

KASHYAP TELE-MEDICINES LIMITED

CIN: L29110MH1995PLC085738

Regd. Off.: 2nd Floor, Pushpawati Building No. 2, Girgaon Road, Chandanwadi, Mumbai –400002 **Corp. Off.**: UL/8, Upper Floor, Suryarath Complex, Panchwati 1st Lane Ambawadi, Ahmedabad,

Gujarat-380006

Phone: +91-6359637788, Email: investor.relations@kashyaptele-medicines.com,

Website: www.kashyaptele-medicines.com

12th March, 2025

To, BSE LimitedListing Department,
Phiroz Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai-400 001

Scrip Code - 531960

Reference: Intimation for Open offer made on 5th March, 2025

Subject: Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015- Regarding Detailed Public Statement ("DPS") in relation to the open offer to the Public Shareholders (as defined in the DPS) of the Kashyap Tele-Medicines Limited ("Target Company") by June Enterprises Private Limited ("Acquirer")

Dear Sir/Madam,

With reference to the above subject this is to inform you that Kashyap Tele-Medicines Limited has received a copy of the Detailed Public Statement along with a copy of one newspaper publications dated 12th March, 2025 ("Public Announcement") vide email from the Manager to the Offer i.e., Swaraj Shares and Securities Private Limited in respect to open offer dated 5th March, 2025 made by June Enterprises Private Limited.

A copy of the Detailed Public Statement and said Newspaper Publications is enclosed herewith.

You are requested to take this information on record.

Thanking you.

Yours faithfully,

For KASHYAP TELE-MEDICINES LIMITED

JYOTI SAHU
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above



Wednesday, March 12, 2025

To,

Board of Directors,

M/s Kashyap Tele-Medicines Limited

2nd floor, Pushpavati building, Chandan Wadi,

Mumbai - 400002, Maharashtra, India;

Subject :

Submission of Detailed Public Statement to the Public Shareholders of M/s Kashyap Tele-Medicines Limited

Reference

Open Offer made by M/s June Enterprises Private Limited (Acquirer) for acquisition of up to 1,24,07,720 Offer Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of M/s Kashyap Tele-

Medicines Limited.

Dear Sir/ Madam,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by M/s June Enterprises Private Limited ('Acquirer'). The Acquirer has announced an Open Offer in compliance with the provisions of Regulations 3 (1), and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 1,24,07,720 Offer Shares representing 26.00% of the Voting Share Capital of M/s Kashyap Tele-Medicines Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹1.50/- has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,86,11,580.00/- that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement dated Wednesday, 05 March 2025, wherein the Acquirer has agreed to acquire 1,68,72,900 Sale Shares, representing 35.36% of the Voting Share Capital of the Target Company from the Selling Promoter Shareholders, namely being, Mr. Jitendra Tarachand Agrawal (Selling Promoter Shareholder 1), Mr. Amit Yamunadutt Agarwal (Selling Promoter Shareholder 2), Mr. Radheshyam Tarachand Agrawal (Selling Promoter Shareholder 3), Ms. Yamunadutt Amilal Agrawal (Selling Promoter Shareholder 4) and M/s. Jindal Worldwide Ltd (Selling Promoter Shareholder 5) at a negotiated price of ₹1.50/- per Sale Share, aggregating to an amount of ₹2,53,09,350.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.

In this regard, and in compliance with the provisions of Regulations 13(4), 14 (3), and 15 (2) of the SEBI (SAST) Regulations, the Detailed Public Statement dated Tuesday, March 11, 2025, for the aforesaid Offer has been published today, i.e., Wednesday, March 12, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) (Newspapers') (Detailed Public Statement') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal. We kindly request you to upload the Detailed Public Statement on your website at the earliest.

We trust that the above is in order and remain at your disposal should you require any further information.

Thank you for your attention to this matter.

Yours faithfully,

For Syland Securities Private Limited

Mr. Tanmoy Banerjes

Encl.: As above

Swaraj Shares and Securities Private Limited

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pankita@swarajshares.com

www.swarajshares.com

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Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,

Maharashtra, India

DETAILED PUBLIC STATEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 13(4), 14(3), AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

KASHYAP TELE - MEDICINES LIMITED

Corporate Identification Number: L29110MH1995PLC085738; Registered Office: 2nd Floor, Pushpavati building Chandan Wadi, Mumbai - 400002, Maharashtra, India; Corporate Office: UL/8, Upper Floor, Suryarath Complex, Panchwati 1st Lane Ambawadi, Ahmedabad - 380006, Gujarat, India; Contact Number: +91-6359637788; Email Address: investor.relations@kashyaptele-medicines.com; Website: www.kashyaptele-medicines.com;

OPEN OFFER FOR ACQUISITION OF UP TO 1,24,07,720 OFFER SHARES REPRESENTING 26.00% OF THE VOTING CAPITAL OF KASHYAP TELE-MEDICNIES LIMITED, THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹1.50/- PER OFFER SHARE, PAYABLE IN CASH, BY M/S JUNE ENTERPRISES PRIVATE LIMITED, THE ACQUIRER, PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF REGULATIONS 3 (1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED.

This Detailed Public Statement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the fer, for and on behalf of the Acquirer in compliance with the provisions of Regulations 3 (1), and 4 read with Reg 13 (4), 14 (3), and 15(2) of the SEBI (SAST) Regulations, pursuant to the Public Announcement dated Wednesday, March 05, 2025, which was filed with Securities and Exchange Board of India, BSE Limited, and the Target Company at its registered office, in terms of Regulations 3 (1), and 4 applicable Regulations of the SEBI (SAST) Regulations. The Public Announcement was electronically sent to and other SEBI, the BSE, and to the Target Company, and a copy of the said Public Announcement was delivered to SEBI, and Target Company on Wednesday, March 05, 2025, in terms of Regulations 14 (1) and 14 (2) of the SEBI (SAST) Regulations.

DEFINITIONS AND ABREVIATIONS

- For the purpose of this Detailed Public Statement, the following terms have the meaning assigned to them herein
- 'Acquirer' refers to M/s June Enterprises Private Limited, a private company incorporated under Companies Act, 2013, bearing Corporate Identification Number 'U18100MH2009PTC192945', and Permanent Account Number 'AADCT2238B' allotted under the Income Tax Act, 1961, having its registered office located at Unit No.22 & 23, Hasti Industrial Premises Co-Op Soc Ltd, Plot No R-798, Mahape, MIDC, Navi Mumbai, Thane - 400710, Maharashtra, India.
- 'BSE' is the abbreviation for BSE Limited being the only stock exchange on which the Equity Shares of the Target Company are listed.
- 'CIN' is the abbreviation for the term Corporate Identification Number issued under the provisions of the Companies Act,
- "DIN" is the abbreviation for the term Director Identification Number issued and allotted under the companies Act 1956/ 2013, and the rules made thereunder.
- 'Equity Shares' shall mean the fully paid-up equity shares of face value of ₹1.00/- each.
- 'Identified Date' means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer to determine the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before the expiry of the Tendering Period.
- 'ISIN' is the abbreviation for International Securities Identification Number.
- 'Manager' refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer
- "Maximum Consideration" the total funding requirement for this Offer, assuming full acceptance of this Offer being ₹1,86,11,580.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer
- 'Negotiated Price' refers to the price of ₹1.50/- per Sale Share, as mutually agreed upon by the Acquirer and the Selling oter Shareholders for the acquisition of the Sale Shares by the Acquirer, aggregating to a purchase consider ₹2,53,09,550,001- for the sale of 1,68,72,900 Sale Shares, representing 35,36% of the Voting Share Capital of the Target Company, payable in accordance with the terms and conditions stipulated under the Share Purchase Agreement.
- 'Offer' means an open offer being made by the Acquirer for acquisition of up to 1,24,07,720 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, at an offer price of ₹1.50/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of ₹1,86,11,580.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer. 'Offer Documents' shall mean Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer
- Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager
- 1.13. 'Offer Price' is a price of ₹1.50/- per Offer Share, payable in cash to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of ₹1,86,11,580.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.14. 'Offer Period' means the period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirer, i.e. Wednesday, March 05, 2025, 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 Shares' means an open offer being made by the Acquirer for acquisition of up to 1,24,07,720 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company.
- Promoters' refers to the existing promoters of the Target Company (accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations), in this case, namely being Mr Jitendra Tarachand Agrawal (Selling Promoter Shareholder 1), Mr Amit ramunadutt Agarwal (Selling Promoter Shareholder 2), Mr Radheshyam Tarachand Agrawal (Selling Promoter Shareholder Mr Yamunadutt Amilal Agrawal (Selling Promoter Shareholder 4) and M/s Jindal Worldwide Limited (Selling Promoter Shareholder 5), and Mrs. Late Mrs Sarbatidevi Agrawal.
- "Public Announcement" means the Public Announcement dated Wednesday, March 05, 2025, issued in accordance nd compliance with the provisions of Regulations 3 (1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI
- 1.18. 'Public Shareholders' shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirer, the existing Promoters of the Target Company, i.e. the parties to the Share Purchase Agreement and persons deemed to be acting in concert with such parties.
- 1.19. 'Sale Shares' collectively refers to 1,68,72,900 Equity Shares representing 35.36% of the Voting Share Capital of the Target Company, to be acquired from the Selling Promoter Shareholders
- 1.20. 'SCRR' means Securities Contract (Regulation) Rules, 1957, as amended.
- 1.21. 'SEBI' means Securities and Exchange Board of India.
- 1.22. 'SEBI (ICDR) Regulations' refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto
- 1.23. 'SEBI (LODR) Regulations' refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto. 'SEBI (SAST) Regulations' refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and
- Takeovers) Regulations, 2011 and subsequent amendment thereto.
- "Selling Promoter Shareholders' refers to the existing Promoters of the Target Company who have entered into a Share Purchase Agreement, with the Acquirer, in this case namely being Mr Jitendra Tarachand Agrawal (Selling Promoter Shareholder 1), Mr Amit Yamunadutt Agarwal (Selling Promoter Shareholder 2), Mr Radheshyam Tarachand Agrawal (Selling Promoter Shareholder 3), Mr Yamunadutt Amilal Agrawal (Selling Promoter Shareholder 4), and M/s Jindal Norldwide Limited (Selling Promoter Shareholder 5).
- 1.26. 'Selling Promoter Shareholder 1' refers to one of the existing Promoters of the Target Company, namely Mr Jitendra Tarachand Agrawal (Selling Promoter Shareholder 2), who is one of the parties to the Share Purchase Agreement, entered with the Acquirer 'Selling Promoter Shareholder 2' refers to one of the existing Promoters of the Target Company, namely Mr. Amit
- Yamunadutt Agarwal (Selling Promoter Shareholder 2), who is one of the parties to the Share Purchase Agreement, entered with the Acquirer
- 1.28. 'Selling Promoter Shareholder 3' refers to one of the existing Promoters of the Target Company, namely Mr. Radheshyam Farachand Agrawal (Selling Promoter Shareholder 3), who is one of the parties to the Share Purchase Agreement, entered with the Acquirer
- 1.29. 'Selling Promoter Shareholder 4' refers to one of the existing Promoters of the Target Company, namely Mr. Yamunadutt Amilal Agrawal (Selling Promoter Shareholder 4), who is one of the parties to the Share Purchase Agreement dated, entered with the Acquirer
- 'Selling Promoter Shareholder 5' refers to one of the existing Promoters of the Target Company, namely M/s Jinda Worldwide Limited (Selling Promoter Shareholder 5), who is one of the parties to the Share Purchase Agreement, entered with the Acquirer. 'Selling Promoter Shareholders' collectively refers to the Selling Public Shareholder 1, Selling Public Shareholder 2,
- Selling Public Shareholder 3, Selling Public Shareholder 4 and Selling Public Shareholder 5.
- 'Share Purchase Agreement' or 'Underlying Transaction' refers to the share purchase agreement dated Wednesday, March 05, 2025, executed between the Acquirer and the Selling Promoter Shareholders, pursuant to which the Acquirer has agreed to acquire 1.68,72,900 Sale Shares representing 35,36% of the Voting Share Capital, at an Negotiated Price of ₹1.50/- per Sale Share, aggregating to a maximum consideration of ₹2,53,09,350.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.
- 1.33. 'Target Company' or 'KASHYAP' refers to M/s Kashyap Tele Medicines Limited, a public limited incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number "L29110MH1995PLC085738", bearing Permanent Account Number 'AAACJ1569Q' allotted under the Income Tax Act, 1961, with its registered office located at 2nd Floor, Pushpayati Building, Chandan Wadi, Mumbai - 400002, Maharashtra, India.
- 1.34. 'Tendering Period' shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations. 1.35. 'Underlying Transaction' refers to the transaction for sale and purchase of the Sale Shares as contemplated under the
- Share Purchase Agreement. 1.36. Voting Share Capital means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th Working Day from the closure of the tendering period of the Open Offer.
- 1.37. "Working Day' refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI
- DETAILS OF ACQUIRER, SELLING PROMOTER SHAREHOLDER, TARGET COMPANY, AND OFFER
- ACQUIRER

M/s June Enterprises Private Limited (Acquirer)

- M/s June Enterprises Private Limited, the Acquirer was in M/s June Enterprises Private Limited, the Acquirer was incorporated on Tuesday, June 02, 2009, under the provisions of the Companies Act, 1956, under the name and style as 'M/s Thumb-Cut Medical Packaging Private Limited' as certified and issued by the Deputy Registrar of Companies, Mumbai bearing Corporate Identification Number 'U85100MH2009PTC192945', Further on Friday, August 24, 2012 the name of the company was changed from 'M/s Thumb-Cut Medical Packaging Private Limited' to 'M/s Mekitt Coverall Private Limited' vide fresh certificate of incorporation consequent upon change of name issued by Registrar of Companies, Mumbai. Subsequently on Friday, November 01, 2013 the name of the company was changed from "M/s Mekitt Coverall Private Limited" to "M/s June Enterprises Private Limited' vide fresh certificate of incorporation consequent upon change of name issued by Registrar of Companies, Mumbai. Permanent Account Number 'AADCT2238B' allotted under the Income Tax Act, 1961, with its address registered at Unit No 22 & 23 Hasti Industrial Premises Co-On Soc Ltd. Plot No R-798 Mahape MIDC Navi Mumbai Thane -400710, Maharashtra, India. The Acquirer can be contacted via telephone number '+91-9930359878', via Email Address 1.1.2 The main object of the Acquirer is to carry business of trading consumables for pharmaceuticals and food manufacturing
- units, sterilization monitoring and validation, personal protection, quality assurance products, cleanroom products, critical cleaning groups, sterilization packaging and sealing, fluid transfer tubing, products for warehouses, and products for
- 1.1.3. The following encapsulated are the equity capital structure of the Acquirer

Particulars of equity share capital	Number of equity shares held	Face Value	Amount	Percentage of equity and voting share capital
Authorized Share Capital	9,00,000	₹10.00/-	₹90,00,000.00/-	100.00%
Issued, subscribed, and fully paid-up equity sha	are capital			
Fully paid-up equity share capital	3,00,000	₹10.00/-	₹30,00,000.00/-	30.00%
Partly paid-up equity share capital		-		
Total paid-up equity share capital	3,00,000	₹10.00/-	₹30,00,000.00/-	30.00%

ļ.	The details of the promoters and directors of the Acquirer are outlined as below:						
	Name	DIN	Designation	Date of Appointment	Number of equity shares held of face value of ₹10.00/-	Percentage of equity and voting share capital	
	Mr. Kalpesh Sheth	00405151	Director	Tuesday, June 02, 2009	2,50,000	83.33%	
	Mrs. Heena Sheth	07627681	Director	Friday, September 30, 2016	50,000	16.67%	
	Total	-			3.00.000	100.00%	

1.1.5. The following encapsulated is the financial information of Acquire

Particulars	Unaudited and Limited Reviewed Financial Statements for the Nine	Audited Financial Statements for the Financial Year ending March 31			
	Month Period ended December 31, 2024	2024	2023	2022	
Total Revenue	₹4,480.47	₹5,918.21	₹5,677.87	₹4,963.89	
Net Earnings or Profit/(Loss) after tax	₹405.56	₹437.55	₹389.68	₹352.78	
Earnings per Share (EPS)	₹100.60	₹145.85	₹129.89	₹117.59	
Net Worth	₹3,269.08	₹2,967.30	₹2,529.74	₹2,140.06	
Book Value Per share	₹1,089.69	₹989.10	₹843.25	₹713.35	
Return On Net worth	12.41%	14.75%	15.40%	16.48%	

- Acquirer's Confirmations
- As on date of this Detailed Public Statement, the Acquirer has confirmed, warranted, and undertaken that 1.2.1. 1.2.1.1. The Acquirer is a Corporate entity established under the Companies Act, 1956.
- The Acquirer does not hold any Equity Shares of the Target Company. Furthermore, the Acquirer has not purchased any Equity Shares of the Target Company between the date of the Public Announcement and the date of this Detailed Public Statement. 1.2.1.3. Except from being the party to the Share Purchase Agreement, the Acquirer does not hold any other interest or maintain
- any other relationship in or with the Target Company.
- 1.2.1.4. The Acquirer does not belong to any group.
- 1.2.1.5. The Acquirer does not form part of the present promoter and promoter group of the Target Company.
- 1.2.1.6. There is/ are no director(s) representing the Acquirer on the board of the Target Company
- 1.2.1.7. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act. 1.2.1.8. The Acquirer has not been categorized nor is appearing in the "Wilful Defaulter or a Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent
- rrowers issued by Reserve Bank of India. 1.2.1.9. The Acquirer is not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders
- Act, 2018. 1.2.1.10. No person is acting in concert with the Acquirer for the purposes of this Offer. While persons may be deemed to be acting
- in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (**Deemed PACs**), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 1.2.1.11. The Acquirer would not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 1.2.1.12. Pursuant to the consummation of this Underlying Transaction, the Acquirer will acquire control over the Target Company and the Acquirer shall make an application to BSE Limited in accordance with and compliance with the provisions of Regulation 31A (10) of SEBI (LODR) Regulations for classification of itself as the promoter of the Target Company.
- 1.2.1.13. The Acquirer does not have an intention to delist the Target Company pursuant to this Offe

INFORMATION ABOUT THE SELLING PROMOTER SHAREHOLDERS

(The disclosure mentioned under this section has been sourced from information provided by the Selling Promoter Shareholder) The details of the Selling Promoter Shareholders who have entered into the Share Purchase Agreement with Acquirer, are

					Details of Shares/Voting Rights held by the Selling Shareholders			
Name of the Selling Promoter Shareholders	Details of change in the name in	Nature of Entity Grou	Promoter/	Group Part of Promoter/Promoter Group of		hare lase ment ction	Pı Ag	st-Share urchase reement nsaction
	the past (if applicable)	,		Target company	No. of Equity Shares	% of Voting Share Capital	No. of Equity Shares	% of Voting Share Capital
Mr Jitendra Tarachand Agrawal (Selling Promoter Shareholder - 1) PAN: AAWPA5622Q Registered Office located at Jindal Bunglow, S.G. Highway, Opp Honest Restaurant, Ahmedabad Makarba, Ahmedabad, Gujarat 380051, India	Not Applicable	Individual	None	Yes	7,49,900	1.57%	Nil	Not Applicable
Mr Amit Yamunadutt Agarwal (Selling Promoter Shareholder - 2) PAN: AEFPAG451G Add: Jindal Bungalows Park View Society Ambawadi, Ahmadabad City, Ahmedabad Manekbag, Ahmedabad - 380015, Gujarat, India.	Not Applicable	Individual	None	Yes	5,00,000	1.05%	Nil	Not Applicable
Mr Radheshyam Tarachand Agrawal (Selling Promoter Shareholder - 3) PAN: AAWPA5624J Add: 40 Sumadhur Society, Nehrunagar Char Rasta, Ambawadi, Ahmedabad 380015, Gujarat, India	Not Applicable	Individual	None	Yes	3,57,000	0.75%	Nil	Not Applicable
Mr Yamunadutt Amilal Agrawal (Selling Promoter Shareholder - 4) PAN: AAWPA5623R Add: Jindal Bungalows Park View Society Ambawadi, Ahmadabad City, Ahmedabad Manekbag, Ahmedabad - 380015, Gujarat, India	Not Applicable	Individual	None	Yes	3,51,000	0.74%	Nil	Not Applicable
Ms Jindal Worldwide Limited (Selling Promoter Shareholder - 5) PAN: AAACJ3816G Add: Jindal House, Opp.Dmart, I.O.C.Petrol Pump Lane, Shivranjani Shyamal, 132ft Ring Road, Satellite, Ahmedabad, Gujarat 380015.	Not Applicable	Company	None	Yes	1,49,15,000		Nil	Not Applicable
Total					1,68,72,900	35.36%	Nil	Not

- Upon completion of the Offer formalities, the Selling Promoter Shareholders will cease to hold any Equity Shares in the Target Company and will transfer control and management of the Target Company to the Acquirer and will submit a assification from the the SEBI (LODR) Regulations.
- The Selling Promoter Shareholders has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

INFORMATION ABOUT THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company in the public domain)

- Based on the filings made by the Target Company with the jurisdictional Registrar of Companies: The Target Company was incorporated on Monday, February 20, 1995, under the provisions of the Indian Companies Act, 1956, under the name and style of 'Jindal Integrated Lea-Co-Fin Limited' vide certificate of incorporation, issued by the Registrar of Companies, Mumbai. Further on Friday, February 18, 2000, the name of the company was changed from Jindal Integrated Lea-Co-Fin Limited to Jindal Online.Com Limited. Further on Wednesday, August 03, 2005, the name of the company was changed from Jindal Online.Com Limited to Kashvap Tele-Medicines Limited. The Target Company bears the Corporate Identity Number 'L29110MH1995PLC085738' and has its registered office located at 2nd Floor Pushpavati Building, Chandan Wadi Mumbai - 400002, Maharashtra, India. The Target Company can be contacted via Contact Number at '+91- 6359637788,' via Email at: 'investor.relations@kashyaptele-medicines.com' or through its website at 'www.kashyaptele-medicines.com'
- The Equity Shares of the Target Company bearing ISIN 'INE108B01029' are presently listed on BSE Limited bearing Scrip ID 'KASHYAP' and Scrip Code '531960'. The Target Company has already established connectivity with Central Depositories Services (India) Limited ('CDSL'), and National Securities Depository Limited ('NSDL').
- As per the shareholding pattern filed for the quarter ended December 31, 2024, as available on BSE's website, the Targe
- 3.3.1. Any partly paid-up equity shares:
- 3.3.2. Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options, etc., which are convertible into Equity Shares at a later stage;
- 3.3.3. Equity Shares which are forfeited or kept in abeyance;
- 3.3.4. Equity Shares which are subject to lock-in;
- 3.3.5. Outstanding Equity Shares that have been issued but not listed on any stock exchange 3.4. The extracts of the financial information are encapsulated as under:

(₹ in Lakhs except per Equity Share data						
	Unaudited and Limited Reviewed	Unaudited and Limited Reviewed	Audited Financial Statements for the Financial Year ending March 31			
Particulars	Financial Statements for the Nine Month Period ended December 31, 2024	Financial Statements for the half-year ended September 30, 2024	2024	2023	2022	
Total Revenue	₹15.30	₹11.40	₹19.21	₹19.67	₹19.55	
Net Earnings or Profit/(Loss) after tax	₹0.56	₹0.78	₹(3.00)	₹0.31	₹(172.76)	
Earnings per Share (EPS)	₹0.00	₹0.00	₹(0.01)	₹0.00	₹(0.36)	
Net Worth	-	₹64.76	₹63.98	₹66.98	₹66.66	
Book Value Per share	-	₹0.14	₹0.13	₹0.14	₹0.14	
Return On Net worth	-	1.20%	(4.69)%	0.46%	(259.17)%	

The key financial information has been extracted from the Target Company's unaudited and audited financial results and

or the annual reports, as follows: For the Nine months period ended December 31, 2024, the information has been sourced from the Target Company's Unaudited Standalone Financial Results for the Nine months period ended December 31, 2024 (Source: https://www.bseindia.com/xml-data/corpfliing/AttachHis/204220fa-7246-42c7-8f1a-8ae89c535476.pdf).

For the half-year ended September 30, 2024, the information has been sourced from the Target Company's Unaudited Standalone Financial Results for the half-year ended September 30, 2024 (Source: https://www.bs ndia.com/xml-data/ corpfiling/AttachHis/4eaf9866-7dbf-4deb-b84b-8962de141104.pdf)

- For the Financial Year ended March 31, 2024, and March 31, 2023, the information has been sourced from the Targe Company's Annual Report for the Financial Year ended March 31, 2024. (Source: https://www.bseindia.com/xml-data.com/filling/AttachHisz/Babf9fb-c4a9-4384-8981-dd54f7cf9ffc.pdf).
- For the financial year ended March 31, 2022, the information has been sourced from the Target Company's Ann. Report for financial year ended March 31, 2023 (Source: https://www.bseindia.com/xml-data/confiling/AttachHis/0d765e. 53f6-49de-97fd-a90dc861d32c.pdf)

DETAILS OF THE OFFER

- This is a mandatory Offer for acquisition of up to 1,24,07,720 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, made by the Acquirer at an Offer Price of *1.50\tau\$ per Offer Share. Assuming full acceptance the total consideration payable by the Acquirer under this Offer at the Offer Price aggregates to ₹1,86,158,000\tau\$, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who validly tender their Equity Shares in this Offer, subject to the terms and conditions set out in the Offer Documents.
 - The Offer Price of ₹1.50/- per Offer Share will be paid in cash by the Acquirer in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations in accordance with the terms and conditions mentioned in this Detailed Public Statement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
- This Offer is a mandatory open offer and is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of SEBI (SAST) Regulations.
- This Offer is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations
- This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of th 4.5. Target Company.
- The Manager does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to th Offer. The Manager hereby declares and undertakes that, it shall not deal in the Equity Shares of the Target Compan during the period commencing from the date of their appointment as Manager until the expiry of 15 Days from the date of
- closure of this Offer. Except as stated below, there are no conditions as stipulated in the Share Purchase Agreement, the meeting of whic would be outside the reasonable control of the Acquirer, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations:
- 4.7.1. Non-Fuffillment of Conditions Precedent: If the conditions precedent specified under the Share Purchase Agreement are not fulfilled (unless waived off in accordance with the Share Purchase Agreement). The fulfillment of any Condition Precedent specified as stated below may only be waived through an express written waiver issued by the Acquirer:
- 4.7.1.1. The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of the SEBI (SAST
- 4.7.1.2. The Selling Promoter Shareholder and the Acquirers shall cause the Target Company to comply with the provisions the Takeover Regulations:
- 4.7.1.3. In case of non-compliance with any provisions of the SEBI (SAST) Regulations by any party to the Share Purcha 4.7.2. In the event of termination of the Share Purchase Agreement, as per the termination clause as stipulated in the Share
- rchase Agreement, the details of which are specified as under: 4.7.2.1. The Share Purchase Agreement is irrevocable and cannot be terminated by either party unilaterally. In any situatio Acquirers do not complete payment of remaining outstanding consideration within stipulated timeline then the Selling Promoter Shareholder will have right to forfeit the amount received. The termination of the Share Purchase Agreemen can be done only by mutual consent in writing of all parties i.e. Acquirers and the Selling Promoter Shareholder. Am mutual termination of the Share Purchase Agreement has to be witnessed by same witness who testify the Share
- 4.7.2.2. Notwithstanding anything mentioned in the aforesaid clause, if SEBI, or any other government regulatory authority directs either the Acquirers or the Selling Promoter Shareholder to terminate the Share Purchase Agreement, the same shall be terminated and termination of the Share Purchase Agreement in such situation shall not affect any rights and
- obligations of the parties arising prior to termination 4.8. The Acquirer does 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 2 years except in the ordinary course of business.
- The Target Company's future policy for disposal of its assets, if any, within 2 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 th shareholders through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall
- contain reasons as to why such alienation is necessary in terms of Regulation 25 (2) of SEBI (SAST) Regulations

is Detailed Public Statement is being published in the following newspapers:					
Publication	Language	Edition			
Financial Express	English daily	All Editions			
Jansatta	Hindi Daily	All Editions			
Mumbai Lakshadeep	Marathi Daily	Mumbai Edition			

- Mumbai Edition 4.11. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that all the Equity Shares valid The Public Shareholders who tender their Equity Shares In miss Order shall ensure that all the Equity Shares valled tendered by the Public Shareholders in this Offer in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Offer Documents, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Offer Shares on the foregoing basis. The lockedin Equity Shares, if any, may be transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager to the Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares
- 4.12. The Offer Shares of the Target Company will be acquired by the Acquirer 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 off
- 4.13. If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager.
- 4.14. In terms of Regulation 25 (2) of SEBI (SAST) Regulations, the Acquirer hereby undertakes and declares that, it does no have any intention to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance, cotherwise for the period 2 years from the closure of this Offer, except (a) in the ordinary course of business of the Target Company; and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on o applicable to the Target Company.
- 4.15. As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the SCRR, the Target Company is require to maintain minimum public shareholding, as determined in accordance with the SCRR, on a continuous basis for listing Upon completion of the Transactions, the public shareholding of the Target Company shall not fall below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the CTR (ACR) in the Company as per the SCRR and the
- 4.16. If Acquirer acquires Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, then Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 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 Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the efficience of the Change Company in purifice. ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any for
- The payment of consideration shall be made to all the Public Shareholders, who have tendered their Offer Shares in acceptance of the Offer within 10 Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order. 4.18. All Public Shareholders including resident, or non-resident shareholders (including Non-Resident Individuals, Overseas Corporate Bodies and Foreign Portfolio Investors) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from Reserve Bank of India held by them) in this Offer and submit suct approvals, along with the other documents required to accept this Open Offer. In the event such approvals are no
- submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserv India or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Faulty Shares to tender the Offer Shares held by then ong with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted the Acquirer reserves the right to reject such Offe BACKGROUND TO THE OFFER

Applicable

- In pursuance of consummation of the Share Purchase Agreement, the Acquirer shall acquire 1,68,72,900 Sale Share representing 35.36% of the Voting Share Capital of the Target Company, at a negotiated price of ₹1.50/- per Sale Share aggregating to a maximum consideration of ₹2,50 3,9,50 00/-, payable through normal banking channels, subject to the terms and conditions specified in the said Share Purchase Agreement.
- The completion of the Underlying Transaction is subject to satisfaction or waiver of the conditions precedent contained the Share Purchase Agreement, including the receipt of the Required Statutory Approvals
- The acquisition in pursuance of the Share Purchase Agreement will result in the change in control and management of the Target Company Upon acquisition of Sale Shares as contemplated in the Share Purchase Agreement, and post successful completion of
- this Offer, the Acquirer will acquire control over the Target Company and the Acquirer shall become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. The Selling Promoter Shareholders has irrevocably agreed to relinquish the management control of the Target Compan in favor of the Acquirer, subject to the receipt of all the necessary approvals and the Acquirer completing all the
- The Selling Promoter Shareholders have undertaken that, upon completion of the Offer, they shall, in accordance with and in compliance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations, make an application for reclassification from the promoter category of the Target Company, subject to compliance with the SEBI (LODR) Regulations

The prime object of this Offer is to acquire substantial Equity Shares and Voting Share Capital accompanied by controver the Target Company. The Acquirer intends to expand the Target Company's business activities by carrying on additione business for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structur that may be carried out, will be in accordance with applicable laws.

EQUITY SHAREHOLDING AND ACQUISITION DETAILS The current and proposed shareholding pattern of the Acquirer in the Target Company and the details of the acquisition

Details	Private	Enterprises Limited Juirer)	Total	
	Number of Equity Shares	% of Voting Share Capital	Number of Equity Shares	% of Voting Share Capital
Shareholding as on the Public Announcement date	Nil	Not Applicable	Nil	Not Applicable
Equity Shares proposed to be acquired through Share Purchase Agreement	1,68,72,9001	35.36%	1,68,72,900	35.36%
Equity Shares acquired between the Public Announcement date and the Detailed Public Statement date	Nil	Not Applicable	Nil	Not Applicable
Equity Shares proposed to be acquired in the Offer	1,24,07,720	26.00%	1,24,07,720	26.00%
Post-Offer Shareholding assuming full acceptance of the Offer Shares in the Offer, on diluted basis on 10 th Working Day after closing of Tendering Period	2,92,80,620	61.36%	2,92,80,620	61.36%

OFFER PRICE

The Equity Shares of the Target Company are presently listed on BSE Limited bearing Scrip ID 'KASHYAP' and Scrip

The trading turnover in the Equity Shares of the Target Company on BSE Limited based on trading volume during the 12 calendar months prior to the month of Public Announcement (March 01, 2024, to February 28, 2025) have been obtained

Stock Exchange	Total no. of Equity Shares traded during the 12 calendar months prior to the month of Public Announcement		Trading turnover (as % of Equity Shares listed)
BSE Limited	35,16,887	4,77,22,000	7.37%

Based on the information provided above, the Equity Shares of the Target Company are infrequently traded on BSE Limited within the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations

The Offer Price of ₹1.50/- is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being more than highest of

Sr. No.	Particulars Particulars	Price
a)	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	₹1.50/-
b)	The volume-weighted average price paid or payable for acquisition(s) by Acquirer, during the 52 weeks immediately preceding the date of Public Announcement	Not Applicable
c)	The highest price paid or payable for any acquisition by Acquirer, during the 26 weeks immediately preceding the date of Public Announcement	Not Applicable
d)	The volume-weighted average market price of Equity Shares for a period of 60 trading days immediately preceding the date of Public Announcement as traded on BSE Limited where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are infrequently traded	Not Applicable
e)	Where the Equity Shares are not frequently traded, the price determined by Acquirer and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	₹0.14/-*
f)	The per equity share value computed under Regulation 8(5) of SEBI (SAST) Regulations, if applicable	Not Applicable, since this is not an indirect acquisition of Equity Shares

* Mr. Jha Prabhakar Pramod bearing IBBI Registered Valuer bearing registration number 'IBBI/RV/16/2021/14342' and having her office at 101, Shiv Samarth, Pantnagar, Ghatkopar (East), Mumbai - 400075, Maharashtra, India with the Email address being 'prabhakarcfa@hotmail.com', through his valuation report dated Wednesday, March 05, 2025, has certified that the fair value of the Equity Share of Target Company is ₹0.14/- per Equity Share.

In view of the parameters considered and presented in the table above, in the opinion of Acquirer and Manger, the Offer Price of ₹1.50/- per Offer Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

- Based on the confirmation provided by Target Company and based on the information available on the website of the BSE Limited, since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjust,ment on the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations.
- The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Deallad Public Statement up to 3 Vlorking Days prior to the commencement of the Tendering Period, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations. However, no adjustment shall be made for dividend with a record date falling during such period except where the dividend per share is more than 50.00% higher than the average of the dividend per share paid during the 3 Financial Years preceding the date of Public Announcer
- As on date of this Detailed Public Statement, there has been no revision in the Offer Price or to the size of this Offer as on As or lade of this Detailed Public Statement, In case of any revision in the Offer Price or Offer Size, the Acquirer would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.
- In terms of Regulations 18 (4) and 18 (5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirer shall make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of
- In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations, in the event of such revision, the Acquirer shall: (a) make corresponding increases to the Escrow Amount: (b) make a public announcement in the same the Acquirer Static, up interest contemporary in the scale when the statement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. However, the Acquirer shall not acquire any Equity Shares after the 3" Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.
- If the Acquirer acquires Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, the Acquirer will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

FINANCIAL ARRANGEMENTS

- In terms of Regulation 25 (1) of the SEBI (SAST) Regulations, the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Dyaneshwar Naykodi, Chartered Accountant, holding membership number '149741' of Hemal Parikh & Co LLP, has certified that the Acquirer has sufficient resources to meet its obligations in full for this Offer. The firm has its office located at 231,Lotha Supremus II, Lal Bahadur Shastri Marg, Gandhi Nagar, Kirti Vihar, Ghatkopar West, Mumbai - 400086, Maharashtra, India.
- The maximum consideration payable by the Acquirer to acquire up to 1.24 07 720 Offer Shares, representing 26 00% of The triaxman consideration begains by the Acquirer is a dequire up in 24-107/20 Oiler Sniets, epipersenting 2500% of the Voting Share Capital of the Target Company, at an offer price of \$1.50°, per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of \$1,861,158,000.b. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account under the name and style of KTML- Open Offer Escrow Account with Axis Bank Limited operating through its branch located at Axis Bank Limited, Coparate Center, Another Kurlar oad, Andheri East, Mumbai 400059, Maharashits India and has deposited 41,90,00,000.001-i.e., equal to or higher than 100.00% of the total consideration payable in the Offer, assuming full acceptance
- The Manager is duly authorized to operate the Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- The Acquirer has confirmed that they have, and will continue to have, and maintain sufficient means and firm arrangements to enable compliance with their payment obligations under the Offer
- In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer would deposit appropriate additional amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision

Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager is satisfied about the ability of the Acquirer to fulfill their obligations in respect of this Offer in accordance with the provisions of SEBI (SAST) Regulations

STATUTORY AND OTHER APPROVALS

- The Underlying Transaction is subject to the conditions specified under the Share Purchase Agreement, as specifically addressed under sub-paragraph 4.7 of Paragraph 4 titled as 'Details of the Offer' under Part II of this Detailed Public Statement. Except as stated aforesaid. as of the date of this Detailed Public Statement, are no statutory approvals required to complete this Offer. However, in case of any such statutory approvals are required by the Acquirer at a later date before the expiry of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such statutory approvals.
- All Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer Further if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Offer Shares
- The Acquirer shall complete all procedures relating to payment of consideration under this Offer within a period of 10 Working Days from the date of expiry of the Tendering Period to those Public Shareholders who have tendered Equity Shares and are found valid and are accepted for acquisition by the Acquirer.
- The Acquirer in terms of Regulation 18 (11) of SEBI (SAST) Regulations, is responsible to pursue all statutory approvals in order to complete this Offer without any default, neglect or delay. In the event, the Acquirer is unable to make the payment to the Public Shareholders who have accepted this Offer within such period owing to non-receipt of statutory approvals required by the Acquirer, SEBI may, where it is satisfied that such non-receipt was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time for making payments, subject to the Acquirer agreeing to pay interest to the shareholders for the delay at such rate as may be specified. In addition, where any statutory approval extends to some but not all the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed.
- In accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, if there is any delay in making payment to the Public Shareholders who have accepted this Offer, the Acquirer will be liable to pay interest at the rate of 10.00% per annum for the period of delay. This obligation to pay interest is without prejudice to any action that the SEBI may take under Regulation 32 of the SEBI (SAST) Regulations. However, it is important to note that if the delay in payment is not attributable to any act of omission or commission by the Acquirer, or if it arises due to reasons or circumstances beyond the control of the Acquirer, SEBI may grant a waiver from the obligation to pay interest. Public Shareholders should be aware that while such waivers are possible, there is no certainty that they will be granted, and as such, there is a potential risk of delayed payment along with the associated interest.
- In accordance with Regulation 23 (1) of the SEBI (SAST) Regulations, this Offer, shall not be withdrawn except under the
- If statutory approvals required for this Offer or for acquisition of Sale Shares (which attracted the obligation to make an open offer under SEBI (SAST) Regulations) are refused, provided these requirements for approval have been disclosed in this Detailed Public Statement and the Letter of Offer.
- Further, the Underlying Transaction is subject to the conditions specified under the Share Purchase Agr addressed under sub-paragraph 4.7 of Paragraph 4 titled as 'Details of the Offer' under Part II of this Detailed Public Statement. If these conditions are not met due to reasons beyond the reasonable control of the Acquirer, and the Share Purchase Agreement is subsequently rescinded
- If SEBI determines that circumstances merit the withdrawal of the Offer, in which case SEBI shall issue a reasoned order permitting the withdrawal, which will be published on SEBI's official website.
 - In the event of the withdrawal of this Offer, the Acquirer shall, through the Manager to the Offer within 2 Working Days of such withdrawal, make an announcement in the Newspapers in which this Detailed Public Statement for this Offer was published, providing the grounds and reasons for the withdrawal. Simultaneously with the announcement, the Acquirer shall inform in writing the SEBI, BSE Limited, and the Target Company at its registered office
- By agreeing to participate in this Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including Non-Resident Individuals, Overseas Corporate Bodies, and Foreign Portfolio Investors) give the Acquirer, the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reporting, if required, including Form FC-TRS, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer

TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Date of issue of the Public Announcement	Wednesday, March 05 2025
Date for publication of Detailed Public Statement in the newspapers	Wednesday, March 12, 2025
Last date for filing of the Draft Letter of Offer with SEBI	Thursday, March 20, 2025
Last date for public announcement for a Competing Offer	Friday, April 04, 2025
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)	Tuesday, April 15, 2025
Identified Date*	Thursday, April 17, 2025
Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Friday, April 25, 2025
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders	Wednesday, April 30, 2025
Last date for upward revision of the Offer price/ Offer size	Friday, May 02, 2025
Last date of publication of the Offer opening public announcement, announcing the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers in which this Detailed Public Statement has been published	Friday, May 02, 2025
Date of commencement of Tendering Period ('Offer Opening Date')	Monday, May 05, 2025
Date of expiry of Tendering Period ('Offer Closing Date')	Friday, May 16, 2025
Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer	Friday, May 30, 2025

*Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. 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 this Offer any time during the Tendering Period.

Note: The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations;

PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- The Open Offer will be implemented by the Acquirer through the Stock Exchange Mechanism made available by the BSE Limited in the form of a separate window ('Acquisition Window'), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEB Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI HO/CFD/ DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI master circular SEBI/HO/CFD/PoD-1/P/ CIR/2023/3 dated February 16, 2023, as amended from time to time and notices/ quidelines issued by BSE and the Clearing Corporatio in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tende offers under takeovers, buy back and delisting, as amended and updated from time to time ('Acquisition Window Circulars'). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.
- As per the provisions of Regulation 40 (1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03 2018, bearing reference number 'PR 49/2018', requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with SEBI bearing reference number 'SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020', shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.
- All Public Shareholders, registered or unregistered, holding the Equity Shares in dematerialized form or holding locked-in All Public Shareholders, registered or unregistered, nothing the Equity Shares in dematerialized form of nothing locked-in-Equity Shares are eligible to participate in this Offer at any time during the period from the Offer Opening Date and Offer Closing Date before the closure of the Tendering Period. All Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. The accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way
- The Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE Limited in the form of a separate window as provided under the SEBI (SAST) Regulations read with Acquisition Window Circulars
- BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Offer. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate the placing of sell orders. The Selling Broker car enter orders for dematerialized Equity Shares. Before placing the bid, the concerned Public Shareholder/Selling Broke would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ('Clearing Corporation'), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The Acquirer has appointed Nikunj Stock Brokers Limited as the registered broker (Buying Broker) for the Open Offei through whom the purchases and the settlement of the Offer shall be made. The contact details of the Buying Broker ar as mentioned below:

Name	Nikunj Stock Brokers Limited
Address	A-92, GF, Left Portion, Kamla Nagar, New Delhi - 110007, India
Contact Number	+91 8700240043 / 011-47030000-01
E-mail Address info@nikunjonline.com	
Website	www.nikunjonline.com
Contact Person	Ms. Monika

- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stockbrokers ('Selling Brokers') within the normal trading hours of the secondary market, during the Tendering Period
- The cumulative quantity tendered shall be displayed on Designated Stock Exchange's website accessible it www.bseindia.com throughout the trading session at specific intervals by Designated Stock Exchange during the
- Equity Shares should not be submitted / tendered to the Manager, the Acquirer, or the Target Company
- THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WOULD BE MAILED OR COURIERED TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE. KINDLY READ IT CAREFULLY BEFORE TENDERING THE EQUITY SHARES IN THIS OFFER EQUITY SHARES ONCE TENDERED IN THE OFFER CANNOT BE WITHDRAWN BY THE PUBLIC SHAREHOLDERS.

OTHER INFORMATION

- The Acquirer accepts full and final responsibility for the information contained in the Public Announcement and this Detaile Public Statement and for his obligations as laid down in SEBI (SAST) Regulations. All information pertaining to the Targe Company and the Selling Promoter Shareholders has been obtained from publicly available sources, and the accuracy thereof has not been independently verified by the Manager.
- The Acquirer and the Manager do not accept any responsibility with respect to such information relating to the
- The Acquirer has appointed M/s Integrated Registry Management Services Private Limited, as the Registrar, having office at 2nd Floor, Kences Towers, 1, Ramakrishna Street, T.Nagar, Chennai - 600 017, India. The contact person, Mr. S Vijayagopal, can be contacted via telephone number 044 - 28143045/46', vide Email Address at 'gopi@integratedindia.ir and website www.integratedindia.in. The Contact Person, Mr. J. Gopinath can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays) during the Tendering Period.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Swaraj Shares and Securitie Private Limited as the Manager.
- In this Detailed Public Statement, any discrepancy in any table between the total and sums of the amount listed is due rounding off and/or regrouping.
- In this Detailed Public Statement, all references to '₹' or 'Rs.' or 'INR' are references to the Indian Rupee(s).
- This Detailed Public Statement will be available and accessible on the website of the Manager at www.swarajshares.cor and is also expected to be available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com.
- The signatory of this Detailed Public Statement has been duly and lawfully authorized to sign it. Issued by the Manager to the Open Offer on Behalf of Acquirer

SWARAJ

Swaraj Shares and Securities Private Limited

Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093,

Maharashtra India

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Investor grievance Email Address: investor.relations@swaraishares.com

Corporate Identification Number: U51101WB2000PTC092621 SEBI Registration Number: INM000012980

For and on behalf of the Board of Directors of the Acquire Validity: Permanent

M/s June Enterprises Private Limited

Place: Mumbai Mr. Kalpesh Sheth Date: Tuesday, March 11, 2025