PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, AND CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT AND DETAILED PUBLIC STATEMENT WITH RESPECT TO THE OPEN OFFER TO THE PUBLIC SHAREHOLDERS OF

TCNS CLOTHING CO. LIMITED

Registered Office: 119, New Manglapuri, W House Mandi Road, Sultanpur, Mehrauli New Delhi - 110030; Tel: 011-42193193;
Website: https://www.tcnsclothing.com; CIN: L99999DL1997PLC090978

OPEN OFFER FOR ACQUISITION OF UP TO 1,87,12,577 (ONE CRORE EIGHTY SEVEN LAKHS TWELVE THOUSAND FIVE HUNDRED AND SEVENTY SEVEN) FULLY PAID UP EQUITY SHARES ("OFFER SHARES") OF TCNS CLOTHING CO. LIMITED ("TARGET COMPANY") OF FACE VALUE OF INR 2 EACH, REPRESENTING 29.00% (TWENTY NINE PERCENT) OF THE EXPANDED SHARE CAPITAL FROM ALL THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ADITYA BIRLA FASHION AND RETAIL LIMITED ("ACQUIRER"), CONDITIONAL UPON A MINIMUM LEVEL OF ACCEPTANCE OF AT LEAST 1,30,27,826 (ONE CRORE THIRTY LAKHS TWENTY SEVEN THOUSAND EIGHT HUNDRED AND TWENTY SIX) EQUITY SHARES REPRESENTING 20.19% (TWENTY POINT ONE NINE PERCENT) OF THE EXPANDED SHARE CAPITAL ("OPEN OFFER" OR "OFFER").

This advertisement cum corrigendum is being issued by Axis Capital Limited ("**Manager to the Open Offer**"), for and on behalf of the Acquirer in respect of the Open Offer to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulation 18(7) of the SEBI (SAST) Regulations ("**Pre-Offer Advertisement cum Corrigendum**"). The detailed public statement dated May 11, 2023 ("**DPS**") with respect to the Offer was published on May 12, 2023 in all editions of Financial Express (English national daily), Jansatta (Hindi national daily), and Mumbai edition of Navshakti (Marathi daily), being the place of the stock exchange where the maximum volume of trading in the shares of the Target Company were recorded during the sixty trading days preceding the date of the Public Announcement dated May 5, 2023 ("**PA**")) by the Manager to the Open Offer on behalf of the Acquirer, in compliance with the SEBI (SAST) Regulations.

This Pre-Offer Advertisement cum Corrigendum should be read in continuation of, and in conjunction with: (a) PA; (b) the DPS; and (c) the letter of offer dated July 26, 2023 ("**LOF**" or "**Letter of Offer**").

For the purpose of this Pre-Offer Advertisement cum Corrigendum:

(a) "**Identified Date**" means July 25, 2023, being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period; and

(b) "**Tendering Period**" means the period from August 8, 2023 to August 23, 2023 (both days inclusive).

Capitalized terms used but not specifically defined in this Pre-Offer Advertisement cum Corrigendum shall have the same meaning assigned to such terms in the LOF, unless otherwise defined.

1. Offer Price: The offer price is INR 503 (Five Hundred and Three) per Equity Share ("**Offer Price**"). There has been no revision to the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6 of the LOF.

2. Recommendation of the committee of independent directors: The committee of independent directors of the Target Company (the "**IDC**") published its written reasoned recommendations on the Offer to the shareholders of the Target Company, on August 3, 2023 in the same newspapers in which the DPS was published. A summary of the relevant extracts of the recommendations of the IDC are given below:

Members of the Committee of Independent Directors	Ms. Neeru Abrol, Chairperson Mr. Bhaskar Pramanik, Member Ms. Sangeeta Talwar, Member Mr. Suresh Jayaraman, Member
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The IDC has reviewed the PA, the DPS and the LOF issued by the Manager to the Open Offer on behalf of the Acquirer, in connection with the Open Offer. Ghosh Khanna & Co. LLP, Independent Chartered Accountants appointed by the IDC to provide external opinion with respect to the Offer Price, has: a. opined that the Offer Price offered by the Acquirer (being the highest price prescribed) is in accordance with the Regulation 8(2) of the SEBI (SAST) Regulations; and b. opined that the Offer Price is fair and reasonable. Based on the above, the IDC is of the opinion that the price of Rs. 503 (Indian Rupees Five Hundred and Three only) per Equity Share being the Offer Price offered by the Acquirer is in compliance with Regulation 8(2) of the SEBI (SAST) Regulations and the Offer Price is fair and reasonable.
Summary of reasons for recommendation	The IDC has reviewed the PA, the DPS and the LOF issued by the Manager to the Open Offer on behalf of the Acquirer, in connection with the Open Offer. Ghosh Khanna & Co LLP, Independent Chartered Accountant appointed by the IDC to provide external opinion with respect to the Offer Price, has: a. opined that the Offer Price offered by the Acquirer (being the highest price prescribed) is in accordance with the Regulation 8(2) of the SEBI (SAST) Regulations; and b. opined that the Offer Price is fair and reasonable. Based on the above, the IDC is of the opinion that the Offer Price of Rs. 503 (Indian Rupees Five Hundred and Three only) per Equity Share is in accordance with the Regulation 8(2) of SEBI (SAST) Regulations and is in compliance with the SEBI (SAST) Regulations and the Offer Price is fair and reasonable. The shareholders are advised to independently evaluate the Open Offer and take an informed decision, whether or not to tender their equity shares in the Open Offer. Recommendation of IDC as submitted to stock exchanges may be accessed at website of the Company.
Details of independent advisors (if any)	Ghosh Khanna & Co. LLP, Independent Chartered Accountants

3. Other details of the Open Offer:

3.1. The Open Offer is being made under Regulations 3(1), 4 and 19 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.

3.2. The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired.

3.3. The Open Offer is for acquisition of up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% (twenty nine percent) of the Expanded Share Capital, conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital. If the number of Equity Shares tendered in terms of the Offer (and which can be validly accepted as per the terms and conditions set out in the Letter of Offer) is less than 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares, the Acquirer shall not acquire any Equity Shares under the Offer and the SPA shall stand rescinded in accordance with the terms of the SPA and the SEBI (SAST) Regulations.

3.4. The dispatch of the LOF to all the Public Shareholders of the Target Company holding Equity Shares as on the Identified Date has been completed (either through electronic or physical mode) on August 1, 2023. The Identified Date was relevant only for the purpose of determining the Public Shareholders as on such date to whom the LOF was to be sent. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer. A copy of the Letter of Offer (which includes the Form of Acceptance-cum-Acknowledgment) is also available on SEBI's website (https://www.sebi.gov.in) from which the Public Shareholders can download / print the same.

4. Instructions to the Public Shareholders:

4.1. In case the Equity Shares are held in physical form: Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.12 of the LOF.

4.2. In case the Equity Shares are held in dematerialized form: Public Shareholders who are holding Equity Shares in electronic/ dematerialised form and who desire to tender their Equity Shares in this Open Offer shall approach their respective Selling Broker, indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer and as per the procedure specified in paragraph 8.11 of the LOF.

4.3. In case of non-receipt of the LOF: Public Shareholders holding the Equity Shares may (i) download the same from the website of SEBI (www.sebi.gov.in) as well as from the website of the Manager to the Open Offer (https://www.axiscapital.co.in). Alternatively, Public Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform which will be made available by BSE or NSE before the closure of the Tendering Period.

5. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the draft letter of offer was submitted to SEBI on May 18, 2023 ("**DLOF**"). SEBI, vide its letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/29371/1 dated July 21, 2023 ("**SEBI Letter**"), issued its comments on the DLOF. These comments have been incorporated in the LOF. This Pre-Offer Advertisement cum Corrigendum also serves as a corrigendum to the PA and DPS, and as required in terms of the SEBI Letter, reflects the changes made in the LOF as compared to the DPS.

6. Material updates to the PA, DPS and the DLOF:

There have been no material changes in relation to the Open Offer since the date of the PA and/or DPS, save as otherwise disclosed in the DPS, DLOF, LOF and this Pre-Offer Advertisement cum Corrigendum. The Public Shareholders are requested to note the following key changes to the DPS and the DLOF in relation to the Open Offer:

6.1. Material update regarding Expanded Share Capital, Offer Shares and Minimum Level of Acceptance

a. In terms of Regulation 7(1) of the SEBI (SAST) Regulations, the Offer Size had been computed basis the total shares of the Target Company as of the 10th working day from the closure of the Tendering Period. Accordingly, the term 'Expanded Share Capital' was defined to mean the total voting equity share capital of the Target Company on a fully diluted basis (which in relation to the ESOPs, shall include the ESOPs which have vested and shall not include the ESOPs which remain unvested) as of the 10th working day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions and vesting or exercise of ESOPs).

b. Accordingly, as stated in the DLOF, the Expanded Share Capital as of the date of the DLOF was 6,45,11,127 (Six Crore Forty Five Lakhs Eleven Thousand One Hundred and Twenty Seven) Equity Shares, which accounted for the total shares of the Target Company on a fully diluted basis (including ESOPs which have vested and shall not include the ESOPs which remain unvested) as of July 24, 2023 (being the 10th Working Day from the date of the closure of the Tendering Period as per the indicative timelines set forth in the DLOF).

c. However, given that the timelines for the Open Offer have been revised upon receipt of the observation letter from SEBI dated July 21, 2023, the Expanded Share Capital being linked to the 10th Working Day from the date of the closure of the Tendering Period was recalculated for the purposes of disclosures in the LOF. An additional 15,000 ESOPs, which are due to vest on August 19, 2023 will result in an increase of the Expanded Share Capital from 6,45,11,127 (Six Crore Forty Five Lakhs Eleven Thousand One Hundred and Twenty Seven) Equity Shares in the DLOF to 6,45,26,127 (Six Crore Forty Five Lakhs Twenty Six Thousand One Hundred and Twenty Seven) in LOF and also consequently, result in an increase in the Offer Shares, Offer Size and Minimum Level of Acceptance.

d. Accordingly, the definition of 'Expanded Share Capital' has been modified to provide ample clarity as to the number of current equity share capital and the number of vested ESOPs as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer based on revised schedule of major activities for the Open Offer set out in the LOF, also set out in paragraph 8 of this Pre-Offer Advertisement cum Corrigendum below. The modified definition of 'Expanded Share Capital' in the LOF, is set out below:

The total voting equity share capital of the Target Company on a fully diluted basis (which in relation to the ESOPs, shall include the ESOPs which have vested and shall not include the ESOPs which remain unvested) as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions and vesting or exercise of ESOPs), which as of the date of the Letter of Offer, is 6,45,26,127 Equity Shares comprising of 6,32,10,918 Equity Shares (including 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval) being the equity share capital as of the date of the Letter of Offer and 13,15,209 ESOPs which have vested as of September 6, 2023 (being the 10th (Tenth) Working Day from the closure of the Tendering Period).

e. Pursuant to increase in Expanded Share Capital as detailed above, the number of Offer Shares have been revised upwards from 1,87,08,227 (One Crore Eighty Seven Lakhs Eight Thousand Two Hundred and Twenty Seven) Equity Shares to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred and Seventy Seven) Equity Shares, constituting 29.00% (twenty nine percent) of the Expanded Share Capital.

f. Consequent to the increase in the Expanded Share Capital and the revision in the Offer Size, the Minimum Level of Acceptance has accordingly also been revised upwards from 1,30,23,918 (One Crore Thirty Lakhs Twenty Three Thousand Nine Hundred and Eighteen) Equity Shares to 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred and Twenty Six) Equity Shares, representing 20.19% (twenty point one nine percent) of the Expanded Share Capital.

6.2. Material update regarding pre and post-offer shareholding pattern of the Target Company

Consequent to the change in Expanded Share Capital and the revision in the Offer Size, changes have also been made to the pre and post-offer shareholding pattern of the Target Company. Pre and post-offer shareholding pattern of the Target Company as on the date of the Letter of Offer (assuming full acceptances) is provided under paragraph 5.17 of the LOF and set out below:

Shareholders' category	Shareholding and voting rights prior to the SPA / Underlying Transaction and Offer [1]		Equity Shares/ voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Equity Shares/ voting rights to be acquired in the Offer (Assuming full acceptances)[2]		Shareholding/ voting rights after the Underlying Transaction and the Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]
(1) Promoter/ Promoter group								
a. Parties to the SPA, if any	1,98,76,757	30.80	(1,41,95,748)	(22.00)	NA	NA	NA	NA
b. Promoters other than (a) above	NA	NA	NA	NA	NA	NA	NA	NA
Total 1 (a+b)	1,98,76,757	30.80	(1,41,95,748)	(22.00)	Nil	Nil	NA[4]	NA[4]
(2) Acquirer	Nil	Nil	1,41,95,748	22.00	1,87,12,577	29.00	3,29,08,325[4]	51.00[4]
Total (1+2)[4]	**1,98,76,757**	**30.80**	**-**	**-**	**1,87,12,577**	**29.00**	**3,29,08,325[4]**	**51.00[4]**
(3) Parties to the SPA other than (1)(a) and (2)	NA	NA	NA	NA	NA	NA	NA	NA
(4) Public (other than parties to the SPA and Acquirer)								
a. FIs/MFs/ FIIs/FPIs/ Banks/ SFIs[5]	96,50,884	14.96	NA	NA	(1,87,12,577)	(29.00)	3,16,17,802[4](#)	49.00[4](#)
b. Others[6]	3,49,98,486	54.24	NA	NA				
Total (4) (a+b)	**4,46,49,370**	**69.20**	**-**	**-**	**(1,87,12,577)**	**(29.00)**	**3,16,17,802[4](#)**	**49.00[4](#)**
Grand Total (1+2+3+4)	**6,45,26,127**	**100.00**	**-**	**-**	**-**	**-**	**6,45,26,127**	**100.00**
Total number of shareholders in "Public" category [7]	*21,877[7]*	-	-	-	*NA*	*NA*	*See Note 8*	*See Note 8*

Notes:

1. Based on the shareholding (from beneficiary position data) as of July 21, 2023.

2. Considering full acceptances and assumes that the condition for Minimum Level of Acceptance has been fulfilled.

3. Calculated on the basis of the Expanded Share Capital of the Target Company.

4. Upon Completion, in accordance with the SPA and subject to the provisions of Regulation 31A of the SEBI LODR Regulations, the Target Company shall take steps to declassify the Sellers and other promoter/promoter group entities of the Target Company as promoters of the Target Company and the Acquirer will acquire control of the Target Company and be classified as the promoter of the Target Company in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations.

(#) Public shareholding includes 56,81,009 Equity Shares, representing 8.80% of the Expanded Share Capital, held by the existing promoter/ promoter group of the Target Company, which will be classified as public shareholding post the Open Offer, in accordance with the SPA and applicable law.

5. Includes shareholding of FIs, MFs, FIIs/FPIs, Banks, SFIs as well as AIFs.

6. Others includes shareholding of public shareholders other than FI/MFs/FIIs/FPIs/Banks, SFIs and AIFs disclosed in 4(a) and includes 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval and holders of ESOP that are vested as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer.

7. Total number of shareholders in "Public" category has been calculated based on all public shareholders (including FI/MFs/FIIs/FPIs/Banks, SFIs, AIFs and Others) and includes holders of ESOPs that are vested but not exercised.

8. The number of public shareholders after the Underlying Transaction and the Offer shall depend on the actual tendering by the Public Shareholders in the Open Offer.

6.3. Material update regarding Maximum Offer Consideration and Financial Arrangements

a. Pursuant to the revision in the Offer Size as detailed in paragraph 6.1 above, the Maximum Offer Consideration will resultantly change and has been accordingly revised upwards from INR 941,02,38,181 (Nine Hundred and Forty One Crore Two Lakhs Thirty Eight Thousand One Hundred and Eighty One) to INR 941,24,26,231 (Nine Hundred Forty One Crore Twenty Four Lakhs Twenty Six Thousand Two Hundred and Thirty One), assuming full acceptance of the Offer.

b. In terms of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer is required to create an escrow for an amount equal to 100% (one hundred percent) of the total consideration payable for the Minimum Level of Acceptance i.e. INR 655,29,96,478 (Six Hundred Fifty Five Crore and Twenty Nine Lakhs Ninety Six Thousand Four Hundred and Seventy Eight) or 50% (fifty percent) of the Maximum Offer Consideration i.e. INR 470,62,13,116 (Four Hundred Seventy Crores Sixty Two Lakhs Thirteen Thousand One Hundred and Sixteen), whichever is higher.

c. In this regard, the Acquirer and the Manager to the Open Offer *inter alia* had entered into an escrow agreement with Axis Bank Limited ("**Escrow Agent**"), acting through its office at Axis Bank, 502, Ground Floor, Bengal Chemical, Opposite Century Bazaar, Prabhadevi, Mumbai, Maharashtra, 400025, dated May 9, 2023 ("**Escrow Agreement**"). Pursuant to the Escrow Agreement, the Acquirer had established an escrow account under the name "TCNS OPEN OFFER CASH ESCROW ACCOUNT" ("**Escrow Account**") and had deposited a sum of INR 655,15,00,001 (Six Hundred Fifty Five Crore Fifteen Lakhs and One) in the Escrow Account (being more than the total consideration payable for the Minimum Level of Acceptance).

d. Consequent to the revision in the Minimum Level of Acceptance, as detailed in paragraph 6.1 above, the Acquirer has, in compliance with Regulation 18 of the SEBI (SAST) Regulations, deposited an additional sum of INR 15,00,000 (Fifteen Lakhs) in the Escrow Account, resulting in a revision in the Escrow Account upwards from INR 655,15,00,001 (Six Hundred Fifty Five Crore Fifteen Lakhs and One) to INR 655,30,00,001 (Six Hundred Fifty Five Crore Thirty Lakhs and One) (being more than the total consideration payable for the revised Minimum Level of Acceptance), by way of cash deposit to comply with the requirements of Regulation 17 of the SEBI (SAST) Regulations.

6.4. Material update regarding status of Statutory Approvals

As disclosed in the LOF, to the best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the Underlying Transaction and this Open Offer. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. The LOF has been updated to reflect the same.

6.5. Material update regarding financial statements of the Acquirer and Target Company

a. Disclosure of limited review consolidated financials for the 9 (nine) months period ended December 31, 2022 for the Acquirer as disclosed in the DLOF have been replaced with the consolidated audited financials for the Acquirer for the financial year ended March 31, 2023 in paragraph 4.1.14 of the LOF and the contingent liabilities of the Acquirer as at six months period ended on September 30, 2022 as disclosed in the DLOF has been replaced with contingent liabilities of the Acquirer as on March 31, 2023 as in paragraph 4.1.15 of the LOF. The consolidated financials and contingent liabilities of the Acquirer as disclosed in the LOF are set out below for reference.

Brief of consolidated audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

(INR in Crore)

Profit & Loss Statement	Financial year ended March 31, 2021 (Consolidated) (Audited)	Financial year ended March 31, 2022 (Consolidated) (Audited)	Financial year ended March 31, 2023 (Consolidated) (Audited)
Income from Operations	5,248.92	8,136.22	12,417.90
Other Income	73.40	100.55	116.46
Total Income	5,322.32	8,236.77	12,534.36
Total Expenditure *	4,694.17	7,036.30	10,924.32
Share in Profit/ (loss) of Joint Venture	(0.34)	2.34	6.84
Profit Before Depreciation, Interest and Tax	627.81	1,202.81	1,616.88
Depreciation	962.75	997.03	1,226.96
Interest	502.60	350.71	472.36
Profit Before Tax	**(837.54)**	**(144.93)**	**(82.44)**
Provision for Tax	(101.54)	(26.57)	(22.97)
Profit After Tax	**(736.00)**	**(118.36)**	**(59.47)**

** Total Expenditure does not include Depreciation and Interest*

(INR in Crore)

Balance Sheet	Financial year ended March 31, 2021 (Consolidated) (Audited)	Financial year ended March 31, 2022 (Consolidated) (Audited)	Financial year ended March 31, 2023 (Consolidated) (Audited)
Sources of Funds:			
Paid-up Share Capital (A)	915.05	938.29	948.79
Reserves and Surplus (excluding revaluation reserves) (B)	1,761.22	1,850.23	2,397.21
Net worth (A+B)	2,676.27	2,788.52	3,346.00
Secured Loans	26.28	36.84	880.14
Unsecured Loans	792.09	1,195.49	1,425.38
Lease Liabilities	2,463.40	2,868.09	4,267.34
Other Liabilities	4,213.43	5,517.62	7,122.42
Total	**10,171.47**	**12,406.56**	**17,041.28**
Uses of funds:			
Net Fixed Assets *	612.31	733.77	1,154.81
Investments	73.59	75.89	84.15
Net Current Assets **	3,902.59	5,334.52	7,170.05
Intangible Assets	699.65	694.63	1,451.48
Right-of-use Assets	2,141.42	2,522.93	3,623.44
Goodwill	1,997.26	2,209.20	2,329.70
Other Assets	744.65	835.62	1,227.65
Total	**10,171.47**	**12,406.56**	**17,041.28**

** Net Fixed Assets comprises of Property, Plant and Equipment and Capital work-in-progress*
*** Net current assets are taken as per the published results for that financial year*

Other Financial Data	Financial year ended March 31, 2021 (Consolidated) (Audited)	Financial year ended March 31, 2022 (Consolidated) (Audited)	Financial year ended March 31, 2023 (Consolidated) (Audited)
Dividend (%)	-	-	-
Earnings per share (basic) (in INR)	(8.23)	(1.18)	(0.38)
Earnings per share (diluted) (in INR)	(8.23)	(1.18)	(0.38)
Return on Net worth *	(27.50%)	(4.24%)	(1.78%)
Book Value of Share (in INR) **	28.55	29.72	35.27

** Return on Net worth is computed as Profit after tax divided by Net worth. Net-worth/Shareholder' funds includes Equity share capital, other equity (Reserves and Surplus) and Non-Controlling Interest*

*** Book value per share is computed as Net worth divided by number of shares outstanding*

The contingent liabilities of the Acquirer as on March 31, 2023 are as follows:

(INR in Crore)

Sr. No	Particulars	Amount
	Claims against the Group not acknowledged as debts	
1.	Commercial taxes	12.22
2.	Excise duty	0.50
3.	Customs duty	2.21
4.	Bank Guarantees	37.67
5.	Textile committee cess	0.75
6.	Income Tax	1.41
7.	Others *	15.76
Total Contingent liabilities		**70.52**

** Pertains to claims made by third parties, pending settlement which are considered not tenable*

b. Limited review standalone financials for the 9 (nine) months period ended December 31, 2022 for the Target Company as disclosed in the DLOF have been replaced with the standalone audited financials for the Target Company for the financial year ended March 31, 2023 in paragraph 5.16 of the LOF, set out below for reference.

Brief of standalone audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

(INR in Crore)

Profit & Loss Statement	Financial year ended March 31, 2021 (Standalone) (Audited)	Financial year ended March 31, 2022 (Standalone) (Audited)	Financial year ended March 31, 2023 (Standalone) (Audited)
Income from Operations	635.54	896.05	1,201.59
Other Income	48.99	34.69	16.01
Total Income	684.53	930.74	1,217.60
Total Expenditure *	633.10	806.41	1,075.97
Profit Before Depreciation, Interest and Tax	51.43	124.33	141.63
Depreciation & amortization expense	91.91	94.38	120.82
Interest**	36.46	37.17	52.02
Profit Before Tax	(76.94)	(7.22)	(31.21)
Provision for Tax	(20.56)	(1.49)	(13.67)
Profit After Tax	**(56.38)**	**(5.73)**	**(17.54)**

** Total Expenditure does not include Depreciation & amortization expense and Finance Costs*
*** Interest represents the Finance Costs*

(INR in Crore)

Balance Sheet	Financial year ended March 31, 2021 (Standalone) (Audited)	Financial year ended March 31, 2022 (Standalone) (Audited)	Financial year ended March 31, 2023 (Standalone) (Audited)
Sources of Funds:			
Paid-up Share Capital (A)	12.31	12.32	12.34
Reserves and Surplus (excluding revaluation reserves) (B)	599.67	607.55	599.36
Net worth (A+B)	611.98	619.87	611.70
Secured Loans	5.36	-	39.50
Unsecured Loans	-	-	-
Total	**617.34**	**619.87**	**651.20**
Uses of funds:			
Net Fixed Assets *	33.35	48.29	70.00
Investments	172.37	145.59	2.12
Net Current Assets **	411.62	425.99	579.08
Total miscellaneous expenditure not written off	-	-	-
Total	**617.34**	**619.87**	**651.20**

** Net Fixed Assets includes Property, plant and equipment, Capital work-in-progress and intangible assets*
*** Net Current Assets includes Right-of-use assets, Financial assets, Deferred tax assets, Non-current tax assets, Other non-current assets and all current assets except investments (disclosed separately) netted off with Lease liabilities, Other financial liabilities, Provisions, Other non-current liabilities and all current liabilities except borrowings (disclosed separately)*

Other Financial Data	Financial year ended March 31, 2021 (Standalone) (Audited)	Financial year ended March 31, 2022 (Standalone) (Audited)	Financial year ended March 31, 2023 (Standalone) (Audited)
Dividend (%)	-	-	-
Earnings per share (basic) (in INR)	(8.85)	(0.90)	(2.75)
Earnings per share (diluted) (in INR)	(8.85)	(0.90)	(2.75)
Return on Net worth *	(9.21%)	(0.92%)	(2.87%)
Book Value of Share (in INR) **	99.47	100.61	99.10

** Return on Net worth is computed as Profit after tax divided by Net worth. Net-worth/Shareholder' funds includes Equity share capital and other equity (Reserves and Surplus)*
*** Book value per share is computed as Net worth divided by No. of shares outstanding*

6.6. Other material updates to the DLOF:

a. Paragraph 1.1 has been replaced with the following in the LOF:

This Offer is conditional on a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital. If the number of Equity Shares tendered in terms of the Offer (and which can be validly accepted as per the terms and conditions set out in this Letter of Offer) is less than 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares, the Acquirer shall not acquire any Equity Shares under the Offer and the SPA shall stand rescinded in accordance with the terms of the SPA and the SEBI (SAST) Regulations.

b. Paragraph 3.3.2 has been updated to clarify that the Scheme will be subject to the procedure as specified in the master circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 on 'Schemes of Arrangement' dated June 20, 2023 issued by SEBI.

c. Paragraph 5.3 has been updated to include the following confirmation:

The Underlying Transaction and the Scheme are permitted by the articles of association and memorandum of association of the Target Company.

d. Paragraph 5.9 has been updated to clarify that all Equity Shares of the Target Company are listed on BSE and NSE except 50,000 Equity Shares for which listing and trading approval is awaited from BSE and NSE. In this regard, please see paragraph 7 below.

e. The LOF has been updated to include the following confirmations:

- Paragraph 3.2.13: *The Acquirer has not acquired any Equity Shares of the Target Company since the date of the PA i.e., May 5, 2023 and up to the date of this Letter of Offer. In the event any Equity Shares of the Target Company are acquired by the Acquirer, the Acquirer will not sell any Equity Shares of the Target Company during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.*
- Paragraph 4.1.12: *Neither the Acquirer, nor any of its directors, promoters and key managerial personnel have been categorized as wilful defaulters or fugitive economic offenders in terms of Regulation 2(1)(ze) and Regulation 2(ja) of the SEBI (SAST) Regulations, respectively.*

continued on next page...

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डेढ़ साल में विमानन सुरक्षा समूह के तहत

सीआइएसएफ ने 6,500 अतिरिक्त कर्मियों की तैनाती को दी मंजूरी

जनसत्ता ब्यूरो
नई दिल्ली, 6 अगस्त।

देश के 66 हवाई अड्डों की सुरक्षा करने वाले सीआइएसएफ के विशेष विमानन सुरक्षा समूह (एएसजी) को यात्री भार बढ़ने और मौजूदा सुविधाओं का विस्तार होने के मद्देनजर पिछले 18 महीनों में 6,500 से अधिक अतिरिक्त कर्मियों की तैनाती करने की मंजूरी दी गई है। आधिकारिक सूत्रों ने यह जानकारी दी।

सूत्रों ने कहा कि नए कर्मियों की तैनाती के साथ ही विमान अपहरण और आतंकवादी हमले के खतरों के खिलाफ नागरिक हवाई अड्डों को सुरक्षित करने के लिए तैनात इस इकाई की कुल ताकत अब कमांडो-प्रशिक्षित जवानों सहित लगभग 37,000 कर्मियों की है। उन्होंने कहा कि केंद्रीय औद्योगिक सुरक्षा बल (सीआइएसएफ) के मानव संसाधन में बढ़ोतरी के लिए मंजूरी मुख्य रूप से तीन कारणों से दी गई है, जिनमें यात्रियों की बढ़ती संख्या, मौजूदा हवाई अड्डों का विस्तार और नये निर्माण शामिल हैं।

विमानन सुरक्षा प्रतिष्ठान के सूत्रों ने बताया कि इन 6,500 कर्मियों में से कुछ को बढ़ती मांग को पूरा करने के लिए हवाई अड्डों पर तदर्थ या अस्थायी तरीके से तैनात किया जा रहा है और इन्हें अन्य सीआईएसएफ इकाइयों से बुलाया गया है। केंद्रीय गृह मंत्रालय ने पिछले डेढ़ साल में क्रमिक तरीके से इन पदों को मंजूरी दी है ताकि लगभग 6,500 कर्मियों को स्थायी रूप से एएसजी में शामिल किया जा सके।

उपलब्ध ताजा मानव संसाधन में से लगभग 1,700 कर्मियों को बंगलुरु के अंतरराष्ट्रीय हवाई अड्डे के लिए और 1,400 को दिल्ली अंतरराष्ट्रीय हवाई अड्डे के लिए रखा गया है। बंगलुरु के केम्पेगौड़ा अंतरराष्ट्रीय हवाई अड्डे को पिछले नवंबर में एक नया टर्मिनल मिला, जबकि इंदिरा गांधी अंतरराष्ट्रीय हवाई अड्डे पर पिछले कुछ वर्षों में यात्रियों की संख्या में वृद्धि और टर्मिनल का विस्तार देखा गया है।

सीआइएसएफ को ग्रेटर नोएडा (उत्तर प्रदेश) के आगामी जेवर और महाराष्ट्र के नवी मुंबई में ग्रीनफील्ड हवाई अड्डों पर अपने सशस्त्र कर्मियों को तैनात करने के लिए सैद्धांतिक मंजूरी दी गई है। दोनों हवाई अड्डों - जिनके अगले साल के अंत तक संचालित होने की उम्मीद है - में से प्रत्येक पर लगभग 4,000 सीआईएसएफ कर्मियों की तैनाती होगी। सूत्रों ने कहा कि इन दोनों हवाई अड्डों के लिए कर्मियों की तैनाती की मंजूरी अलग से दी जाएगी और इस संबंध में एक प्रस्ताव तैयार किया जा रहा है।

'रेलवे स्टेशन के पुनर्विकास से संपर्क को बढ़ावा मिलेगा'

श्रीनगर, 6 अगस्त (भाषा)।

जम्मू-कश्मीर के उपराज्यपाल मनोज सिन्हा ने रविवार को कहा कि अमृत भारत स्टेशन योजना के तहत क्षेत्र में तीन रेलवे स्टेशन के पुनर्विकास से संपर्क को बढ़ावा मिलेगा और लोगों के लिए यात्रा आसान हो जाएगी। सिन्हा ने कहा कि मेरा मानना है कि रेलवे कनेक्टिविटी समाज की जीवन रेखा है।

रेलवे लाइन न सिर्फ विभिन्न क्षेत्रों के साथ संपर्क को मजबूत करती है बल्कि यह आर्थिक समृद्धि भी लाती है और जीवन स्तर को बदल देती है और संबंधित क्षेत्र की नई नियति का निर्माण करती है। प्रधानमंत्री मोदी द्वारा रविवार को 24,470 करोड़ रुपए की लागत से देशभर में 508 रेलवे स्टेशन के पुनर्विकास की आधारशिला रखने के बाद सिन्हा बडगाम रेलवे स्टेशन पर एक समारोह को संबोधित कर रहे थे।

अमृत भारत स्टेशन योजना के तहत जम्मू कश्मीर में तीन रेलवे स्टेशन- जम्मू तवी, उधमपुर और बडगाम का पुनर्विकास किया जाएगा। सिन्हा ने कहा कि इस वित्तीय वर्ष के अंत तक कश्मीर से कन्याकुमारी जुड़ जाएगा। यह घाटी को देश के सभी महत्वपूर्ण वाणिज्यिक केंद्रों से जोड़ देगा। उपराज्यपाल ने कहा कि रेलवे बोर्ड ने कश्मीर में पांच अंतिम स्थान सर्वेक्षण कार्यों को मंजूरी दे दी है जिनमें बारामूला-बनिहाल रेलवे लाइन का दोहरीकरण, न्यू बारामूला-उरी, अवंतीपोरा-शोपियां, सोपोर-कुपवाड़ा और अनंतनाग-बिजबेहड़ा-पहलगाम रेल लाइन शामिल हैं।

भूस्खलन के कारण बाधित हुई अमरनाथ यात्रा

बनिहाल, 6 अगस्त (भाषा)।

अमरनाथ गुफा मंदिर की ओर जा रहे तीर्थयात्रियों को केला मोड़ के पास भूस्खलन के कारण जम्मू-श्रीनगर राष्ट्रीय राजमार्ग बाधित होने की वजह से रामबन जिले में कुछ देर के लिए रोक दिया गया। अधिकारियों ने यह जानकारी दी।

अमरनाथ यात्रा एक दिन निलंबित रहने के बाद रविवार को जम्मू से पुनः आरंभ हुई और 1,626 तीर्थयात्रियों का नया जत्था तड़के यहां आधार शिविर से दक्षिण कश्मीर हिमालय क्षेत्र में वार्षिक तीर्थयात्रा के लिए रवाना हुआ, लेकिन सुबह करीब सवा छह बजे रामबन जिले में चंदरकोट यात्री निवास पर यात्रियों को दो घंटे रोका गया। अधिकारियों ने बताया कि संबंधित एजेंसी ने अपने कर्मियों और मशीनरी की मदद से सड़क से मलबा हटाया, जिसके बाद मार्ग सुबह नौ बजे तक फिर से खोल दिया गया।

विपक्षी दलों की बैठक में संयोजक के नाम पर होगा फैसला

जनसत्ता ब्यूरो
नई दिल्ली, 6 अगस्त।

विपक्षी गठबंधन, इंडिया की मुंबई में होने वाली तीसरी बैठक में संयोजक के नाम पर फैसले का राजनीतिक दलों को इंतजार है।

पहली बैठक में बिहार के मुख्यमंत्री नीतीश कुमार के नाम पर सहमति बनने के बाद उन्हें इस पद के लिए प्रबल दावेदार माना जा रहा है। विपक्षी गठबंधन का नाम तय होने के बाद सरकार और विपक्ष के बीच लगातार लगातार चल रहे गतिरोध को देखते हुए अगली बैठक में संयोजक की घोषणा सहित चुनावी रणनीति भी तय किए जाने की संभावना जताई जा रही है।

दो साल की सजा मामले में रामशंकर कठेरिया करेंगे जिला अदालत में अपील

इटावा, 6 अगस्त (जनसत्ता)।

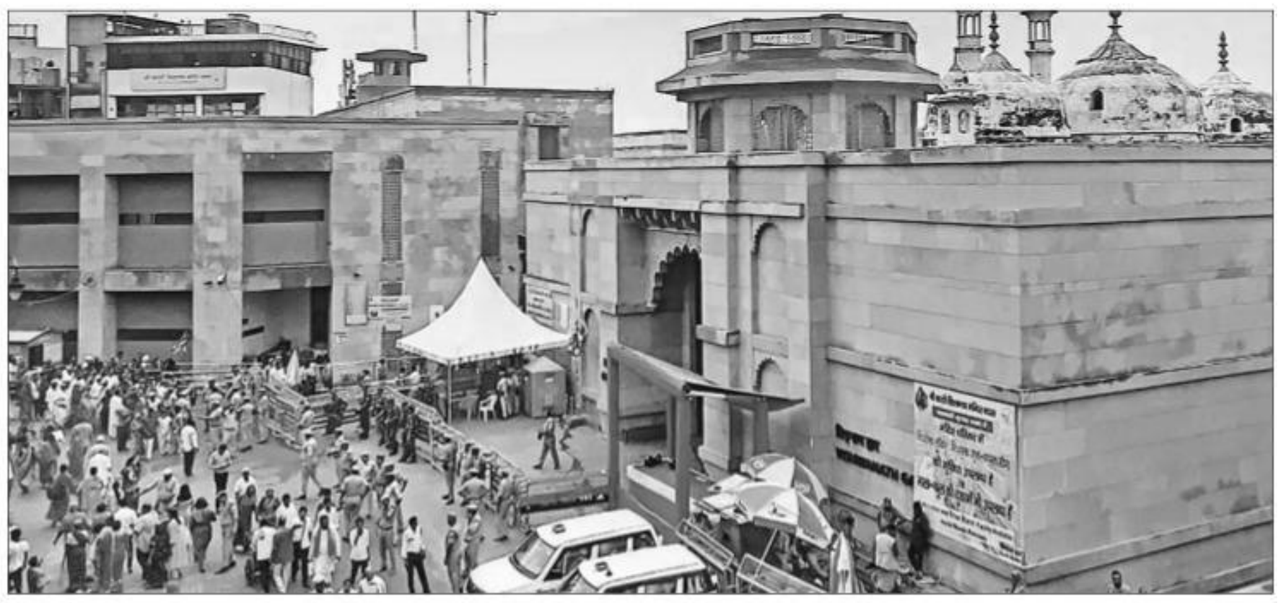
पूर्व केंद्रीय राज्य मंत्री और इटावा से भारतीय जनता पार्टी के सांसद प्रो रामशंकर कठेरिया ने कहा है कि दो साल की सजा सुनाए जाने के बाद वे सात अगस्त को आगरा की जिला अदालत में अपील करेंगे।

इटावा में पत्रकारों से बातचीत करते हुए प्रो कठेरिया ने कहा कि आगरा में एमपी एमएलए अदालत से दो साल की सजा सुनाए जाने के बाद वह खुद सोमवार को आगरा की जिला अदालत में इस मामले को लेकर अपील करेंगे। उन्होंने कहा कि कांग्रेस नेता राहुल गांधी को अब दो साल की सजा सुनाई गई तो उन्होंने राजनीति शुरू कर दी थी लेकिन उनके स्तर पर ऐसा नहीं किया जा रहा है, आगरा में एमपी एमएलए अदालत से दो साल की सजा सुनाए जाने के बाद सात अगस्त को जिला अदालत में अपील करेंगे।

पांच अगस्त को आगरा की एमपी एमएलए कोर्ट ने इटावा के सांसद प्रो रामशंकर कठेरिया को करीब 12 साल पुराने बलवा और पिटाई के एक प्रकरण में दो साल की सजा सुनाई है।

कठेरिया पर आरोप है कि उन्होंने टोरंटो कंपनी के अधिकारी भावेश रसिक लाल को 16 नवंबर 2011 को दोपहर करीब 12 बजकर 10 मिनट पर टोरंट पावर लिमिटेड, आगरा के साकेत माल स्थित आफिस में सांसद रामशंकर कठेरिया 10-15 समर्थकों के साथ पहुंच कर भावेश रसिक लाल शाह के साथ मारपीट की थी। इसमें उन्हें काफी चोटें आई थीं। इस घटना की टोरंट पावर के सुरक्षा निरीक्षक समेधी लाल ने हरीपर्वत थाने में तहरीर दी थी।

ज्ञानवापी परिसर में तीन गुंबदों व एक तहखाने का हुआ सर्वेक्षण



वाराणसी, 6 अगस्त (जनसत्ता)।

उत्तर प्रदेश के वाराणसी जिले में भारतीय पुरातत्त्व सर्वेक्षण (एएसआइ) ने रविवार को तीसरे दिन ज्ञानवापी परिसर में पुरातात्त्विक सर्वेक्षण का काम शुरू किया, जो शाम पांच बजे तक चला। शासकीय अधिवक्ता राजेश मिश्रा ने रविवार शाम यह जानकारी दी।

इस बीच, मुस्लिम पक्ष ने सर्वेक्षण को लेकर झूठी खबरें प्रसारित किए जाने का आरोप लगाते हुए प्रक्रिया से अलग होने की चेतावनी दी। सरकारी वकील राजेश मिश्रा ने बताया, एएसआइ ने रविवार को लगातार तीसरे दिन सर्वेक्षण कार्य शुरू किया। सर्वेक्षण टीम सुबह आठ बजे ज्ञानवापी परिसर में दाखिल हुई। सर्वेक्षण का काम शाम पांच बजे तक चला। दोपहर में दो घंटे तक भोजन के लिए सर्वेक्षण का कार्य रोका गया था। हिन्दू पक्ष के अधिवक्ता विष्णु शंकर जैन ने बताया कि रविवार को तीनों गुम्बदों के नीचे वैज्ञानिक परीक्षण किया गया। वहां पर फोटोग्राफी, मानचित्रण और मापन का कार्य किया गया। उन्होंने बताया कि तीन तहखानों की सफाई करा दी गई है, व्यास जी के तहखाने का भी सर्वेक्षण किया गया है।

सर्वेक्षण के काम में अभी समय लगेगा। इसके पहले सुबह हिंदू पक्ष के अधिवक्ता सुधीर त्रिपाठी ने सर्वेक्षण के लिए परिसर में प्रवेश करने से पहले संवाददाताओं से कहा कि तीसरे दिन का सर्वेक्षण कार्य शुरू हो रहा है। उन्होंने बताया कि शनिवार को सर्वेक्षण के लिए डीजीपीएस समेत कई मशीनों का इस्तेमाल किया गया था और रविवार को रडार का उपयोग किए जाने की संभावना है। त्रिपाठी के मुताबिक, हिंदू और मुसलिम दोनों ही पक्ष अब तक किए गए सर्वेक्षण से संतुष्ट हैं। इस बीच, ज्ञानवापी मस्जिद की रख रखाव की जिम्मेदारी संभाल रहे अंजुमन इंतजामिया मसाजिद कमेटी के संयुक्त सचिव सैयद मोहम्मद यासीन ने बताया कि सर्वेक्षण को लेकर उच्चतम न्यायालय का आदेश आने के बाद मुस्लिम पक्ष दूसरे दिन के सर्वेक्षण में शामिल हुआ और आज भी उसके वकील प्रकिया में शामिल हैं, लेकिन सर्वेक्षण को लेकर जिस तरह की बेबुनियाद बातें फैलाई जा रही हैं, अगर उन्हें नहीं रोका गया तो मुसलिम पक्ष सर्वेक्षण का फिर से बहिष्कार कर सकता है। यासीन ने आरोप लगाया कि शनिवार को सर्वेक्षण के दौरान मीडिया के एक वर्ग ने अफवाह फैलाई कि मस्जिद के अंदर तहखाने में मूर्तियां, त्रिशूल और कलश मिले हैं, जिससे मुस्लिम समाज आहत है।

सरकारी वकील राजेश मिश्रा ने बताया, एएसआइ ने रविवार को लगातार तीसरे दिन सर्वेक्षण कार्य शुरू हुआ। सर्वेक्षण टीम सुबह आठ बजे ज्ञानवापी परिसर में दाखिल हुई। सर्वेक्षण शाम पांच बजे तक चला। दोपहर में दो घंटे तक भोजन के लिए सर्वेक्षण का कार्य रोका गया था।

हिंदू पक्ष के अधिवक्ता विष्णु शंकर जैन ने बताया कि रविवार को तीनों गुंबदों के नीचे वैज्ञानिक परीक्षण किया गया। वहां पर फोटोग्राफी, मानचित्रण और मापन का कार्य किया गया। उन्होंने बताया कि तीन तहखानों की सफाई करा दी गई है, व्यास जी के तहखाने का भी सर्वेक्षण किया गया है।

निर्णय साक्ष्य पर आधारित होना चाहिए : असीम अरुण

नोएडा, 6 अगस्त (भाषा)।

उत्तर प्रदेश के समाज कल्याण मंत्री असीम अरुण ने रविवार को कहा कि ज्ञानवापी मस्जिद मामले में उच्चतम न्यायालय के निर्देशों का स्वागत है और अंतिम निर्णय सबूतों के आधार पर होना चाहिए।

उच्चतम न्यायालय ने गत चार अगस्त को इलाहाबाद उच्च न्यायालय के उस आदेश पर रोक लगाने से इनकार कर दिया था, जिसमें भारतीय पुरातत्व सर्वेक्षण (एएसआइ) को वाराणसी स्थित ज्ञानवापी मस्जिद परिसर में वैज्ञानिक सर्वेक्षण की अनुमति दी गई थी। यद्यपि मुसलिम पक्ष ने कहा है कि शीर्ष अदालत में सुनवाई के दौरान एएसआइ सर्वेक्षण की कवायद से 'पुराना घाव हरा' हो जाएगा।

केंद्रीय संस्कृति मंत्रालय ने संसदीय समिति के सामने स्वीकार किया

चोरी की गई कलाकृतियों का एएसआइ के पास कोई आंकड़ा नहीं

जनसत्ता ब्यूरो
नई दिल्ली, 6 अगस्त।

केंद्रीय संस्कृति मंत्रालय ने संसदीय समिति के सामने स्वीकार किया कि भारतीय पुरातत्त्व सर्वेक्षण (एएसआइ) के पास देशभर में चोरी की गई और पुलिस थानों में पड़ी कलाकृतियों का कोई सूचीबद्ध आंकड़ा नहीं है। संसद में पिछले महीने पेश परिवहन, पर्यटन और संस्कृति संबंधी स्थायी समिति की रपट में संस्कृति मंत्रालय के हवाले से यह जानकारी दी गई है।

समिति के एक प्रश्न पर एएसआइ ने स्वीकार किया कि उसके संग्रहालयों से पुरावशेषों की चोरी का पता लगाने के लिए कोई समर्पित निगरानी प्रकोष्ठ नहीं है। संसदीय समिति ने इटली, कनाडा, नीदरलैंड, अमेरिका, स्काटलैंड, स्पेन और फ्रांस जैसे कई देशों की तर्ज पर चोरी की गई प्राचीन वस्तुओं की वसूली के लिए एक समर्पित सांस्कृतिक विरासत दस्ते की स्थापना की सिफारिश की है।

> *समिति* के एक प्रश्न पर एएसआइ ने स्वीकार किया कि उसके संग्रहालयों से पुरावशेषों की चोरी का पता लगाने के लिए कोई समर्पित निगरानी प्रकोष्ठ नहीं है।
> *समिति* ने इटली, कनाडा, नीदरलैंड, अमेरिका, स्काटलैंड, स्पेन और फ्रांस जैसे कई देशों की तर्ज पर चोरी की गई प्राचीन वस्तुओं की वसूली के लिए एक समर्पित सांस्कृतिक विरासत दस्ते की स्थापना की सिफारिश की है।

रपट के अनुसार जब्त किए गए पुरावशेषों के स्वामित्व के मुकदमे लंबे समय तक चलते हैं और संबंधित वस्तुएं पुलिस थानों में बक्सों में धूल फांकती रहती हैं। इसके अनुसार 2013 की नियंत्रक एवं महालेखा परीक्षक (कैग) की रपट में पाया गया था कि पटना सर्कल की महात्मा बुद्ध की दो प्रतिमाएं और गरुड़ की एक मूर्ति 2005 से अररिया पुलिस थाने में पड़ी हुई थी। वहीं, भारतीय युद्ध स्मारक संग्रहालय, लालकिले के चार पुरावशेष 1989 से दरियागंज पुलिस थाने में पड़े थे। समिति ने मंत्रालय से पूछा था कि क्या एएसआइ के पास वर्तमान में देशभर के पुलिस थानों में पड़ी कलाकृतियों की सूची है और क्या उसने पुराना किला, नई दिल्ली के केंद्रीय पुरावशेष संग्रह की दीर्घा में पड़े, जब्त और पुनः प्राप्त किये गये पुरावशेषों की संख्या का पता लगाने और उनके उचित स्वामियों की जानकारी हासिल करने की दिशा में कदम उठाए हैं?

इसमें एएसआइ के आंकड़ों के हवाले से कहा गया है कि आजादी के बाद से पुरावशेषों की चोरी के 210 मामले सामने आए हैं। रपट के अनुसार इन मामलों में 19 राज्यों/संघ राज्य क्षेत्रों में स्थित केंद्रीय रूप से संरक्षित स्मारकों, स्थलों और संग्रहालयों से 486 पुरावशेषों की चोरी की सूचना मिली है।

...continued from previous page

- Paragraph 4.1.13: *There are no directions subsisting or proceedings pending against the Acquirer and the directors of the Acquirer by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Acquirer and the directors of the Acquirer.*
- Paragraph 5.13: *No acquisitions have been made by the promoter/ promoter group of the Target Company in the Target Company, either during the financial year in which the Public Announcement has been made or in any financial years since the date of listing of the equity shares of the Target Company on the Stock Exchanges on July 30, 2018.*

f. The following disclosures have been included in relation to the Target Company and the promoter and promoter group of the Target Company:

- Paragraph 5.14: *A show cause notice dated July 20, 2023 has been issued by SEBI to the Target Company for an alleged violation of Regulation 26(6) of SEBI (LODR) Regulations. The Target Company is in the process of responding to the Show Cause Notice. Other than the aforementioned, there are no directions subsisting or proceedings pending against the Target Company by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Target Company, the promoter and promoter group and the directors of the Target Company.*
- Paragraph 5.15: *Regulation 31(4) of the SEBI (SAST) Regulations requires disclosures to be made, on a yearly basis, by promoters of a target company along with persons acting in concert, with respect to encumbrances, direct or indirect, other than those already disclosed during the financial year. While there was no encumbrance on the shares held by the promoter and promoter group of the Target Company during the financial year 2020-21, a disclosure to that effect was not made as required under Regulation 31(4) of the SEBI (SAST) Regulations, for which SEBI may initiate suitable action against the promoter and promoter group of the Target Company.*

g. The LOF has been updated to include conditions precedent set out in the SPA in relation to the business of the Target Company. Please refer to paragraph 3.1.3(iv)(d) of the LOF for further details.

h. The LOF has been updated to include the updated share capital structure of the Acquirer as of July 21, 2023 and the updated share capital structure of the Target Company as of the date of the LOF. Please refer to paragraphs 4.1.3 and 4.1.6 and paragraphs 5.4 and 5.5 of the LOF respectively, for further details.

i. The LOF has been updated to include an updated quarterly compliance report on corporate governance as of June 30, 2023 submitted by the Acquirer. Please refer to paragraph 4.1.9 of the LOF for further details.

7. Material updates to the LOF

7.1 Material update regarding the listing and trading approval for the 50,000 Equity Shares

Please note that Paragraph 5.9 of the LOF provides that Equity Shares of the Target Company are listed on BSE and NSE except 50,000 Equity Shares for which listing and trading approval is awaited from BSE and NSE. Please note that the listing and trading approval for these 50,000 Equity Shares has been received from BSE and NSE on July 28, 2023.

8. Statutory and other approvals:

As disclosed in the LOF, the Underlying Transaction and the Open Offer are subject to receipt of the CCI Approval and the Shareholder Approval. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. To the best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the Underlying Transaction and this Open Offer. However, in case of any statutory or regulatory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals. In the event that any statutory or regulatory approvals required are not obtained or are finally refused or are otherwise not received for reasons outside the reasonable control of the Acquirer, the Acquirer may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations.

9. Revised Schedule of Major Activities:

The revised schedule of major activities pertaining to the Offer is set out below:

Sr. No	Activities	Original Schedule of Activities* (as per DLOF)	Revised Schedule of Activities
1	Issue of Public Announcement	Friday, May 5, 2023	Friday, May 5, 2023
2	Publication of the Detailed Public Statement in newspapers	Friday, May 12, 2023	Friday, May 12, 2023
3	Filing of the Draft Letter of Offer with SEBI	Thursday, May 18, 2023	Thursday, May 18, 2023
4	Last date for public announcement for competing offer(s)	Thursday, June 1, 2023	Thursday, June 1, 2023@
5	Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer)	Thursday, June 8, 2023	Friday, July 21, 2023
6	Identified Date#	Monday, June 12, 2023	Tuesday, July 25, 2023
7	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date, and to Stock Exchanges and Target Company, and Registrar to the Open Offer to issue a dispatch completion certificate	Monday June 19, 2023	Tuesday, August 1, 2023
8	Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Thursday, June 22, 2023	Friday, August 4, 2023
9	Last date for upward revision of the Offer Price / the size of the Offer by Acquirer	Thursday, June 22, 2023	Friday, August 4, 2023
10	Date of publication of opening of the Open Offer public announcement in the newspapers in which the Detailed Public Statement was published	Friday, June 23, 2023	Monday, August 7, 2023
11	Date of commencement of the Tendering Period ("**Offer Opening Date**")	Monday, June 26, 2023	Tuesday, August 8, 2023
12	Date of closure of the Tendering Period ("**Offer Closing Date**")	Monday, July 10, 2023	Wednesday, August 23, 2023
13	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	Monday, July 24, 2023	Wednesday, September 6, 2023
14	Last date for publication of post- Offer public announcement in the newspapers in which the Detailed Public Statement was published	Monday, July 31, 2023	Wednesday, September 13, 2023

** The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations).*

@ There has been no competing offer.

 # Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Offer any time during the Tendering Period.

10. Other Information:

10.1. In relation to the disclosures relating to the Target Company and the Sellers, the Acquirer has relied on the information provided by the Target Company and the Sellers or as available in public domain and has not independently verified the accuracy of details of the Target Company or the Seller. Subject to the aforesaid, the Acquirer and its directors, severally and jointly, accept full responsibility for the information contained in this Pre-Offer Advertisement cum Corrigendum and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations. The Acquirer would be responsible to ensure compliance with the SEBI (SAST) Regulations.

10.2. All references to "Rs." or "INR" are references to the Indian Rupee(s).

11. This Pre-Offer Advertisement cum Corrigendum would also be available on SEBI's website at www.sebi.gov.in.

ISSUED ON BEHALF OF THE ACQUIRER BY MANAGER TO THE OPEN OFFER

MANAGER TO THE OPEN OFFER

AXIS CAPITAL

Axis Capital Limited
1st Floor, Axis House, C-2 Wadia International Centre,
P. B. Marg, Worli, Mumbai - 400 025, Maharashtra, India
Tel: +91 22 4325 2183
Fax: +91 22 4325 3000
E-mail: tccl.openoffer@axiscap.in
Contact Person: Mr. Pavan Naik
SEBI Registration No.: INM000012029

REGISTRAR TO THE OPEN OFFER

LINKIntime

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083, Maharashtra, India
Tel: +91 810 811 4949; **Fax**: +91 22 4918 6195
E-mail: tcns.offer@linkintime.co.in; **Contact Person**: Mr. Sumeet Deshpande
Website: www.linkintime.co.in; **SEBI Registration No.**: INR000004058
CIN: U67190MH1999PTC118368

Place: Mumbai
Date: August 5, 2023

2

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