

# ANKA INDIA LIMITED

CIN: L74900HR1994PLC033268

Registered Office: Village Kherki Daula, P.O. Narsingpur, Distt Gurgaon-122001, Haryana, India. Tel: 0124 - 41539232; Email: response@ankaindia.com; Website: www.ankaindia.com;

**OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 7,15,900 (SEVEN LACS FIFTEEN THOUSAND NINE HUNDRED ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE TOTAL SHARE CAPITAL OF ANKA INDIA LIMITED ("TARGET COMPANY") ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER ("VOTING SHARE CAPITAL"), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE BY MR. RAKESH KUMAR TRIKHA ("ACQUIRER 1") AND MRS. SULAKASHANA TRIKHA ("ACQUIRER 2"), (COLLECTIVELY REFERRED TO AS "ACQUIRERS"). THIS DETAILED PUBLIC STATEMENT ("DPS") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED, THE MANAGER TO THE OFFER ("MANAGER"), FOR AND ON BEHALF OF THE ACQUIRERS IN COMPLIANCE WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, ("TAKEOVER REGULATIONS"), PURSUANT TO THE PUBLIC ANNOUNCEMENT ("PA") FILED WITH BSE LIMITED ("BSE") ("STOCK EXCHANGE") ON MONDAY, JULY 25, 2016 IN TERMS OF REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS. THE PA WAS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") AND SENT TO THE TARGET COMPANY ON JULY 26, 2016 BY WAY OF LETTERS DATED JULY 25, 2016, IN TERMS OF REGULATION 14(2) OF THE TAKEOVER REGULATIONS.**

**I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER**

**1. INFORMATION ABOUT THE ACQUIRERS**

**A. RAKESH KUMAR TRIKHA ("Acquirer 1")**

- (a) Acquirer 1, aged 75 years, S/o Mr. Sukh Dayal Trikha, is residing at S-418, Greater Kailash, Part-1, New Delhi-110048; Email: rakeshtrikha7@gmail.com
- (b) Acquirer 1 is an intermediate from the Punjab University and has experience of working as buying agent for an international shoe company and running printing press.
- (c) Acquirer 1 is holding a Permanent Account Number-AAFT3226L.
- (d) The details of the ventures promoted/controlled/managed by Acquirer 1 are given hereunder:

Sr. No.	Name of the Company	Designation
1	Mitra Healthbank Private Limited	Director
2	Raman Trikha Entertainment Private Limited	Director

(Source: www.mca.gov.in)

- (e) Acquirer 1 has confirmed that he is not categorized as "willful defaulters" in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 1 hereby undertakes and confirms that the companies mentioned in point # d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 1 hereby undertakes and confirms that the companies mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.
- (h) Except as mentioned under point # d above, Acquirer 1 confirms that he does not hold directorships in any company, including a listed company.
- (i) Acquirer 1 holds 1,41,242 equity shares, representing 5.13% of the voting share capital of the Target Company as on the date of this DPS.
- (j) The Network of Acquirer 1 as on July 18, 2016 is ₹ 7.53 Lacs and the same is certified by Manoj Mangla, Proprietor of M/s Goel Mangla and Associates, Chartered Accountants (Membership No. 500380; FRN: 019340N) having office at 1135/10, 2nd Floor, Naiwala Karol Bagh New Delhi-110005; Email id: goelmanglaca@gmail.com, vide certificate dated July 18, 2016.
- (k) Acquirer 1 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.
- (l) Acquirer 1 undertakes not to sell the equity shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) He along with Acquirer 2 has signed a Share Purchase Agreement dated July 25, 2016 with the Sellers to acquire 4,17,982 equity shares constituting 15.18% of the Voting Share Capital of the Target Company.
- (n) Acquirer 1 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 1 is also one of the directors and shareholders of Raman Trikha Entertainment Private Limited ("RTEPL"). RTEPL currently holds 2,35,404 Equity Shares, representing 8.55% of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert ("PAC") as per Regulation 2(1)(g) of the Takeover Regulations, RTEPL is a deemed PAC. RTEPL vide letter dated July 16, 2016 has confirmed that it doesn't intend to participate in this Offer, directly or indirectly. Further, Mr. Raman Trikha, son of the Acquirers also holds 47,080 Equity Shares, representing 1.71% of the Voting Share Capital of the Target Company. By virtue of the definition of PAC as per Regulation 2(1)(g) of the Takeover Regulations, Mr. Raman Trikha is also a deemed PAC. Mr. Raman Trikha vide letter dated July 18, 2016 has confirmed that he doesn't intend to participate in this Offer, directly or indirectly.
- (p) Acquirer 1 does not belong to any group.
- (q) Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (r) Acquirer 1 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (s) Except as stated in Point (i) above, Acquirer 1 does not hold any Equity Shares of the Company and has complied with the provisions of chapter V of the SEBI (SAST) Regulations, 2011. The provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

**B. SULAKASHANA TRIKHA ("Acquirer 2")**

- (a) Acquirer 2, aged 68 years, D/o Mr. Harbans Lal Sharma, is residing at S-418, Greater Kailash, Part-1, New Delhi-110048, India; Email: strikha2@gmail.com
- (b) Acquirer 2 is an intermediate from the Punjab University and has experience in entertainment industry.
- (c) Acquirer 2 is holding a Permanent Account Number-AAEPT7318J.
- (d) The details of the ventures promoted/controlled/managed by Acquirer 2 are given hereunder:

Sr. No.	Name of the Company	Designation
1	Mitra Healthbank Private Limited	Director
2	Raman Trikha Entertainment Private Limited	Director

(Source: www.mca.gov.in)

- (e) Acquirer 2 has confirmed that she is not categorized as "willful defaulters" in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 2 hereby undertakes and confirms that the companies mentioned in point # d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 2 hereby undertakes and confirms that the companies mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.
- (h) Except as mentioned under point # d above, Acquirer 2 confirms that she does not hold directorships in any company, including a listed company.
- (i) Acquirer 2 holds 1,41,242 equity shares, representing 5.13% of the voting share capital of the Target Company as on the date of this DPS.
- (j) The Network of Acquirer 2 as on July 18, 2016 is ₹ 521.95 Lacs and the same is certified by Manoj Mangla, Proprietor of M/s Goel Mangla and Associates, Chartered Accountants (Membership No. 500380; FRN: 019340N) having office at 1135/10, 2nd Floor, Naiwala Karol Bagh New Delhi-110005; Email id: goelmanglaca@gmail.com, vide certificate dated July 18, 2016.
- (k) Acquirer 2 confirms that she has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.
- (l) Acquirer 2 undertakes not to sell the equity shares of the Target Company held by her during the "Offer Period" in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) She has along with Acquirer 1 signed a Share Purchase Agreement dated July 25, 2016 with the Sellers to acquire 4,17,982 equity shares constituting 15.18% of the Voting Share Capital of the Target Company.
- (n) Acquirer 2 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 2 is also one of the directors and shareholders of Raman Trikha Entertainment Private Limited ("RTEPL"). RTEPL currently holds 2,35,404 Equity Shares, representing 8.55% of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert ("PAC") as per Regulation 2(1)(g) of the Takeover Regulations, RTEPL is a deemed PAC. RTEPL vide letter dated July 16, 2016 has confirmed that it doesn't intend to participate in this Offer, directly or indirectly. Further, Mr. Raman Trikha, son of the Acquirers also holds 47,080 Equity Shares, representing 1.71% of the Voting Share Capital of the Target Company. By virtue of the definition of PAC as per Regulation 2(1)(g) of the Takeover Regulations, Mr. Raman Trikha is also a deemed PAC. Mr. Raman Trikha vide letter dated July 18, 2016 has confirmed that he doesn't intend to participate in this Offer, directly or indirectly.
- (p) Acquirer 2 does not belong to any group.
- (q) Acquirer 2 confirms that currently there are no pending litigations pertaining to securities market where she is made party to.
- (r) Acquirer 2 confirms that she is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (s) Except as stated in Point (i) above, Acquirer 2 does not hold any Equity Shares of the Company and has complied with the provisions of chapter V of the SEBI (SAST) Regulations, 2011. The provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

**2. INFORMATION ABOUT THE SELLERS**

2.1 Pursuant to the Share Purchase Agreement ("SPA") dated July 25, 2016, the Acquirers have agreed to purchase 417,982 Equity Shares constituting 15.18% of the Voting Share Capital of the Target Company from the following Promoter and Promoter Group members of the Target Company, (collectively referred to as the "Sellers"):

Sr. No.	Name of the Sellers and PAN	Address	Whether part of Promoter and Promoter Group	Details of shares/voting rights held by the Sellers				
				Pre Transaction		Post Transaction		
				Number	%	Number	%	
Seller 1	Paramjit Kaur Sethi PAN: AHLPS8354D	Tower 2, Appt No. 202, Vipul Belmonte, Golf Course Road, Gurgaon-122002, Haryana	Yes	1,65,257	6.00	NIL	NIL	
Seller 2	Harpreet Singh Sethi PAN: AAUPS9690J	House No. 2, Second Floor, Nizamuddin East, New Delhi-110013		1,37,950	5.01	^	3.63	
Seller 3	Gurpreet Kaur Sethi PAN: ABFPS4632Q	House No. 2, Second Floor, Nizamuddin East, New Delhi-110013		1,060	0.04			
Seller 4	Arsdeep Singh Sethi PAN: AAZPS6413J	Tower No. 2/502, Vipul Belmonte, Golf Course Road, Gurgaon-122002, Haryana		2,08,920	7.59			
Seller 5	Puja Sethi PAN: ANBPS7451B	Tower No. 2/502, Vipul Belmonte, Golf Course Road, Gurgaon-122002, Haryana		200	0.01	NIL	NIL	
Seller 6	Dildeep Singh Sethi PAN: AAUPS9692L	Tower 2, Appt No. 202, Vipul Belmonte, Golf Course Road, Gurgaon-122002, Haryana		675	0.02			
Seller 7	Shelly Sethi PAN: ABFPS4633R	Flat No. 202, Tower 2, Sector 23, Golf Course Road, Gurgaon-122002, Haryana		3920	0.14			
				<b>Total</b>	<b>5,17,982</b>	<b>18.81</b>	<b>1,00,000</b>	<b>3.63</b>

(Source: www.bseindia.com)

^ ^ The Shareholding of Mr. Harpreet Singh Sethi, post completion of Open Offer, subject to shareholders approval, shall be classified and disclosed under the Public Category

- 2.2 Accordingly, upon the completion of the sale and purchase of the Sale Shares (as defined below) under the SPA (as defined below), Sellers, except Mr. Harpreet Singh Sethi will not hold any shares in the Target Company. Sellers shall be the Promoters of Target Company and relinquish the control in the management of the Target Company in favor of the Acquirers. The Acquirers will acquire control of the Target Company, and be classified as promoters subject to the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"). The reclassification shall also be subject to the compliance of the conditions specified in Regulation 31A of the SEBI LODR Regulations, being more specifically, that the exiting promoters and persons acting in concert with them shall not hold more than ten per cent of the paid-up equity capital of the Company, they shall not have any special rights through formal or informal arrangements and they or their relatives shall not act as key managerial personnel for a period of more than three years from the date of shareholders' approval.
- 2.3 None of the Sellers as mentioned above have 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.

**3. INFORMATION ABOUT THE TARGET COMPANY**

**3.1 ANKA INDIA LIMITED ("Target Company")**

3.1 Anka India Limited was incorporated on September 13, 1994, under the Companies Act 1956 as Anka India Private Limited. Thereafter, the Target Company was converted to public company. Upon conversion, a fresh Certificate of Incorporation was issued on January 2, 1995. The registered

office of the Target Company is situated at Village Kherki Daula, P. O. Narsingpur, Distt Gurgaon-122001, Haryana, India. Tel: 0124 - 41539232; Email: response@ankaindia.com; Website: www.ankaindia.com.

- 3.2 Company Identification Number of the Target Company is L74900HR1994PLC033268. (Source: www.mca.gov.in)
- 3.3 The main object of the Target Company as per its Memorandum of Association inter-alia includes:-
  - i. To design, develop, maintain, sell, distribute, market and license computer software and programmes for educational, commercial and industrial use, service and other applications and to provide business, development and productivity solutions, and network based information and other services including licensing of computer software and programmes and to provide customer support, training and consultancy services relating to all or any of the foregoing matters and things including relating or incidental thereto
  - ii. To design, develop, invent, improve, carry out research, prepare, own, make use of manufacture, buy, sell, import, export, maintain, repair, alter, convert, distribute, market, license, hire, lease, and otherwise, deal in all kinds of computer software and programmes for use or application in telecommunication equipment and services fixed or mobile, and other value added services including internet management services, Systems for general or specific applications and for all or a customer(s) and matters/things relating or incidental to the foregoing.
  - iii. To design, develop, invent, improve, carry out research, prepare, own, make use of, manufacture, buy, sell, import, export, maintain, repair, alter, convert, distribute, market, license, hire, lease, and otherwise deal in all kinds of computer software and programmes, for use or application in telecommunication equipment and services fixed or mobile and other value added services, computers data-processing machines cards, memory equipment or any other equipment and materials including computer peripherals and accessories of every kind and description useful in connection with computer and electronic hardware and software programmes designed or substance/thing in or with computer and in telecommunication and data processing, preparation, and retrieval products and equipment and telecommunication equipment and products.
  - iv. To act and provide advisory, technical, managerial and consultancy services for internet service providers and any other services in the area of information technology.
  - v. To carry on business as processors, manufacturers, dealers, traders, exporters, of all types of leather shoes, boots, bag, belts, purse, boxes, soles, shoe-uppers, and footwear components, buckles, accessories and fillings.
  - vi. To carry on the business of manufacturers, exporters, traders, merchants, agents or otherwise, deal in all kinds of garments, gloves, costumes, dresses, hats, furnishings, drapery etc and to deal in such other related materials, and chemicals, required for processing and manufacturing the same.
  - vii. To manufacture, produce, use, purchase, sell, supply, store, import, export, and/or otherwise engage in all types of dealing in plastic and plastic related products, polystyrene chips and other thermoplastic products.
  - viii. To act as an export house in connection with the business as referred to in point v, vi and vii above.
- 3.4 The Authorized Share Capital of the Target Company is ₹ 1200 Lacs comprising of 80 Lacs Equity Shares of face value ₹ 10 each and 4 Lacs Redeemable Preference Shares of face value ₹ 100 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 275.34 Lacs comprising of 27.53 Lacs Equity Shares of face value ₹ 10 each. (Source: www.bseindia.com)
- 3.5 There are no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.
- 3.6 The equity shares of the Target Company are currently listed on BSE Limited ("BSE") (Scrip Code: 531673) (Source: www.bseindia.com)
- 3.7 The equity shares of the Target Company are frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. (Source: www.bseindia.com)
- 3.8 The Target Company has paid listing fees to BSE for the financial year 2016 - 2017.
- 3.9 Target Company confirms that the trading in the Equity Shares of the Target Company was never suspended on BSE.
- 3.10 There has been no change in the name of the Target Company during the last three years.
- 3.11 The brief standalone audited financial information of the Target Company for the financial years ended March 2016, 2015 and 2014 is as under: (Amount in ₹)

Particulars	Financial Year 2016	Financial Year 2015	Financial Year 2014
	Audited	Audited	Audited
Total Revenue (Revenue from Operations + Other Income)	5,15,000	2,19,880	55,385
Net Profit/(Loss) after tax	(6,99,767)	(9,74,470)	(18,61,985)
EPS	(0.25)	(0.41)	(0.89)
Net Worth	(1,96,90,854)	(1,89,91,087)	(2,75,36,825)

3.12 The board of directors of the Target Company consists of Mr. Harpreet Singh Sethi, (DIN: 00013851), Mr. Arshdeep Singh Sethi, (DIN: 00013851), Mrs. Paramjit Kaur Sethi, (DIN: 01969211), Mr. Kamal Singh Mehra (DIN: 01116201) and Mr. Jai Prakash Singh (DIN: 06563114) (Source: www.mca.gov.in)

3.13 None of the directors of the Target Company represent the Acquirers.

**4. DETAILS OF THE OFFER**

- 4.1 Acquirers are making this Offer to all the public shareholders of the Target Company, other than the Acquirers ("Equity Shareholders"), to acquire up to 715,900 equity shares of face value ₹ 10 (Rupees Ten only) each, representing 26% of the total Voting Share Capital of the Target Company.
- 4.2 This Offer is being made at a price of ₹ 10 (Rupees Tenonly) (the "Offer Price") per fully paid up equity share of face value ₹ 10 (Rupees Ten only) each of the Target Company, payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations.
- 4.3 This Offer is not conditional on any minimum level of acceptance and is not a competing offer in terms of Regulations 19 and 20 respectively of the Takeover Regulations.
- 4.4 To the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case if any such statutory approvals are required by the Acquirers at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
- 4.5 The Equity Shares of the Target Company will be acquired by the Acquirers as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereto.
- 4.6 The consummation of the sale and purchase of the Sale Shares (as defined below) by the Acquirers, as envisaged under the share purchase agreement dated July 25, 2016 amongst the Acquirers and the Sellers ("SPA"), is subject to the conditions precedent set out in the SPA.
- 4.7 To the best of the knowledge and belief of the Acquirers, as on the date of this DPS, there are no statutory or other approvals required to implement the Offer other than as indicated in section VI of this DPS. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of regulation 23 of the SEBI (SAST) Regulations, 2011. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and to the Target Company at its registered office.
- 4.8 The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this Detailed Public Statement. The Manager to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
- 4.9 The Acquirers do not have any plans 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. The Target Company's future policy for disposal of its assets, if any, within 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.
- 4.10 The acquisition of 26% of the Voting Share Capital under this Offer will not result in the public shareholding in the Target Company falling below the level required for continuous listing. To the extent the post-Offer holding of the Acquirers in the Target Company exceeds the maximum permissible non-public shareholding under Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto (the "SCRR"), the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
- 4.11 If the Acquirers acquire 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, then the Acquirers 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 event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 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.

**II. BACKGROUND TO THE OFFER**

- 1. On July 25, 2016, the Acquirers entered into Share Purchase Agreement ("SPA") with the Sellers for purchase of up to 4,17,982 Equity Shares representing 15.18 % of the Voting Share Capital ("Sale Shares") at a price of ₹ 3 (Rupees Three only) per equity share payable in cash (the purchase of the Sale Shares under the SPA is referred to as the "Transaction")
- 2. Upon completion of Transaction under the SPA and relinquishment of control by the Promoter and Promoter Group of the Target Company, the Acquirers will acquire control of the Target Company. The Acquirers shall be classified after the completion of the open offer formalities / consummation of the SPA as the promoters of the target company subject to the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations. The reclassification shall also be subject to the compliance of the conditions specified in Regulation 31A of the SEBI LODR Regulations, being more specifically, that the exiting promoters and persons acting in concert with them shall not hold more than ten per cent of the paid-up equity capital of the Company, they shall not have any special rights through formal or informal arrangements and they or their relatives shall not act as key managerial personnel for a period of more than three years from the date of shareholders' approval.
- 3. There are no partly paid up equity shares in the Target Company.
- 4. The Acquirers believe that the acquisition of the Target Company presents significant potential to them.
- 5. The object of the acquisition is substantial acquisition of Shares/voting Rights accompanied by control over the Management of the Target Company.
- 6. At present, the Acquirers do not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers may continue to support the existing business of the Target Company. However, in case the Acquirers intend to build new business it shall be subject to the prior approval of the Shareholders. Upon completion of the Offer, the Acquirers may reorganize the present Capital structure of the Company and also further strengthen the Board.

**III. SHAREHOLDING AND ACQUISITION DETAILS**

The current and proposed Equity Shareholding of the Acquirers in the Target Company and the details of the acquisition are as follows:

Details	Acquirer	
	Number of Shares	* %
Shareholding as on the PA date		
Acquirer 1	1,41,242	5.13
Acquirer 2	1,41,242	5.13
Shares acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations	4,17,982	15.18
Shares acquired between the Public Announcement date and the DPS date	NIL	
Shares proposed to be acquired in the Offer (assuming full acceptance)	7,15,900	26.00
<b>Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period (Refer Note # 2)</b>	<b>14,16,366</b>	<b>51.44</b>

Note 1: The Acquirers shall be classified after the completion of the open offer formalities / consummation of the SPA as a promoter of the target company subject to the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations. The reclassification shall also be subject to the compliance of the conditions specified in Regulation 31A of the SEBI LODR Regulations, being more specifically, that the exiting promoters and persons acting in concert with them shall not hold more than ten per cent of the paid-up equity capital of the Company, they shall not have any special rights through formal or informal arrangements and they or their relatives shall not act as key managerial personnel for a period of more than three years from the date of shareholders' approval.

Note 2: The Acquirers are also the directors and shareholders of Raman Trikha Entertainment Private Limited ("RTEPL"). RTEPL currently holds 2,35,404 Equity Shares, representing 8.55% of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert ("PAC") as per Regulation 2(1)(g) of the Takeover Regulations, RTEPL is a deemed PAC. RTEPL vide letter dated July 16, 2016 has confirmed that it doesn't intend to participate in this Offer, directly or indirectly. Further, Mr. Raman Trikha, son of the Acquirers also holds 47,080 Equity Shares, representing 1.71% of the Voting Share Capital of the Target Company. By virtue of the definition of PAC as per Regulation 2(1)(g) of the Takeover Regulations, Mr. Raman Trikha is also a deemed PAC. Mr. Raman Trikha vide letter dated July 18, 2016 has confirmed that he doesn't intend to participate in this Offer, directly or indirectly. Post completion of Offer, the Acquirers shall, subject to shareholders approval, obtain management control of the Company and shall be the new promoters of the Company. Accordingly, RTEPL and Mr. Raman Trikha shall fall under the definition of promoter group of SEBI (ICDR) Regulations, 2009 and their shareholding shall be disclosed under the category of promoter group.

**IV. OFFER PRICE**

- 1. The equity shares of the Target Company are listed on BSE only.
- 2. The annualized trading turnover in the equity shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (July 01, 2015 to June 30, 2016) is as follows 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	Annualized trading turnover (as % of shares listed)
BSE	12,44,788	27,53,449	45.21

(Source: www.bseindia.com)

- 3. Based on the information provided in point above, the equity shares of the Target Company are frequently traded on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.
- 4. The Offer Price of ₹ 10 (Rupees Ten only) is justified in terms of regulation 8 of the SEBI (SAST) Regulations, 2011, being the highest of the following:

a) Highest negotiated price per share for acquisition under the SPA;	₹ 3
b) The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirers or by any person(s) acting in concert, during the fifty-two weeks immediately preceding the date of public announcement;	Not Applicable
c) The highest price paid or payable for any acquisition, whether by the Acquirer or by any person(s) acting in concert, during the Twenty-six weeks immediately preceding the date of the Public Announcement	Not Applicable
d) 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	~ ₹ 9.96

(Source: www.bseindia.com)

- 5. In view of the above parameters considered and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 10 per equity share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.
- 6. There have been no corporate actions undertaken by the Target Company warranting adjustment any of the relevant price parameters.
- 7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this DPS.
- 8. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last three working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph V(4) of this DPS; (ii) make a public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

**V. FINANCIAL ARRANGEMENTS**

- 1. Assuming full acceptance, the total funds requirement to meet this Offer is ₹ 71,59,000 (Rupees Seventy One Lacs Fifty Nine Thousand Only).
- 2. As per Certificates even dated July 18, 2016 issued by Manoj Mangla, Proprietor of M/s Goel Mangla and Associates, Chartered Accountants (Membership No. 500380; FRN: 019340N) having office at 1135/10, 2nd Floor, Naiwala Karol Bagh New Delhi-110005; Email id: goelmanglaca@gmail.com, the Acquirer share adequate liquid resources to meet the funds requirements/obligations under this Offer.
- 3. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirers have opened an escrow cash account bearing account No. 04198020000043 ("Escrow Cash Account") with Yes Bank Limited, a company incorporated under the Companies Act, 1956 of India and carrying on business as a banking company under the Banking Regulation Act, 1949, having its registered office at Nehru Centre, 9th Floor, Discovery of India Bldg., Dr. Annie Besant Road, Worli, Mumbai-400018 and acting through its Branch Office at 4th Floor, Nehru Centre, Discovery of India, Worli, Mumbai-400018, and have made a cash deposit of ₹ 18,00,000 (Rupees Eighteen Lacs only) in the Escrow Cash Account. The cash deposited in Escrow Cash Account represents 25.14% of the total consideration payable to the Equity Shareholders under this Offer. Escrow Bank vide email dated July 20, 2016 has confirmed the credit balance of ₹ 18,00,000 (Rupees Eighteen Lacs only) as on