

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(1) AND 4 READ WITH REGULATION 13(4), REGULATION 14(3), REGULATION 15(2) AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

CDG PETCHEM LIMITED

CIN: L51100TG2011PLC072532

Reg office: Plot No. 10 & 11, Mch No. 1-8-304 to 307/10, Pattigadda Road, Hyderabad, Telangana-500003, Phone: +91-040-66494901; Website: www.procurepoint.in; Email Id: corporate@dugargroup.net

OPEN OFFER FOR ACQUISITION OF UPTO 26,00,000 (TWENTY SIX LAKH) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH, REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE EXPANDED SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF CDG PETCHEM LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "CDG") BY JUHAR CONSTRUCTIONS AND TRAVELS PRIVATE LIMITED ("ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Detailed Public Statement ("DPS") is being issued by Intellectual Corporate Advisors Private Limited ("Manager to the offer" or "FCAPL"), on behalf of the Acquirer to the Public Shareholders (as defined below) of Target Company, 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. This DPS is being issued in pursuance of the Public Announcement (PA) dated Tuesday, April 08, 2025 as filed with the Stock Exchange (as defined below) and the Securities and Exchange Board of India ("SEBI") and sent to Target Company in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations respectively.

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

Definitions & Abbreviations	Particulars
Acquirer	Juhar Constructions and Travels Private Limited, is a private limited company incorporated under the provisions of Companies Act, 1956, bearing Corporate Identification Number 'U60100PB1996PTC018883', having its registered office located Near Bridge Jawadpakhawli Road, Ludhiana, Punjab-141001.
Agreement	The Share Purchase Agreement is hereinafter referred to as the Agreement.
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/ Existing Equity Share Capital	Equity Shares/Existing Equity Share Capital shall mean the fully paid-up equity shares of the face value of ₹10.00/- (Rupees Ten Only) each.
Expanded Equity Share Capital	The total Post-Issue Equity Share Capital (as defined herein) of the Target Company, on a fully diluted basis as of the tenth (10th) working day from the date of closure of the tendering period in relation to the Open Offer, which shall comprise of 26,00,000 (Sixty One Lakh Eighty Eight Thousand Equity Shares and 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) Warrants proposed to be allotted by the Target Company by way of preferential allotment to Juhar Constructions and Travels Private Limited (consisting of 49,00,000 (Forty Nine Lakh Equity Shares and 5,64,500 (Five Lakh Sixty Four Thousand Five Hundred) Warrants) and remaining to other public shareholders, subject to the approval of the shareholders of the Target Company and receipt of all necessary statutory and/or regulatory approvals, as may be applicable.
ISIN	International Securities Identification Number
Negotiated Price	A negotiated price of ₹35/- (Rupees Thirty Five Only) per Share, aggregating to an amount of ₹6,68,86,820/- (Rupees Six Crore Sixty Eight Lakh Eighty Six Thousand Eight Hundred Twenty Only) for the sale of 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) Equity Shares, representing 62.10% 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 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., Tuesday, April 08, 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 Price	An offer price of ₹41/- (Rupees Forty One Only) per Offer Share.
Offer Shares	Open Offer for acquisition of up to 26,00,000 (Twenty Six Lakh) Equity Shares of the face value of ₹10/- each, representing 26.00% of the Expanded Equity Share Capital of the Target Company at a price of ₹41/- (Rupees Forty One Only) per fully paid up Equity Share payable in cash.
PA/ Public Announcement	Public Announcement dated Tuesday, April 08, 2025.
Promoter and Promoter Group	Promoter and Promoter Group shall mean: Mr. Renu Dugar, Ms. Tara Devi Dugar, Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Ms. Renu Dugar, Mr. Chirag Dugar, and Mr. Divay Dugar.
Promoter Sellers	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2(1)(i), (ii), and 2(1)(f) 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, Ms. Renu Dugar, Ms. Tara Devi Dugar, Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Ms. Renu Dugar, Mr. Chirag Dugar, and Mr. Divay Dugar.
Post Issue Share Capital	Post Issue Share Capital shall mean the total issued and paid up Equity Share Capital of the Target Company on that date, i.e., Rs. 10,00,00,000 (Rupees Ten Crore Only) comprising 1,00,00,000 (One Crore) Equity Shares which includes 61,58,000 (Sixty One Lakh Eighty Eight Thousand Equity Shares and 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) Warrants to be allotted by way of the Preferential Allotment to Acquirer and other Public Shareholders, subject to the approval of the shareholders of the Target Company and other statutory/regulatory approvals.
Pre-Issue Paid-up Equity Share Capital	It means the paid-up Equity Shares Capital of the Target Company prior to the Preferential Issue of Equity Shares, i.e., ₹3,07,75,000 (Rupees Three Crore Seven Lakh Seventy Five Thousand Only) representing 30.77,50% (Thirty Lakh Seventy Seven Thousand Five Hundred) equity shares of ₹10/- (Rupees Ten Only) each.
Preferential Allotment	The proposed issue and allotment of 61,58,000 Equity Shares, comprising of: (i) 49,00,000 equity shares to the Acquirer and (ii) 12,58,000 equity shares to other Public Shareholders and 7,64,500 Warrants, comprising of: (i) 5,64,500 Warrants to the Acquirer and (ii) 2,00,000 Warrants to the Public Shareholders, having face value of ₹10 each at an issue price of ₹41/- per equity share (including a share premium of ₹31 per equity share). The proposed preferential allotment has been approved by the Board of Directors of the Target Company in their meeting held on April 08, 2025 and is subject to receipt of shareholders' and other requisite approvals, if any.
Public Shareholders	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, 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 Tuesday, April 08, 2025, executed between the Acquirer and the promoter Sellers, pursuant to which the Acquirer has agreed to acquire 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) Equity Shares, representing 62.10% (Sixty Two Point One Zero Percent) of the Pre-Issue Paid-up Equity Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹35.00/- (Rupees Thirty Five Only) per Share, aggregating to an amount of ₹6,68,86,820/- (Rupees Six Crore Sixty Eight Lakh Eighty Six Thousand Eight Hundred Twenty Only).
Stock Exchange	BSE Limited is the stock exchange on which the Equity Shares of the Target Company are presently listed.
Target Company/ Target/CDG	CDG Petchem Limited, a public limited company incorporated under the provision of the Companies Act, 1956, having its registered office at Plot No. 10 & 11, Mch No. 1-8-304 to 307/10, Pattigadda Road, Hyderabad, Telangana-500003 and bearing Corporate Identification Number L51100TG2011PLC072532.
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.

- I. **ACQUIRER, SELLERS, TARGET COMPANY AND OFFER**
- (A) **Information about Acquirer: Juhar Constructions and Travels Private Limited**
- i. The Acquirer is a Juhar Constructions and Travels Private Limited, a private limited company bearing Corporate Identification Number 'U60100PB1996PTC018883'. The acquirer was originally incorporated under the provisions of the Companies Act, 1956, on October 09, 1996 by Registrar of Companies, Punjab, H.P. and Chandigarh under name 'Juhar Tour and Travels Private Limited'. On January 20, 2000, the name of the acquirer was changed to 'Juhar Constructions and Travels Private Limited' by Registrar of Companies, Punjab, H.P. and Chandigarh.
- ii. The registered office of the acquirer is located at Near Bridge Jawadpakhawli Road, Ludhiana, Punjab-141001. The contact details of the Acquirer are as follows: Tel: 0161-4044444; Email: jupart123@gmail.com; The website of the acquirer www.juharjagroup.com.
- iii. The Acquirer belongs to Juhar group. Mr. Gurdeep Singh is the Ultimate Beneficial Owner ("UBO") of the Acquirer. As per the memorandum of association of the Acquirer, one of the main objects of the Acquirer is to engage in the business of tourists agents and contractors and to facilitate travelling to provide for tourists and travelers the provisions of all kinds of tickets, air tickets, visa, immigration, tour operations etc. and also to carry of the business of transporters, lorry operators, oil tanks operators, carriage of goods & passengers by road, water, air and cartage contractors.
- v. The authorized share capital of the acquirer is ₹5,00,00,000/- (Rupees Five Crore Only) comprising 50,00,000 (Fifty Lakh) equity shares having a face value of ₹10/- (Rupees Ten Only) each. As on date of DPS, the issued, subscribed and paid-up capital of the Acquirer is ₹2,26,25,000/- (Rupees Two Crore Twenty Six Lakh Twenty Five Thousand) comprising 22,62,500 (Twenty Two Lakh Sixty Two Thousand Five Hundred) equity shares of ₹10/- (Rupees Ten Only) each.
- vi. As on date, the list of shareholders of the Acquirer is as under:

Sl. No.	Shareholder Category	Pre-Transaction	Post Transaction
1	Gurdeep Singh	22,07,490	97.57%
2	Manjit Kaur	55,010	2.43%
Total Paid Up Capital		22,62,500	100.00%

vii. The details of Board of Directors of the Acquirer, as on date of this DPS are as follows:

Name, Designation & DIN No.	Qualification	Experience	Date of Appointment
Name: Gurdeep Singh Designation: Director DIN No.: 01716220	Graduate from Panjab University	He has more than 39 years of experience in logistics service. He also pioneered the setting up of an expansive optic fiber cable across Punjab and facilitated the explosion of high speed broadband internet with a multitude of allied smart applications with the introduction of Netplus Broadband.	October 09, 1996
Name: Arshdeep Singh Mundl Designation: Director DIN No.: 03030608	Post Graduated from Indian School of Business	He has more than 15 years' experience in logistics, entertainment, broadcast, media, news, real estate, infrastructure, and hospitality. As a pragmatic director at Juhar Group, he is responsible for strategic planning, execution, leadership, team management, effective communication, and overall operational oversight.	April 01, 2010
Name: Jagjit Singh Rai Designation: Director DIN No.: 07287367	Graduate from Panjab University	He has more than 25 years experience in transport segment especially in Service of transportation of passenger & Goods.	September 16, 2015

Note: None of the directors of Juhar Constructions and Travels Private Limited is a director of the Target Company or hold any Equity Shares as of the date of this DPS.

vii. The consolidated key financial information of Juhar Constructions and Travels Private Limited based on the consolidated audited financial statements for the financial year ended March 31, 2024, 2023, 2022 and audited consolidated financial statement for the 11 months period ended February 28, 2025 are as follows:

Particulars	28.02.2025	31.03.2024	31.03.2023	31.03.2022
Total Income	22,887.45	27,553.74	40,630.45	20,725.40
Profit/Loss After Tax	5,714.67	2,958.76	8,547.71	1,967.72
Earnings Per Share (EPS) (₹)	252.58	130.77	377.80	86.97
Networth / Shareholders fund	60,130.81	54,843.27	52,210.99	35,495.46

(Source: Certificate issued by Rajesh Mehru partner of M/s. Rajesh Mehru & Co., Chartered Accountants, bearing firm registration number 011715N dated April 08, 2025 having their office located at 27/01, Gurdev Nagar, Ludhiana, Punjab - 141001. Email: rajesh_mehru@yahoo.co.in. Tele: 0161-4613428, 4417949, 4672428, Mobile no. 94170-03428 having UDIN: 25090725BM00V1419.)

- ix. As on the date of this DPS, Acquirer does not hold any equity share in the Target Company and has not acquired any Equity Shares of the Target Company during the 12 (Twelve) months period prior to the date of Public Announcement.
- x. Acquirer has not been purchased by SEBI, from dealing in securities, in the directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- xi. Acquirer is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- xii. The Acquirer undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
- xiii. Acquirer has not acquired any Equity Shares from the date of the Public Announcement till the date of this DPS.
- xiv. The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable on the Acquirer as it does not hold any shares in the Target Company.
- xv. Due to the operation of Regulations 2(1)(q) of the SEBI (SAST) Regulations, 2011, there could be persons who could be deemed to be acting in concert with the Acquirer. However, such persons are not persons acting in concert for the purpose of this open offer.

(B) **Details of Sellers:**

i. The Acquirer has entered into the Share Purchase Agreement ("SPA") with the promoter Sellers, on April 08, 2025, for acquisition of 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) fully paid up equity shares ("Sale Shares") of ₹10/- each representing 62.10% (Sixty Two Point One Zero Percent) of the Pre-Issue Paid-up Equity Share Capital of the Target Company at a price of ₹35/- (Rupees Thirty Five Only) per equity share aggregating to ₹6,68,86,820/- (Rupees Six Crore Sixty Eight Lakh Eighty Six Thousand Eight Hundred Twenty Only), subject to the terms and conditions as mentioned in the SPA.

ii. The details of the promoter Sellers ("Seller") are as stated hereunder:

Sl. No.	Name and Address of the Promoter Sellers	Nature of Entity	Part of Promoter/ Promoter group (Yes/No)	Details of Shares/ Voting Rights held by the Promoter Sellers			
				Pre-Transaction	Post Transaction		
No.				No. of shares	%	No. of shares	%
1.	Renu Dugar Address: 6-3-1219/14, Plot no. 7, Street No. 3, Begumpet, Secunderabad, Hyderabad, Telangana-500016	Individual	Yes	2,15,360	7.00%	2,15%	Nil
2.	Tara Devi Dugar Address: Dugar Home, 7th Floor, Vasupuri Solitaire, VAPI Daman Road, Challa Opposite V2 Signature Vapi, Valsad, Gujarat- 396191	Individual	Yes	3,69,325	12.00%	3,69%	Nil
3.	Manoj Kumar Dugar Address: 1-8-1558/8A/301, MARC Residency, PG Road, Secunderabad, Hyderabad, Telangana - 500003	Individual	Yes	2,56,525	8.34%	2,57%	Nil
4.	Rajesh Chandanmal Dugar Address: Dugar Home, 7th Floor, Vasupuri Solitaire, Vapi Daman Road, Challa Opposite V2, Signature, Vapi, Valsad, Gujarat - 396191	Individual	Yes	2,78,975	9.00%	2,77%	Nil
5.	Renu Dugar Address: 802, Shubham Tower -1, Vapi Daman Road, Opposite Rathod Motors, Chala Vapi, pard, Gujarat- 396191	Individual	Yes	3,00,362	9.76%	3,00%	Nil
6.	Chirag Dugar Address: 6-3-1219/14, Plot No. 7, Street No. 3, Near Begumpet, Secunderabad, Hyderabad, Telangana - 500016	Individual	Yes	2,46,250	8.00%	2,46%	Nil
7.	Divay Dugar Address: 6-3-1219/14, Plot No. 7, Street No. 3, Uma Nagar, Begumpet, Near Lifestyle Building, Secunderabad, Hyderabad, Telangana - 500016	Individual	Yes	2,46,255	8.00%	2,46%	Nil

* As a percentage of Pre-Issue Paid-up Equity Share Capital.

** As a percentage of the expanded paid up equity share capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 61,58,000 equity shares at a price of ₹41/- (Rupees Forty One Only) per equity share, as approved by the Board of Directors of the Target Company at its meeting held on Tuesday, April 08, 2025.

Post completion of the SPA transaction and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer shall be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Promoter Sellers shall cease to be promoter of the Target Company.

ii. As per the information received from the Sellers, they are not protected by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(C) **CDG Petchem Limited ("Target Company"/ "CDG"/ "Target"):**

i. CDG Petchem Limited was originally incorporated under the Companies Act, 1956 as a Private Limited Company with the name and style as 'Pankaj Polypack Private Limited' on February 07, 2011 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company changed to Utkarshi Fabs Limited. Further, the name was changed to CDG Petchem Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Hyderabad on January 10, 2020.

ii. Presently, the registered office of the Target Company is situated at Plot No. 10 & 11, Mch No. 1-8-304 to 307/10, Pattigadda Road, Hyderabad, Telangana-500003. (Source: www.mca.gov.in)

iii. Target Company was engaged in the business of trading and manufacturing of knitted products and chemicals. (Source: Annual Report and Auditors' Report). The Board of Directors of Target Company at its meeting held on April 08, 2025, subject to the approval by shareholders of Target Company in the General Meeting to be held on Wednesday, May 07, 2025 proposed to alter the existing Clause III (A) of the Memorandum of Association (the "MOA") of the Company by replacing the existing sub-clause 1 to 7 with new sub-clauses 1 to 2 as under:

i. To carry on the business of logistics, car carriers, transporters and carriers of goods, passengers, merchandise, commodities and luggage of all kinds and descriptions in any part of India and/or abroad, on land, rail or road or by any means of conveyance whatsoever, in its own name or as an agent.

ii. To carry on the business of transport of goods, animal or passengers from place to place either by air or by land or sea partly through sea and partly by land or air whether in aeroplanes, motor vehicles cycles, cars, ships, airplanes or any other manner whatsoever and to carry on all or any of the following businesses, i.e. general carriers, transporters, bus railway and forwarding agents, warehousemen, storekeepers, bonded carrier and common carrier and any other business, manufacture or trade which can conveniently be carried on in connection with the above.

iv. As on date of this DPS, the Authorized Share Capital of the Company is ₹5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹10/- each and the Issued, Subscribed and Paid-up Capital of the Target Company is ₹3,07,75,000/- (Rupees Three Crore Seven Lakh Seventy Five Thousand Only) divided into 30,77,500 (Thirty Lakh Seventy Seven Thousand Five Hundred) equity shares of ₹10/- (Indian Rupees Ten Only) each. (Source: www.mca.gov.in; www.bseindia.com)

v. As on date, the Target Company does not have any partly paid up equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock-in obligations.

vi. The equity shares of the Target Company are listed on BSE Limited having a Scrip Code of 534796 and Symbol CDG. The ISIN of Equity Shares of Target Company is INE198N01017. (Source: www.bseindia.com)

vii. The Equity Shares are frequently traded on BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of this DPS.

viii. As on date of this DPS, there is only one subsidiary i.e. Moribide Merchandise Private Limited which is a material subsidiary of the Target Company.

ix. There has been no merger/merger, spin-off during last three years involving the Target Company.

x. The Acquirer hereby makes this Offer to the existing shareholders to acquire up to 26,00,000 (Twenty-Six Lakh) Equity Shares having face value of ₹10/- (Rupees Ten Only) constituting 26.00% of the Expanded Equity Share Capital of the Target Company on the 10th (Tenth) working day from the closure of the Tendering Period ("Offer Size").

ii. This Open Offer is being made at a price of ₹41/- (Rupees Forty-One Only) ("Offer Price") per fully paid up Equity Share of the Target Company aggregating to ₹10,66,00,000/- (Rupees Ten Crore Sixty Six Lakh Only) ("Offer Consideration"), payable in Cash.

iii. The payment of consideration shall be made to all the shareholders who have tendered their Equity Shares in acceptance of the Open Offer, within ten working days of the expiry of the Tendering Period as per secondary market payout mechanism.

iv. This Open Offer is made under SEBI (SAST) Regulations, 2011 to all the shareholders of the Target Company, in terms of Regulation 7(6) of the Regulations, other than the Acquirer.

v. As on the date of this DPS, no approval will be required from any bank / financial institution for the purpose of this Offer, to the best of the knowledge of the Acquirer.

vi. As on the date of this DPS, there are no other statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals also. The Acquirer will not proceed with the Open Offer in the event such statutory approvals are refused in terms of Regulation 2(3) of the SEBI (SAST) Regulations, 2011, as amended. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer. In the event of withdrawal, a Public Announcement will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and the registered office of the Target Company.

vii. The Open Offer is not a conditional Offer and not subject to any minimum level of acceptance. The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per terms of the Offer up to 26,00,000 (Twenty Six Lakh) Equity Shares constituting 26.00% of the Expanded Equity Share Capital of the Target Company.

viii. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights after declared thereof.

ix. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

x. The Manager to the Offer, Intellectual Corporate Advisors Private Limited do not hold any Equity Shares in the Target Company as on the date of this DPS. The Offer is being made by the Acquirer and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

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

(F) As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (SCRR), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR as amended and the Listing Agreement. However, the Acquirer undertake to take necessary steps to facilitate Compliances of the Target Company with the relevant provisions of the Listing agreement within the time period mentioned therein.

ii. **BACKGROUND TO THE OFFER**

i. The Offer is a Triggered Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

ii. The Acquirer has entered into the Share Purchase Agreement ("SPA") with the promoter sellers on April 08, 2025, for acquisition of 19,11,052 fully paid up equity shares ("Sale Shares") of ₹10/- each representing 62.10% (Sixty Two Point One Zero Percent) of the Pre-Issue Paid-up Equity Share Capital of the Target Company at a price of ₹35/- (Rupees Thirty Five Only) per equity share aggregating to ₹6,68,86,820/- (Rupees Six Crore Sixty Eight Lakh Eighty Six Thousand Eight Hundred Twenty Only) subject to the terms and Conditions as mentioned in the SPA, the details of which are specified as under:

Promoter Sellers		Acquirer	
Name of the Promoter Sellers	No. of Equity Shares	Name of Acquirer	No. of Equity Shares
Renu Dugar	2,15,360	Juhar Constructions and Travels Private Limited	2,15,360
Tara Devi Dugar	3,69,325	Juhar Constructions and Travels Private Limited	3,69,325
Manoj Kumar Dugar	2,56,525	Juhar Constructions and Travels Private Limited	2,56,525
Rajesh Chandanmal Dugar	2,78,975	Juhar Constructions and Travels Private Limited	2,78,975
Renu Dugar	3,00,362	Juhar Constructions and Travels Private Limited	3,00,362
Chirag Dugar	2,46,250	Juhar Constructions and Travels Private Limited	2,46,250
Divay Dugar	2,46,255	Juhar Constructions and Travels Private Limited	2,46,255
TOTAL	19,11,052		19,11,052

* Pre-Issue Paid-up Equity Share Capital of the Target Company

ii. Also, the Board of Directors of Target Company at its meeting held on Tuesday, April 08, 2025 proposed to alter 61,58,000 (Sixty One Lakh Eighty Eight Thousand) equity shares, comprising of: (i) 49,00,000 equity shares to the Acquirer and (ii) 12,58,000 equity shares to other Public Shareholders of face value of ₹10/- each at an issue price of ₹41/- (Rupees Forty One Only) per equity share aggregating to ₹25,24,78,000/- (Rupees Twenty Five Crore Twenty Four Lakh Seventy Eight Thousand only) and 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) Warrants, comprising of: (i) 5,64,500 Warrants to the Acquirer and (ii) 2,00,000 Warrants to other Public Shareholders of face value of ₹10/- each at an issue price of ₹41/- (Rupees Forty One Only) per warrants aggregating to ₹25,13,44,500/- (Rupees Twenty Five Crore Thirteen Lakh Forty Four Thousand Five Hundred) (hereinafter referred to as the "Proposed Preferential Issue") ("Preferential Issue"), subject to the approval of the shareholders of the Target Company and other regulatory approvals, as applicable.

iv. By the above proposed acquisition, the Acquirer will be holding substantial stake and will be in control of the Target Company. Accordingly, this Offer is being made in terms of regulation 3(1) and 4 read with regulation 13(4) and other applicable provisions of the SEBI (SAST) Regulations.

v. Pursuant to the completion of Open Offer under SEBI (SAST) Regulations, the existing Promoters shall not hold any management control, nor do they hold any Equity Shares of the Target Company and shall cease to be promoter of the Target Company and the Acquirer shall be the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended.

vi. The Acquirer will continue the existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of the shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time to improve the performance of the Target Company and the Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business places of Target Company.

vii. The salient features of the Share Purchase Agreement are as follows:

a. The promoter sellers are holding 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) Equity Shares, representing 62.10% (Sixty Two Point One Zero Percent) of the Voting Share Capital of the Target Company.

b. The promoter sellers have agreed to sell 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) Equity Shares and the Acquirer has agreed to acquire 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) Equity Shares, constituting 62.10% of the equity share capital/voting share capital of the Target Company, at a negotiated price of ₹35/- (Rupees Thirty Five Only) per equity share aggregating to ₹6,68,86,820/- (Rupees Six Crore Sixty Eight Lakh Eighty Six Thousand Eight Hundred Twenty Only) payable in accordance with terms and conditions stipulated in the Share Purchase Agreement.

c. The shares sold are free from all charges, encumbrances, pledges, lien, attachments, and litigations are not subject to any lock-in period.

d. Upon completion of acquisition of the Sale Shares of the Company and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer will be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Promoter Sellers shall cease to be promoter of the Target Company.