

**PUBLIC ANNOUNCEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

**ETT LIMITED**

**CIN: L22122DL1993PLC123728**

**Registered office: 17, Hemkunt Colony, New Delhi-110048**

**Phone: 011-46567575; Website: www.ettgroup.in;**

**Email Id: secretarial@ettgroup.in**

**OPEN OFFER FOR ACQUISITION OF UPTO 26,95,852 FULLY PAID EQUITY SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF ETT LIMITED, (HEREIN AFTER REFERRED AS ("ETT"/"TARGET COMPANY"/"TC") AT AN OFFER PRICE OF ₹ 35/- (RUPEES THIRTY FIVE ONLY) PER OFFER SHARE TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY MR. SUNIL HUKUMAT RAJDEV (HEREIN AFTER REFERRED TO AS THE "ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO (" SEBI (SAST) REGULATIONS") ("OPEN OFFER" OR "OFFER")**

This Public Announcement ('PA'/'Public announcement') is being issued by Fintellectual Corporate Advisors Private Limited ('Manager to the offer' or 'FCAPL') for and on behalf of Acquirer to the Public Shareholders of Target Company ('Public Shareholders') pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations.

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

**1. DEFINITIONS AND ABBREVIATIONS**

<b>Definitions &amp; Abbreviations</b>	<b>Particulars</b>
Acquirer	Mr. Sunil Hukumat Rajdev, son of Mr. Hukumat Meghraj Rajdev, aged 52 years, Indian Inhabitant bearing PAN 'ADHPR9138E' under the Income Tax Act, 1961, and residing at 301-3rd Floor, Earth-12, Ambali, Bopal Road, opp. Landmark Hotel, B/H Sanidhya Bunglows, Ambali, Bopal, Ahemdabad-380058.
Agreements	The Share Purchase Agreement are hereinafter referred to as the Agreements.
Board of Directors	The board means the Board of Directors of the Target Company.
BSE Limited	BSE Limited is the stock exchange where presently the Equity shares of the Target Company are Listed.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of the face value of ₹ 10.00/- (Rupees Ten Only) each.
ISIN	International Securities Identification Number
Negotiated Price	A negotiated price of ₹ 35.00/- (Rupees Thirty Five Only) per Sale Share, aggregating to an amount of ₹ 9,45,00,000/- (Rupees Nine Crore Forty Five Lakhs Only) for the sale of 27,00,000 (Twenty Seven Lakhs) Equity Shares, representing 26.04% of the Voting Share Capital of the Target Company,

	by Promoter Sellers to the Acquirer, pursuant to the execution of the Share Purchase Agreement.
Offer Period	The period from the date of entering into an agreement to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Monday, January 23, 2023, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of ₹35/- (Rupees Thirty Five Only) per Offer Share.
Offer Shares	26,95,852 (Twenty Six Lakhs Ninety Five Thousand Eight Hundred Fifty Two) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 <sup>th</sup> (Tenth) working day from the closure of the Tendering Period.
PA/ Public Announcement	Public Announcement dated Monday, January 23, 2023.
Promoter Sellers	The existing promoters of the Target Company, in 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. Harvinder Singh, Mr. Sanjay Arora, Mr. Sandeep Sethi and Mr. Gurupreet Sangla.
Public Shareholders	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer and the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
Share Purchase Agreement/ SPA	The Share Purchase Agreement dated Monday, January 23, 2023, executed between the Acquirer and the promoter Sellers, pursuant to which the Acquirer has agreed to acquire 27,00,000 (Twenty Seven Lakhs) Equity Shares, representing 26.04% (Twenty Six Point Zero Four Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹ 35.00/- (Rupees Thirty Five Only) per Sale Share, aggregating to an amount of ₹ 9,45,00,000/- (Rupees Nine Crore Forty Five Lakhs Only).
Stock Exchanges	BSE Limited, is the stock Exchanges on which the Equity Shares of the Target Company are presently listed.
Target Company/ ETT	ETT Limited a public limited Company incorporated under the

	provision of the Companies Act, 1956, having its registered office at 17, Hemkunt Colony, New Delhi-110048 and bearing Corporate Identification Number- L22122DL1993PLC123728.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

## 2. OFFER DETAILS

<b>Offer Size</b>	Acquisition of up to 26,95,852 (Twenty Six Lakhs Ninety Five Thousand Eight Hundred Fifty Two only) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Offer price/ Consideration</b>	This cash Offer is being made at a price of ₹ 35/- (Rupees Thirty Five only) per Offer Share. The Equity Shares of the Target Company are frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹ 9,43,54,820/- (Rupees Nine Crore Forty Three Lakh Fifty Four Thousand Eight Hundred and Twenty Only).
<b>Mode of payment</b>	The Offer Price is paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Type of offer</b>	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement.

## 3. TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Details of underlying transaction						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/- Allotment /-market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights (VR) acquired (₹ in Lakhs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting capital			

Direct	Share Purchase Agreement dated Monday, January 23, 2023 between the Acquirer and the Promoter Sellers	2700000 Equity Shares	26.04%	₹ 945/-	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations
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**Note:** Upon completion of the Offer, the Promoter Sellers shall not hold any Equity Shares of the Target Company, nor any management control, and shall cease to be promoter of the Target Company and the Acquirer shall be the new promoters of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

#### 4. DETAILS OF ACQUIRER:

Details	Acquirer	Total
<b>Name of Acquirer</b>	Sunil Hukumat Rajdev	-
<b>Address</b>	301-3rd Floor, Earth-12, Ambali Bopal Road, opp. Landmark Hotel, B/H Sanidhya Bungalows, Ambali, Bopal, Ahemdabad-380058, Gujarat	
<b>Name(s) of person in control/promoters of the Acquirer</b>	Nil	-
<b>Name of the Group, if any, to which the Acquirer belongs to</b>	Nil	-
<b>Pre Transaction shareholding:</b>	Nil	Nil
• Number		
• % of total share capital	Nil	Nil
<b>Proposed shareholding after the acquisition of shares which triggered the Open Offer</b>	27,00,000	27,00,000
• Number		
• % of total share capital	26.04%	26.04%
<b>Any other interest in the Target Company</b>	As on the date of this Public Announcement, except for the execution of the Share Purchase Agreement, the Acquirer do not have any interest or any other relationship with the Target Company.	

#### 5. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE

Name of the Promoter Sellers	Part of Promoter group (Yes/No)	Details of shares/ Voting rights held by the Promoter Sellers			
		Pre Transaction		Post Transaction	
		Number of shares	%	Number of shares	%
Harvinder Singh	Yes	6,75,000	6.51%	Nil	Nil

Sanjay Arora	Yes	6,75,000	6.51%	Nil	Nil
Sandeep Sethi	Yes	6,75,000	6.51%	Nil	Nil
Gurupreet Sangla	Yes	6,75,000	6.51%	Nil	Nil

## 6. TARGET COMPANY

<b>Name</b>	ETT LIMITED
<b>CIN</b>	L22122DL1993PLC123728
<b>Registered Office</b>	17, Hemkunt Colony, New Delhi-110048
<b>Exchange where listed</b>	Equity Shares are listed on the BSE Limited
<b>Scrip Code for BSE Limited</b>	537707
<b>Scrip ID for BSE Limited</b>	ETT
<b>ISIN</b>	INE546I01017

## 7. OTHER DETAILS

- a. This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- b. The Acquirer accept full responsibility for the information contained in this Public Announcement.
- c. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Tuesday, January 31, 2023. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, the Promoters Sellers, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- d. The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- e. The Acquirer has given an undertaking that they are aware of, and will comply with, their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- f. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- g. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.

- h. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Promoters Sellers contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.

**Issued by the Manager to the Open Offer**



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**Contact Person:** Mr. Amit Puri

**SEBI Registration Number:** MB/INM000012944

**Validity:** Permanent

**CIN:** U74999DL2021PTC377748

**Sd/-**

**SUNIL HUKUMAT RAJDEV  
(Acquirer)**

Place: New Delhi

Date: Monday, January 23, 2023