

SUPRA INDUSTRIAL RESOURCES LIMITED

CIN: L65999DL1985PLC019987

Registered office: 1212, Hemkund Chambers, 89, Nehru Place, New Delhi, 110019

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OPEN OFFER FOR ACQUISITION OF UPTO 65,700 (SIXTY FIVE THOUSAND AND SEVEN HUNDRED ONLY) FULLY PAID EQUITY SHARES FROM THE SHAREHOLDERS OF SUPRA INDUSTRIAL RESOURCES LIMITED (HEREINAFTER REFERRED AS "SIRIL"/"TARGET COMPANY"/"TC") BY MR. SAGAR SHASHIKANT KHONA, MRS. KINJAL BHAVIN KHONA, MRS. NIDHI SAGAR KHONA AND MR. BHAVIN SHASHIKANT KHONA (HEREINAFTER REFERRED TO AS THE "ACQUIRERS") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(i) AND REGULATION 4 OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF ("SEBI (SAST) REGULATIONS"). This Detailed Public Statement ("DPS") is being issued by Corporate Makers Capital Limited ("Manager to the offer" or "CMCL") for and on behalf of the Acquirers to the Public Shareholders of Target Company ("Public Shareholders") pursuant to, and in compliance with, Regulation 3(i) and Regulation 4 read with Regulation 13(4), 14(3), 15(2) and such other applicable provisions of the SEBI (SAST) Regulations. The DPS is being issued pursuant to the Public Announcement (PA) dated June 28, 2024, as filed with the Stock Exchange (as defined below) and the Securities and Exchange Board of India ("SEBI") and sent to Supra Industrial Resources Limited (hereinafter referred to as "Target" or "Target Company" or "Supra" or "SIRIL") in terms of Regulation 3(i) and 4 of the SEBI(SAST) Regulations respectively.

For this Detailed Public Statement, the following terms have the meaning assigned to them below:

Definitions & Abbreviations	Particulars
Acquirer 1	Mr. Sagar Shashikant Khona, S/o Mr. Shashikant Shamji Khona, aged about 41 years, an Indian Inhabitant having PAN: AAHPK0608F under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra-400077.
Acquirer 2	Mrs. Kinjal Bhavin Khona, D/o Mr. Dilip Maganlal Mehta, aged about 36 years, an Indian Inhabitant having PAN: BEAMP9700A under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra - 400077.
Acquirer 3	Mrs. Nidhi Sagar Khona, D/o Mr. Hasamukh Amarnath Khondar, aged about 36 years, an Indian Inhabitant having PAN: BUXPK1953N under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra - 400077.
Acquirer 4	Mr. Bhavin Shashikant Khona, S/o Mr. Shashikant Shamji Khona, aged about 37 years, having PAN: AAHPK0608F under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra - 400077.
Acquirers	Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 collectively referred to as Acquirers.
Agreement	The Share Purchase Agreement are hereinafter referred to as the Agreement.
Board of Directors	The Board members are the Board of Directors of the Target Company.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten Only) each.
ISIN	International Securities Identification Number
MSEI Limited	Metropolitan Stock Exchange of India Limited is the stock exchange where presently the Equity Shares of the Target Company are listed.
NBFC	Non-Banking Financial Company
Negotiated Price	A negotiated price of Rs.9/- (Rupees Nine Only) per Sale Share, aggregating to an amount of Rs.5,91,300/- (Rupees Five Lakhs Ninety One Thousand Three Hundred Only) for the sale of 65,700 (Sixty Five Thousand and Seven Hundred) Equity Shares, representing 26.28% of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirers, pursuant to the execution of the Share Purchase Agreement.
Offer Period	The period from the date of entering into an agreement to acquire the Equity Shares, and Voting Share Capital, in or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirers, i.e., Friday, June 28, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of Rs.9/- (Rupees Nine Only) per Equity Share.
Offer Shares	65,700 (Sixty Five Thousand and Seven Hundred) Equity Shares, representing 26.28% (Twenty Six Point Twenty Eight Percent) of the Voting Share Capital of the Target Company.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period.
PA/ Public Announcement	Public Announcement dated Friday, June 28, 2024.
Promoter Sellers	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2(i)(a), and 2(i)(b) of the SEBI (SAST) Regulations, read with Regulations 21(i)(oo), and 21(i)(pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mrs. Meenakshi Agarwal and Mr. Rajat Agarwal.
Public Shareholders	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers and the parties to the Share Purchase Agreement, including persons deemed to be acting in concert with such parties to the Share Purchase Agreement (if any), pursuant to and in compliance with the SEBI (SAST) Regulations.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Share Purchase Agreement/ SPA	The Share Purchase Agreement dated Friday, June 28, 2024, executed between the Acquirers and the promoter Sellers, pursuant to which the Acquirers have agreed to acquire 13,900 (Thirteen Thousand And Nine Hundred Only) Equity Shares, representing 5.56% (Five Point Fifty Six Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of Rs.9/- (Rupees Nine Only) per Sale Share, aggregating to an amount of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand One Hundred Only).
Stock Exchanges	Metropolitan Stock Exchange of India Limited is the Stock Exchange on which the Equity Shares of the Target Company are presently listed.
Target Company/SIRL	Supra Industrial Resources Limited a public limited company incorporated under the provision of the Companies Act, 1956, having its registered office at 1212, Hemkund Chambers, 89, Nehru Place, New Delhi - 110019 and bearing Corporate Identification Number- L65999DL1985PLC019987.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 21(z) of the SEBI (SAST) Regulations.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period.
Working Day	The working day shall have the meaning ascribed to it under Regulation 21(z) of the SEBI (SAST) Regulations.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER

- (A) Information about Acquirers: Mr. Sagar Shashikant Khona (Acquirer 1)**
- Nature of Entity: Individual
 - Mrs. Sagar Shashikant Khona, S/o Mr. Shashikant Shamji Khona, aged about 41 years having PAN: AAHPK0608F under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra-400077. His email id: jupiterequipment83@gmail.com.
 - The Acquirer 1 holds the degree of Bachelor of Commerce from University of Mumbai, Mumbai. He has more than 20 years of experience in the medical equipments industry.
 - Mr. Sagar Shashikant Khona does not belong to any group.
 - As on the date of this DPS, Mr. Sagar Shashikant Khona is not acting as Whole Time Director in any public limited company and is not on the Board of any listed company.
 - As on the date of this DPS, Mr. Sagar Shashikant Khona does not hold any Equity Share Capital/Voting Share Capital of the Target Company.
 - Mr. Sagar Shashikant Khona has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
 - Mr. Sagar Shashikant Khona is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 21(xe) of the SEBI (SAST) Regulations.
 - Mr. Sagar Shashikant Khona is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 21(ja) of the SEBI (SAST) Regulations.
 - Mr. Sagar Shashikant Khona undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
 - Mr. Sagar Shashikant Khona has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.
 - Mr. Sagar Shashikant Khona has no interest in the Target Company, apart from the Equity Shares held and disclosed in para vi above.
 - There are no Persons Acting in Concert in relation to the Offer within the meaning of Regulation 21(i)(q)(1) of the SEBI (SAST) Regulations.
 - The Net Worth of Mr. Sagar Shashikant Khona as on March 31, 2024, is Rs.12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) as certified bearing unique document identification number "24402615BKFDI9867" on June 19, 2024, by Chartered Accountant, Gaurav Hirawat bearing Membership Number 402615, Proprietor of Gaurav Hirawat & Associates, (Chartered Accountants) bearing firm registration number "0160587W" having their office located at B-303, Rameshwar Tower No. 1, New Golden Nest, Bhayander East Thane, Maharashtra - 401105 with contact details being "91-9867743691". His E-mail ID is cagaravhirawat@rediffmail.com.

(B) Information about Acquirers: Mrs. Kinjal Bhavin Khona (Acquirer 2)

- Nature of Entity: Individual
- Mrs. Kinjal Bhavin Khona, D/o Mr. Dilip Maganlal Mehta, aged about 36 years, an Indian Inhabitant having PAN: BEAMP9700A under the Income Tax Act, 1961, presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra-400077. Her email id: jupiterequipment83@gmail.com.
- Mrs. Kinjal Bhavin Khona holds degree of Bachelors in Arts from K.J. Somaiya College of Arts and Commerce, University of Mumbai. She has more than 10 years of experience in the medical equipments industry.
- Mrs. Kinjal Bhavin Khona does not belong to any group.
- As on the date of this DPS, Mrs. Kinjal Bhavin Khona is not acting as Whole Time Director in any public limited company and is not on the Board of any listed company.
- As on the date of this DPS, Mrs. Kinjal Bhavin Khona does not hold Equity Share Capital/Voting Share Capital of the Target Company.
- Mrs. Kinjal Bhavin Khona has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- Mrs. Kinjal Bhavin Khona is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 21(xe) of the SEBI (SAST) Regulations.
- Mrs. Kinjal Bhavin Khona is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 21(ja) of the SEBI (SAST) Regulations.
- Mrs. Kinjal Bhavin Khona undertakes that she will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
- Mrs. Kinjal Bhavin Khona has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.
- Mrs. Kinjal Bhavin Khona has no interest in the Target Company, apart from the Equity Shares held and disclosed in para vi above.
- There are no Persons Acting in Concert in relation to the Offer within the meaning of Regulation 21(i)(q)(1) of the SEBI (SAST) Regulations.
- The Net Worth of Mrs. Kinjal Bhavin Khona as on March 31, 2024, is Rs.12,00,00,000 (Rupees Twelve Crores Only) as certified bearing unique document identification number "24402615BKFDI93184" on June 19, 2024, by Chartered Accountant, Gaurav Hirawat bearing Membership Number "402615, Proprietor of Gaurav Hirawat & Associates, (Chartered Accountants) bearing firm registration number "0160587W" having their office located at B-303, Rameshwar Tower No. 1, New Golden Nest, Bhayander East Thane, Maharashtra - 401105 with contact details being "91-9867743691". His E-mail Address is cagaravhirawat@rediffmail.com.

(C) Information about Acquirers: Mrs. Nidhi Sagar Khona (Acquirer 3)

- Nature of Entity: Individual
- Mrs. Nidhi Sagar Khona, D/o Mr. Hasamukh Amarnath Khondar, aged 36 years, Indian Inhabitant having PAN: BUXPK1953N under the Income Tax Act, 1961 and presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra-400077. Her email id is jupiterequipment83@gmail.com.
- Mrs. Nidhi Sagar Khona holds a degree of Bachelors in Commerce from University of Mumbai, Mumbai. She has more than 10 years of experience in the medical equipments industry.
- Mrs. Nidhi Sagar Khona does not belong to any group.
- As of the date of this DPS, Mrs. Nidhi Sagar Khona is not acting as Whole Time Director in any public limited company and is not on the Board of any listed company.
- As of the date of this DPS, Mrs. Nidhi Sagar Khona does not hold Equity Share Capital/Voting Share Capital of the Target Company.
- Mrs. Nidhi Sagar Khona has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- Mrs. Nidhi Sagar Khona is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 21(xe) of the SEBI (SAST) Regulations.
- Mrs. Nidhi Sagar Khona is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 21(ja) of the SEBI (SAST) Regulations.
- Mrs. Nidhi Sagar Khona undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
- Mrs. Nidhi Sagar Khona has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.
- There are no Person Acting in Concert in relation to the Offer within the meaning of Regulation 21(i)(q)(1) of the SEBI (SAST) Regulations.
- The Net Worth of Mrs. Nidhi Sagar Khona as on March 31, 2024, is Rs.9,00,00,000 (Rupees Nine Crores Only) as certified bearing unique document identification number "24402615BKFDI94234" on June 19, 2024, by Chartered Accountant, Gaurav Hirawat bearing Membership Number "402615, Proprietor of Gaurav Hirawat & Associates, (Chartered Accountants) bearing firm registration number "0160587W" having their office located at B-303, Rameshwar Tower No. 1, New Golden Nest, Bhayander East Thane, Maharashtra - 401105 with contact details being "91-9867743691", and E-mail Address being cagaravhirawat@rediffmail.com.

(D) Information about Acquirers: Mr. Bhavin Shashikant Khona (Acquirer 4)

- Nature of Entity: Individual
- Mr. Bhavin Shashikant Khona, S/o Mr. Shashikant Shamji Khona, aged 37 years, Indian Inhabitant having PAN: AACPK2470Q under the Income Tax Act, 1961 and presently residing at Flat No. 21, 6th Floor, Neelkanth Ashish R B Mehta Marg, Ghatkopar East, Mumbai, Maharashtra - 400077. His email id is jupiterequipment83@gmail.com.
- Mr. Bhavin Shashikant Khona is a registered Pharmacist duly registered under Maharashtra State Pharmacy Council. He has more than 15 years of experience in the medical equipments industry.
- Mr. Bhavin Shashikant Khona does not belong to any group.
- As of the date of this DPS, Mr. Bhavin Shashikant Khona is not acting as Whole Time Director in any public limited company and is not on the Board of any listed company.
- As of the date of this DPS, Mr. Bhavin Shashikant Khona does not hold Equity Share Capital/Voting Share Capital of the Target Company.
- Mrs. Bhavin Shashikant Khona has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- Mr. Bhavin Shashikant Khona is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 21(xe) of the SEBI (SAST) Regulations.
- Mr. Bhavin Shashikant Khona is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 21(ja) of the SEBI (SAST) Regulations.
- Mr. Bhavin Shashikant Khona undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
- Mr. Bhavin Shashikant Khona has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.
- There are no Person Acting in Concert in relation to the Offer within the meaning of Regulation 21(i)(q)(1) of the SEBI (SAST) Regulations.

- The Net Worth of Mr. Bhavin Shashikant Khona as on March 31, 2024, is Rs.12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) as certified bearing unique document identification number "24402615BKFDI8299" on June 19, 2024, by Chartered Accountant, Gaurav Hirawat bearing Membership Number "402615, Proprietor of Gaurav Hirawat & Associates, (Chartered Accountants) bearing firm registration number "0160587W" having their office located at B-303, Rameshwar Tower No. 1, New Golden Nest, Bhayander East Thane, Maharashtra - 401105 with contact details being "91-9867743691". His E-mail Address is cagaravhirawat@rediffmail.com.

(E) Other Information about the Acquirers

- The present announcement of the Acquirers and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities propose to participate in the acquisition.
- Mr. Sagar Shashikant Khona is Husband of Mrs. Nidhi Sagar Khona.
- Mr. Bhavin Shashikant Khona is Husband of Mrs. Kinjal Bhavin Khona.
- Mr. Bhavin Shashikant Khona is Brother of Mr. Bhavin Shashikant Khona.

(F) DETAILS OF SELLING SHAREHOLDERS

- The Acquirers have entered into the Share Purchase Agreement ("SPA") with the promoter Sellers, on June 28, 2024, for the acquisition of 13,900 (Thirteen Thousand and Nine Hundred) fully paid up equity shares ("Sale Shares") of Rs.10/- each representing 5.56% of the paid up and voting equity share capital of Target Company at a price of Rs.9/- (Rupees Nine Only) per equity share aggregating to Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand One Hundred Only), subject to the terms and conditions as mentioned in the SPA.
- The details of the promoter Sellers ("Sellers") are as stated hereunder:

S. No.	Name and Address of the Promoter Sellers	Nature of Entity	Part of Promoter/ Promoter group (Yes/No)	Details of Shares/ Voting Rights held by the Promoter Sellers			
				Pre-Transaction	Post Transaction	No. of shares	%
1	Meenakshi Agarwal A-125, Shivalki, Malviya Nagar, New Delhi, India-110017	Individual	Yes	5,950	2.38	Nil	Nil
2	Rajat Agarwal A-125, Shivalki, Malviya Nagar, New Delhi, India-110017	Individual	Yes	7,950	3.18	Nil	Nil

- Post completion of the SPA transaction and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirers shall be replaced as the promoters of the Company and will exercise the control over the management and affairs of the Company and the Promoter Sellers shall cease to be promoters of the Target Company.
- None of the Promoter Sellers have been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(G) SUPRA INDUSTRIAL RESOURCES LIMITED ("TARGET COMPANY"/"SIRIL"/"TARGET COMPANY"/"TC")

- Supra Industrial Resources Limited ("Supra" / "SIRIL" / "Target Company") was originally incorporated under the Companies Act, 1956 as a Public Limited Company under the name and style of "Supra Industrial Resources Limited" vide Certificate of Incorporation No. 19987 dated January 31, 1985, issued by the Registrar of Companies, NCT of Delhi & Haryana. The corporate identification number (CIN) of the Target Company is L65999DL1985PLC019987. The Registered Office of Supra is presently situated at 1212, Hemkund Chamber, 89, Nehru Place, New Delhi - 110019, India. Contact No: +91-011-26444556, Website: www.supraindustrialresources.in, Email ID: supra1985@gmail.com. (Source: www.mca.gov.in; www.msei.in)
- The Target Company was a Category - B registered NBFC bearing Registration No. B-14-00608 dated March 31, 1998. However, the Certification of Registration of the Supra Industrial Resources Limited was revoked/ cancelled by the Reserve Bank of India while their letter reference: DBNS/ND.No. 375/CMS/05.19.357/2018-19 dated August 02, 2018. (Source: https://www.msei.in/SA/Content/Listing/Annual-Reports/2023)
- As on the date of DPS, the Authorized Capital of Supra is Rs. 25.00 Lacs divided into 2,50,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Capital of Supra is Rs. 25.00 Lacs divided into 2,50,000 Equity Shares of Face Value Rs. 10/- each. Supra has established its connectivity with all National Securities Depository Limited and Central Depository Services (India) Limited. The ISIN of Supra is INE174E01017. (Source: www.mca.gov.in; www.msei.in)
- As on the date, the Target Company is not carrying on any business, however, the Target Company is still recovering the monies in the form of debts availed by its customers when the Target Company was operating as a Non-Banking Financial Company.
- The Equity Shares of the Target Company are infrequently traded on Metropolitan Stock Exchange of India Limited within the meaning of explanation provided in Regulation 21(j) of the SEBI (SAST) Regulations as on the date of this DPS.
- The Company has complied with the requirements of the Listing Agreement with MSEI as on date no penal action has been initiated by the MSEI.
- The Key Financial Information of the Target Company based on audited financial statements as on and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

Particulars	Year ended (Audited)		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	7.21	3.53	3.04
Net Income/Loss (PAT)	1.85	(1.65)	(7.06)
Earnings Per Share (EPS) (in Rs.)	0.74	(0.66)	(2.82)
Net worth/ Shareholders Funds	23.55	21.70	23.37

(Source: as certified by Mr. Kishan Kumar Jaishwal (Membership No. 405865) Partner of M/s KAKA & Associates, Chartered Accountants, having office at 1/45, Ground Floor, Lalita Park, Laxmi Nagar, Delhi - 110092, Phone No. 011-40454834 - +91-9911789883, Email ID: cakishanjaiswal@gmail.com. (Certificate Dated July 04, 2024 having UDIN: 244050658KACV23596).

(H) Details of the Offer:

- The offer is a triggered offer in terms of Regulation 3(i) and 4 of the SEBI (SAST) Regulations, 2011.
- The Acquirers have made this open offer in terms of SEBI (SAST) Regulations to the shareholders of the Target Company to acquire up to 65,700 (Sixty Five Thousand and Seven Hundred) fully paid up equity shares of Rs.10/- (Rupees Ten Only) each representing 26.28% of the Paid-up Share Capital of the Target Company ("Offer Size") at a price of Rs.9/- (Rupees Nine Only) per fully paid up equity share ("Offer Price"), payable in cash.
- The Offer is being made to all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers and the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations. The Equity Shares of the Target Company under the Offer will be acquired by the Acquirers as fully paid-up, free from any lien, charges and encumbrances, together with the rights attached thereto, including all rights to dividend, bonus and right offer declared thereof.
- The Offer is being made at a price of Rs.9/- (Rupees Nine Only) per fully paid-up Equity Share, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- The payment to be made to the public shareholders shall be in cash only.
- The Offer is subject to the receipt of the statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation 231(x) of the Takeover Regulations, if the statutory approvals are not received, the Offer will stand withdrawn.
- The Offer is a non-conditional open any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations nor it is a competing offer in terms of Regulation 20 of the Takeover Regulations. Also, there is no differential pricing in this Offer as all the Equity Shares of the Target Company are fully paid-up.
- This is not a competing offer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.
- The Manager to the Offer, Corporate Makers Capital Limited, does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

D. As on the date of this DPS, the Acquirers do not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

- As per Regulation 28 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (the "SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on a continuous basis for listing. Pursuant to the completion of this Offer, the Public Shareholding in the Target Company may fall below the minimum level required as per Rule 19A of the SCRR. Acquirers hereby undertake to reduce their shareholding to the level stipulated in the SCRR and SEBI (LODR) Regulation within the time specified therein and through any such routes as may be approved by SEBI from time to time.

II. BACKGROUND TO THE OFFER

- The Acquirers have entered into the Share Purchase Agreement ("SPA") with the Promoter Sellers, on June 28, 2024, for acquisition of 13,900 fully paid up equity shares ("Sale Shares") of Rs.10/- (Rupees Ten Only) each representing 5.56% of the existing fully paid up capital and voting equity share capital of Target Company at a price of Rs.9/- (Rupees Nine Only) per equity share aggregating to Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand and One Hundred Only) subject to the terms and conditions as mentioned in the SPA, the details of which are specified as under:
- | Promoter Sellers | | | Acquirers | | |
|------------------------------|----------------------|---|-------------------------|----------------------|---|
| Name of the Promoter Sellers | No. of Equity Shares | % of total share capital of the company | Name of Acquirers | No. of Equity Shares | % of total share capital of the company |
| Rajat Agarwal | 7,950 | 3.18% | Sagar Shashikant Khona | 3,475 | 1.39% |
| | | | Kinjal Bhavin Khona | 3,475 | 1.39% |
| | | | Nidhi Sagar Khona | 1,000 | 0.40% |
| | | | Bhavin Shashikant Khona | 2,475 | 0.99% |
| Meenakshi Agarwal | 5,950 | 2.38 | | 3,475 | 1.39% |
| TOTAL | 13,900 | 5.56% | TOTAL | 13,900 | 5.56% |
- This open offer is for acquisition of 26.28% of the paid-up and voting equity share capital of Target Company. After the Completion of this Open Offer and pursuant to acquisition of equity shares as assuming full acceptance, the Acquirers will hold 26.28% (13,900 equity shares i.e. 5.56% to be acquired from seller promoters and 5.100% i.e. 20.72% from public shareholders of the Company) of the total equity of the Company, by virtue of which they shall be in a position to exercise effective control over the management and affairs of the Target Company.
 - The payment to be made to all the Public Shareholders who will validly tender their equity Shares and whose Equity Shares are accepted under this offer shall be in cash only.
 - The prime objective of the Acquirers for this open offer is substantial acquisition of equity Shares and voting rights and control over the management and affairs of the Target Company.
 - The Acquirers may change the existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time to improve the performance of the Target Company. The Acquirers cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.

- The promoter Sellers are holding 13,900 (Thirteen Thousand and Nine Hundred) Equity Shares, representing 5.56% (Five Point Fifty Six Percent) of the Voting Share Capital of the Target Company.
- The promoter Sellers have agreed to sell 13,900 (Thirteen Thousand and Nine Hundred) Equity Shares and the Acquirers have agreed to acquire 13,900 (Thirteen Thousand And Nine Hundred) Equity Shares, constituting 5.56% of the equity share capital/voting share capital of the Target Company, at a negotiated price of Rs.9/- (Rupees Nine Only) per equity share aggregating to Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand One Hundred Only), payable in accordance with terms and conditions stipulated in the Share Purchase Agreement.
- The shares sold are free from all charges, encumbrances, pledges, lien, attachments, and litigations are not subjects to any lock in period.
- The acquisition of said shares will be completed not later than twenty-six weeks from the expiry of the offer period and the shares would be transferred into the name of the Acquirers. The transaction of the Sale Shares will be either through the stock exchange settlement process (in term of the Regulations) or as an off market transaction.
- Upon completion of acquisition of the Sale Shares of the Company and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirers shall be replaced as the promoters of the Company and will exercise the control over the management and affairs of the Company and the Sellers shall cease to be promoters of the Target Company.

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

III. SHAREHOLDING AND ACQUISITION DETAILS: