each.
- (iii) Equity shares of the Acquirer are not listed on any stock exchange in India or abroad.
- (iv) The Acquirer is part of the Sharewealth group.
- (v) The Acquirer has following subsidiaries:  
Sharewealth Commodities Pvt Ltd  
Sharewealth Kuries India Ltd  
Sharewealth Chits Ltd
- (vi) The present Board of Directors of Acquirer are as follows:

Name	Date of Appointment	Designation
Unnikrishnan Anchery	25/05/2018	Director
Thandassery Balachandran Ramakrishnan	26/09/2009	Managing Director
Anil Menon	23/03/2005	Director
Ramanathan Anchery	23/03/2005	Director
Khalid Ambalath Yusaf	26/09/2009	Director
Vishnu Agarwal	28/03/2017	Director

- (vii) Acquirer provides services of savings and investment solutions to all its clients. It provides services of Equities to Derivatives - including Commodities and Currencies, Depository Services to Mutual Funds and Research, IPO, Exchange Traded Funds (ETF) and Systematic Investment Plans (SIP).

Sharewealth Securities Limited, based in Thrissur (Kerala) is promoted by a group of financial market professionals having more than 28 years of experience. Sharewealth has been prioritizing its focus at providing complete end-to-end services of savings and investment solutions to all its clients. Sharewealth is very actively expanding its retail distribution network to reach out to investors nationwide. Presently, Acquirer is offering online trading platform for derivatives, currency futures and commodities with multiple bank payment gateways for online transfer of funds.

Mr. T.B.Ramakrishnan(Ramki) is the CEO & Managing Director of Sharewealth, which has a highly competent, diversified Board of Directors. Mr.T.B. Ramakrishnan(Ramki) is a Stock Market Analyst, Ex. Treasurer & Governing Council Member of Cochin Stock Exchange Ltd (1998-2000) and former Kerala Regional Head of Sharekhan who has got more than 28 years of experience in Financial Markets. He is a writer and gives articles to various investment magazines in Kerala on capital, commodity & currency investments. Also appears on major Television channels in Kerala for giving investment advices & market



trends. Sharewealth staff members are well qualified, well experienced & certified to meet high service standards.

The Acquirer is the Member of National Stock Exchange of India Ltd, BSE Limited, and Depository Participant with CDSL having Permanent Registration for Equity based business. Sharewealth group company Sharewealth Commodities Pvt. Ltd. has membership in MCX.

- (viii) Sharewealth Securities Limited is holding a Permanent Account Number (PAN) AAKCS3101P.
- (ix) The Networth of Sharewealth Securities Limited as on September 30, 2018 is ₹ 1956.87 Lacs and the same is certified by CA Sajeew Partner of Sajeew & Ajith Chartered Accountants, (Membership No. 207625), Chartered Accountant (FRN:014219S) having his office at, #32/1131G, Manakkattu Building ,2<sup>nd</sup> Floor, Changampuzha Nagar P.O., S.Kalamassery, Kochi - 682033 Tel. No.+91 484 2557732, 2558732; Email: sa.cakochi@gmail.com

The brief Consolidated and Standalone Audited Financials of the Acquirer for the last three years and for last six months are as under:

**Consolidated Financials** (₹ in Lacs)

For the Year Ended	31st March 2016 (Audited)	31st March 2017 (Audited)	31st March 2018 (Audited)	30th Sept 2018
Total Revenue	1,446.55	1,470.13	1,712.60	835.00
Net profit / ( Loss)	95.57	112.49	172.97	83.86
EPS (₹ Per Share)	1.82	1.68	2.59	0.59
Net Worth/ Shareholders Funds	1,430.27	1,700.04	1,873.01	1956.87

The brief Consolidated and Standalone Audited financials of the Acquirer for the last three years and for last six months are as under:

**Standalone Financials** (₹ in Lacs)

For the Year Ended	31st March 2016 (Audited)	31st March 2017 (Audited)	31st March 2018 (Audited)	30th Sept 2018
Total Revenue	1056.39	1067.55	1265.34	656.43
Net profit / ( Loss)	47.70	48.93	112.73	17.51
EPS (₹ Per Share)	0.91	0.73	1.68	0.12
Net Worth/ Shareholders Funds	1240.74	1446.95	1559.69	1577.20

- (x) Sharewealth Securities Limited has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.
- (xi) Acquirer has confirmed that it is not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011. It has further confirmed that it is not appearing in the willful defaulters list of the Reserve Bank of India.
- (xii) Sharewealth Securities Limited is not forming part of the present Promoter group of the Target Company. As on date of this DPS, there is/are no nominee(s) of the Acquirer on the Board of Directors of the Target Company.
- (xiii) Except the transaction contemplated in the Share Purchase Agreement ("SPA"), the company does not have any other relationship/interest in the Target Company.



(xiv) The entities promoted/controlled/managed by Acquirer is as under:

Sl. No.	Name of the Shareholders	Number of equity shares held	% of total Equity Shares held/ Share of Partnership etc.
1.	Ramakrishnan Thandassery Balachandran	14,81,895	22.14%
2.	Anchery Ramanathan	3,98,128	5.95%
3.	Anchery Unnikrishnan	3,69,581	5.52%
4.	Dr. Anil Menon	6,31,039	9.43%
5.	Princy Chummar	1,63,426	2.44%

(xv) There are no other ultimate beneficial owner other than Ramakrishnan Thandassery Balachandran , Anchery Ramanathan, Anchery Unnikrishnan, Dr. Anil Menon and Princy Chummar in relation to the Offer within the meaning of 2(1)(q)(1) of SEBI (SAST) Regulations.

(xvi) Acquirer has not held and does not hold any Equity Shares of the Company as on the date of this DPS. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable.

#### B. INFORMATION ABOUT THE SELLING SHAREHOLDERS

(i) The details of the selling shareholders (the "Selling Shareholders"), who have entered into the Share Purchase Agreement with the Acquirer and the Target Company (as detailed below in Part II of this DPS), are as stated hereunder:

Sl. No.	Name & Address of Sellers	Nature	Shares Holding Prior to SPA	Part of the Promoter/ Promoter Group (Yes/ No)	% to paid Equity Shares
1.	V A Kurien Old No110, New No 96, Velachery Road, Sudarsan Garden, Gundy Chennai 600032 Tamil Nadu India	Individual	7,56,010	Yes	25.20
2.	Sanjay Arjundas Wadhwa Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010 Tamil Nadu India	Individual	2,55,300	Yes	8.51
3.	Susie Abraham Old No110, New No 96, Velachery Road, Sudarsan Garden, Gundy Chennai 600032 Tamil Nadu India	Individual	1,78,700	Yes	5.96
4.	Mary Rodrigues NO.3A, Ashlar Place, 4th Main Road Extension, Kottur Garden, Kotturpuram Chennai 600085 Tamil Nadu India	Individual	65,200	Yes	2.17
5.	Suzanne Venglet Old No110, New No 96, Velachery Road, Sudarsan Garden, Gundy Chennai 600032 Tamil Nadu India	Individual	7,340	Yes	0.25



6.	Arjundas Pokardas HUF Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010 Tamil Nadu India	Individual	5,000	Yes	0.17
7.	Mohini A Wahdwa Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010 Tamil Nadu India	Individual	5,000	Yes	0.17
8.	Sanjay A Wadhwa HUF Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010 Tamil Nadu India	Individual	4,200	Yes	0.14
9.	Arjundas Pokardas Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010 Tamil Nadu India	Individual	19,100	Yes	0.64
10.	Southern Warehousing Co. Pvt . 64, Montieth Road, Egmore, Chennai, Tamil Nadu- 600008 India	Corporate	5,04,100	Yes	16.80
<b>TOTAL</b>			<b>17,99,950</b>		<b>60.00</b>

- (ii) The sellers as mentioned above has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

**C. INFORMATION ABOUT THE TARGET COMPANY - S.I.CAPITAL & FINANCIAL SERVICES LIMITED(SICFSL)**

- (i) The Target Company was incorporated as a S.I.Capital & Financial Services Limited (SICFSL) under the provisions of the Companies Act, 1956 on November 08, 1994 in the State of Tamil Nadu. The CIN of SICFSL is L67190TN1994PLC029151. The registered office of the Target Company is presently situated at 64, Montieth Road, Egmore, Chennai, Tamil Nadu- 600008 India, Phone No.: +91-44-28415438,28415439,42145840 , Email Id: info@sicapital.co.in.
- (ii) The Authorised Share Capital of SICFSL is ₹ 3,50,00,000/- comprising of 35,00,000 equity shares of ₹ 10/- each. The Issued, Subscribed & Paid-up Capital of the SICFSL is ₹ 3,00,00,000/- comprising of 30,00,000 equity shares of ₹ 10/- each.
- (iii) As on date the Target Company does not have any partly paid equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations.
- (iv) The Target Company is registered with Reserve Bank of India as a Non- Deposit taking Non- Banking Financial Company ('NBFC') vide Registration No. 07.00078 dated 15.03.1998, in terms of Section 45IA of the Reserve Bank of India Act, 1934. The Target Company, at present, is engaged into activities of providing loans and forex activities.
- (v) The entire equity shares capital of SICFSL are listed at BSE Limited. The equity shares of the Target Company are placed under Group 'P' having a scrip code of "530907" & Scrip Id: SICAPIT on the BSE. The equity shares of SICFSL are not frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. The Target Company has already



established connectivity with Central depositories Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

- (v) Due to noncompliance, the target company was suspended and the said suspension in trading of equity shares has been revoked w.e.f. April 27, 2018 vide Notice No 20180419-17 dated April 19,2018.
- (vi) Brief audited Financial Information of the Target Company for the stub period 30<sup>th</sup> September, 2018; and financial year ended on March 31, 2018; March 31, 2017; March 31, 2016 are as follows are as follows:

(₹ in Lakh)

Particulars	Year ended 31.03.2016 (Audited)	Year ended 31.03.2017 (Audited)	Year ended 31.03.2018 (Audited)	30 <sup>th</sup> September 2018 (Certified & Unaudited)
Total Revenue	23.41	18.31	14.31	9.28
Net Income i.e. Profit/ (Loss) After Tax	(42.79)	(10.46)	59.42	(6.77)
EPS (in ₹)	(1.43)	(0.35)	1.98	(0.23)
Net worth /Shareholder' Funds	225.46	215.00	291.27	284.50

- (vii) The present Board of Directors of SICFSL are as follows:

Sl. No.	Name	DIN	Designation
1.	Sanjay Arjundas Wadhwa	0000203083	Director
2.	Mary Rodrigues	0001778843	Managing Director
3.	Suzanne Venglet	0001876633	Director
4.	Shanmugham Ramesh	0006665080	Independent Director
5.	Chintan Bharat Shah	008292828	Independent Director

## II. DETAILS OF THE OPEN OFFER

- (i) The Acquirer is making an Open Offer to acquire 7,80,000 equity shares of ₹ 10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of ₹ 16/- (Rupees Sixteen Only) per equity share (the "Offer Price") payable in cash, subject to the terms and conditions mentioned hereinafter.
- (ii) This open offer is made under SEBI (SAST) Regulations, 2011 to all the shareholders of the Target Company as on January 10, 2019 ("Identified Date"), other than parties to the Share Purchase Agreement and the Acquirer (who is the shareholder as on the date of PA).
- (iii) The payment of consideration shall be made to all the shareholders, who have tendered their shares in acceptance of the Open Offer within ten working days of the expiry of the tendering period. Credit for consideration will be paid to the shareholders who have tendered shares in the Open Offer by crossed account payee cheques/ pay order/ demand drafts/electronic transfer. It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques / demand draft / pay order.
- (iv) To the best of knowledge and belief of the Acquirer, as of the date of this DPS, except approval of Reserve Bank Of India in terms of paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction - Non Banking Financial Company-Non Systematically Important Non



Deposit taking Company (Reserve Bank) Directions, 2016], there are no other statutory approvals required for this Open Offer. Target Company has made the said application on December 04, 2018. However, if any other statutory approvals are required prior to completion of this offer, this offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

- (v) The Acquirer or its directors have neither acquired nor been allotted any Equity Shares during the 52 weeks period prior to the date of the PA.
- (vi) This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.
- (vii) The offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- (viii) The Manager to the Offer i.e Capitalsquare Advisors Private Limited does not hold any equity shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the equity shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer to the expiry of 15 Days from the date of closure of this Open Offer.
- (ix) This Offer is subject to the receipt of the statutory and other approvals of this DPS. In terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, if the statutory approvals are not received, the Offer will stand withdrawn.
- (x) This DPS is being published in the following newspapers:

Publication	Language	Edition
Business Standard	English	All Edition
Business Standard	Hindi	All Edition
Mumbai Lakshwadeep	Marathi	Mumbai Edition
Makkal Kural	Tamil	Chennai Edition

- (xi) The equity shares will be acquired by the Acquirer free from all lien, charges and encumbrances and together with all the rights attached to, including all the rights to dividend, bonus and rights offer declared thereof.
- (xii) In terms of Regulation 25(2) of SEBI (SAST) Regulations, the Acquirer does not have any intention to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for the period 2 (Two) years from the closure of this Open Offer, except (a) in the ordinary course of business of the Target Company; and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company.
- (xiii) As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended, the Acquirer undertake that it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contract (Regulation) Rules, 1957 as amended, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and will reduce the non-public shareholding within the period mentioned therein.





### III. BAKGROUND TO THE OFFER

- (i) The Acquirer intends to acquire 17,99,950 equity shares pursuant to Share Purchase Agreement ('SPA') dated December 03, 2018 at a price of ₹ 16/- (Rupees Sixteen only) aggregating to ₹ 2,87,99,200/- (Rupees Two Crore Eighty Seven Lakh Ninety-nine Thousand Two Hundred Only) (referred to as "Sale Shares"), details of which are as follows:

Sellers (Promoters)			Acquirer					
Name	No. of Equity Shares	% of Shares/ Voting Rights	Name	No. of Equity Shares	% of Shares/ Voting Rights			
V A Kurien	7,56,010	25.20	Sharewealth Securities Limited	17,99,950	60.00			
Sanjay Arjundas Wadhwa	2,55,300	8.51						
Susie Abraham	1,78,700	5.96						
Mary Rodrigues	65,200	2.17						
Suzanne Venglet	7,340	0.25						
Arjundas Pokardas HUF	5,000	0.17						
Mohini A Wahdwa	5,000	0.17						
Sanjay A Wadhwa HUF	4,200	0.14						
Arjundas Pokardas	19,100	0.64						
Southern Warehousing Co. Pvt. Ltd.	5,04,100	16.80						
<b>TOTAL</b>	<b>17,99,950</b>	<b>60.00</b>				<b>TOTAL</b>	<b>17,99,950</b>	<b>60.00</b>

Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with the Regulation 3(1) & 4 of the SEBI (SAST) Regulations.

- (ii) The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations, 2011.
- (iii) The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.
- (iv) This Open Offer is for acquisition of 60.00% of total equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which it shall be in a position to exercise effective management and control over the Target Company.
- (v) The Acquirer also intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.
- (vi) The Acquirer proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of the shareholders. The main purpose of takeover is to expand the Company's business activities in same/diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

### IV. SHAREHOLDING AND ACQUISITION DETAILS

The Current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:



Sr. No.	Particulars	No. of Equity Shares	% of Shares/ Voting Rights
1	Shareholding before PA, i.e. December 03, 2018	NIL	NIL
2	Shareholding on the PA date as acquired through SPA dated December 03, 2018	17,99,950	60.00%
3	Shares acquired between the PA date and the DPS date	Nil	Nil
4	Shares to be acquired in the Open Offer (assuming full acceptances)	7,80,000	26.00%
5	Post Offer shareholding (*) as on 10th working day after closing of tendering period)	26,79,950	86.00%

\* Assuming all the shares which are offered are accepted in the Open Offer.

## V. OFFER PRICE

- (i) The Equity Shares of the Target Company are listed at the BSE Limited (BSE) only. The shares are placed under Group 'P' having a scrip code of "530907" & Scrip Id: SICAPIT on the BSE.
- (ii) The total trading turnover in the Equity Shares of the Target Company on the BSE based on trading volume during the twelve calendar months prior to the month of PA (December 01, 2017 to November 30, 2018) is as given below:

Stock Exchange	Total No. of Equity Shares traded during the Twelve calendar months prior to the month of PA	Total No. of listed equity shares of the Target Company	Total Trading Turnover (as % of total equity shares Listed)
BSE	10,500	30,00,000	0.35%

- (iii) Based on the above information, equity Shares of SICFSL are not frequently traded shares within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations.
- (iv) The Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, as under:

Sr. No.	Particulars	Price (INR per share)
1.	Negotiated Price under the SPA	₹ 16/-
2.	The Volume Weighted Average Price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The Volume Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5.	Other Financial Parameters as at 31 <sup>st</sup> March 2018:	
	(a) NAV per Equity share	9.71
	(b) Price Earning Capacity Value per Equity Share	4.24
	(c) Market Based Value	6.58

CA Pramod Kumar Jain Proprietor of M/S PRAMOD P JAIN & CO Chartered Accountants, (Membership No. 125748, Firm Reg. No. 136226W) having its office at 203A, 2nd Floor, Ganesh Leela, Bhd. Balaji Hospital Mira Bhay. Road, Thane-401105 India, Tele: +91 98332 80557, +91 79773 27300, E-mail: pramodjainca@gmail.com vide certificate dated December 03, 2018 has stated that based on the decision



of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 Com case 30), the fair value of the equity shares of Target Company is ₹ 6.27 per share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manger to the Offer, the Offer Price of ₹ 16/- per equity share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

- (v) As on date there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations.
- (vi) If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one(1) working days before the date of commencement of the tendering period and would be notified to shareholders.
- (vii) If the Acquirer acquires or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE, and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the Regulations.
- (viii) If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the vent that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

## VI. FINANCIAL ARRANGEMENTS

- (i) In terms of Regulation 25(1), the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. CA Sajeew Partner of Sajeew & Ajith , Chartered Accountants, (Membership No. 207625, Firm Reg. No. 014219S, having its office at #32/1131G, Manakkattu Building ,2<sup>nd</sup> Floor, Changampuzha Nagar P.O., S.Kalamassery, Kochi - 682033 Tel. No.+91 484 2557732, 2558732; Email: [sa.cakochi@gmail.com](mailto:sa.cakochi@gmail.com) vide certificate dated December 03, 2018 stated that sufficient resources are available with Acquirer for fulfilling the obligations under this Offer in full.
- (ii) The maximum consideration payable by the Acquirer to acquire 7,80,000 fully paid-up equity shares at the Offer Price of ₹ 16/- (Rupees Sixteen Only) per equity share, assuming full acceptance of the Offer would be ₹ 1,24,80,000/- (Rupees One Crore Twenty-four Lakh Eighty Thousand Only). In accordance with proviso clause to regulation 24(1) read with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer have opened an Escrow Account under the name and style of "SICFSL- Open Offer Escrow Account" with Kotak Mahindra Bank Limited, 27 BKC, C27 G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051 ("Escrow Banker") and made therein a cash deposit of ₹ 31,50,000/- (Rupees



Thirty One Lakh Fifty Thousand Only) being more than 25% of the total consideration payable in the Open Offer, assuming full acceptance.

- (iii) The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- (iv) Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.
- (v) In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional Appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the Regulations, prior to effecting such revision.

#### VII. STATUTORY AND OTHER APPROVALS

- (i) The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.
- (ii) As on the date of the DPS, to the best of the knowledge of the Acquirer, there are no other statutory approvals and/ or consents required. However, the Offer would be subject to all-statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.
- (iii) The Acquirer in terms of Regulation 23 of SEBI (SAST) Regulations will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- (iv) In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of Regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.
- (v) Except as stated in clause II(iv), no approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer.

#### VIII. TENTATIVE SCHEDULE OF ACTIVITY:

Activities	Date	Day
Date of the PA	December 03, 2018	Monday
Publication of Detailed Public Statement in newspapers	December 10, 2018	Monday
Last date of filing of the Draft Letter of Offer with the SEBI	December 17, 2018	Monday
Last date of a Competing Offer	January 01, 2019	Tuesday
SEBI observation on Draft Letter of Letter	January 08, 2019	Tuesday
Identified Date*	January 10, 2019	Thursday
Date by which the Letter of Offer will be dispatched to the shareholders	January 17, 2019	Thursday
Last date for revising the Offer Price / Offer Size	January 22, 2019	Tuesday



Last date by which Board of the Target shall give its recommendation	January 22, 2019	Tuesday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	January 23, 2019	Wednesday
Date of commencement of tendering period (Open Date)	January 24, 2019	Thursday
Date of closing of tendering period (Close Date)	February 06, 2019	Wednesday
Date by which all requirement including payment of consideration would be completed	February 21, 2019	Thursday

*Note: Schedule of Activity may be changed on the basis of SEBI & RBI approval*

*\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the Closure of the Offer.*

**IX. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER**

- (i) All owners of Equity Shares (except Parties to the SPA) whether holding Equity Shares in dematerialised form or physical form, registered or unregistered, are eligible to participate in the Offer any time before closure of the tendering period.
- (ii) Persons who have acquired the Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target Company after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer.
- (iii) The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.
- (iv) The Acquirer have appointed Acumen Capital Market(I) Ltd. ("Buying Broker") for the Open Offer through whom the purchase and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:  
**Acumen Capital Market (I) Ltd**  
S T Reddiar & Sons Building, Veekshnam Road, Ernakulam -682035  
Ph: 9446064424  
Email: admin@acmlmail.com  
Contact Person - Mr Madhusudhanan E P
- (v) BSE shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Open Offer.
- (vi) All public shareholders who desire to tender their equity shares under the Open Offer would have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the secondary market, during the tendering period.
- (vii) The detailed process of Stock Exchange will be provided in the Letter of Offer which shall be sent to the Public Shareholder of the Target Company.

**X. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WOULD BE MAILED TO THE SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE.**



**XI. OTHER INFORMATION:**

- (i) The Acquirer along with its Directors, accept full responsibility for the information contained in the Public Announcement/ Detailed Public Statement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.
- (ii) The Acquirer has appointed **S.K.D.C. Consultants Limited**, as the Registrar to the Offer, having office at Kanapathy Towers, 3rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore 641 006, India. Tel No.: 91-422-4958995, 2539835-36 ; Fax No.: 91-422-2539837, E-mail-Id: info@skdc-consultants.com. The Contact Person is K.Narendra.
- (iii) The Acquirer has appointed **Capitalsquare Advisors Private Limited** as Manager to the Open Offer having office at 208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (E), Mumbai 400093, Maharashtra, India, Tel No.: +91-22-66849999; Email Id: tanmoy.banerjee@capitalsquare.in SEBI Registration: INM000012219. The Contact person is Mr. Tanmoy Banerjee.
- (iv) This Detailed Public Statement will also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

Issued by the Manager to the Offer On behalf of the Acquirer

**CAPITALSQUARE™**  
Teaming together to create value

**MANAGER TO THE OFFER:**  
**CAPITALSQUARE ADVISORS PRIVATE LIMITED**  
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Tel: +91-22-66849999  
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Website: [www.capitalsquare.com](http://www.capitalsquare.com)  
Email Id: [tanmoy.banerjee@capitalsquare.in](mailto:tanmoy.banerjee@capitalsquare.in)  
Contact Person: Mr. Tanmoy Banerjee  
SEBI Registration No: INM000012219

Place: Mumbai

Date: December 08, 2018

On behalf of Acquirer

Sd/-  
Sharewealth Securities Limited

