

PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATIONS 3(1) AND REGULATIONS 4 READ WITH REGULATIONS 13 (2)(g), 14, AND 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS 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

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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 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 JUJHAR 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 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 Regulations 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:

Definitions & Abbreviations	Particulars
Acquirer	Jujhar 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 Jawaddipakhowal 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 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, shall comprise 61,58,000 (Sixty One Lakh Fifty 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 Jujhar 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 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 Sale 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 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.
Promoter Seller	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, 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 as 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 49,00,000 (Forty Nine Lakh) Equity Shares and 5,64,500 (Five Lakh Sixty Four Thousand Five Hundred) Warrants to be allotted by way of the Preferential Allotment to Jujhar Constructions and Travels Private Limited and remaining to 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 30,77,500 (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 Sale 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.

1. OPEN OFFER DETAILS:

Open Offer: Open Offer to be made by the Acquirer to the shareholders of the Target Company for acquisition of upto 26,00,000 (Twenty Six Lakh) Equity Shares representing 26% of the expanded paid up Equity Share Capital of the Target Company.

- **Size:** The Open Offer is being made by the Acquirer for acquisition of upto 26,00,000 Equity Shares of face value ₹10 each representing 26% 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 and 7,64,500 Warrants, as was approved by the Board of Directors of the Target Company at its meeting held on Tuesday, April 08, 2025.
- **Price/Consideration:** At Offer Price of ₹41/- (Rupees Forty One Only) per fully paid up Equity Share of ₹10 each of the Target Company aggregating to ₹10,66,00,000/- (Rupees Ten Crore Sixty Six Lakh Only).
- **Mode of payment:** The Offer Price will be paid in cash in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- **Type of offer (Triggered offer, voluntary offer/competing offer etc.):**
This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

As on the date immediately preceding the date of this public announcement ("PA"), the Acquirer do not hold any equity shares of the Target Company.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

2.1.

2.1.1. The Acquirer has entered into a SPA with the promoter sellers on Tuesday, April 08, 2025, pursuant to which the Acquirer has agreed to acquire 19,11,052 (Nineteen Lakh Eleven Thousand Fifty Two) equity shares ("**SPA Sale shares**") representing 62.10% of the pre-issue paid-up equity share capital at a price of ₹35/- per equity share, subject to the terms and conditions as set out in the SPA.

On Tuesday, April 08, 2025, the board of directors of the Target Company approved an 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 share 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 other 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) on preferential Allotment basis pursuant to section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, subject to Statutory/requisite approvals from Regulatory Authorities. (the "**Underlying Transactions**")

2.2. This open offer is being made under Regulations 3(1) and 4 of the SEBI(SAST) Regulations. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the Promoter of the Target Company.

2.3. A tabular summary of the Underlying Transaction is set out below:

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 crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/ voting capital			

Direct	Share Purchase Agreement dated Tuesday, April 08, 2025 between the Acquirer and the Promoter Sellers	19,11,052	19.11%*	₹6.69/-	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations
Direct	Proposed Issue and Allotment of 49,00,000 equity share of face value of ₹10 each at a price of ₹41 per equity share.	49,00,000	49.00%*	₹ 20.09/-	Cash	
Direct	Proposed Issue and Allotment of 5,64,500 Warrants of face value of ₹10 each at a price of ₹41 per equity share.	5,64,500	5.64%*	₹ 2.31/-	Cash	

*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 and 7,64,500 Warrants of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Tuesday, April 08, 2025.

2. DETAILS OF THE ACQUIRER:

Details	Acquirer
Name of Acquirer	Jujhar Constructions and Travels Private Limited
Address	Near Bridge Jawaddipakhowal Road, Ludhiana, Punjab-141001
Name(s) of person in control/ promoters of the Acquirer	Promoters of the Acquirer: 1. Mr. Gurdeep Singh 2. Mrs. Manjit Kaur
Name of the Group, if any, to which the Acquirer belongs to	Jujhar Group
Pre-Transaction shareholding: • Number	Nil Nil

• % of total share capital	
Proposed shareholding after the acquisition of shares which triggered the Open Offer (assuming full acceptance of open offer)	
• Number	99,75,552
• % of total share capital*	99.76%*
Any other interest in the Target Company	None

*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 and 7,64,500 Warrants of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Tuesday, April 08, 2025.

Note:

- The Acquirer shall become the Promoter of the Target Company and shall have control over the Target Company.
- Pursuant to the completion of Open Offer, the Acquirer will be classified as the Promoter of the Target Company and the Promoter Sellers/present Promoter and Promoter Group will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. DETAILS OF SELLING SHAREHOLDER, 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	%
Renu Dugar	Yes	2,15,360	7.00%	2.15%	Nil	Nil
Tara Devi Dugar	Yes	3,69,325	12.00%	3.69%	Nil	Nil
Manoj Kumar Dugar	Yes	2,56,525	8.34%	2.57%	Nil	Nil
Rajesh Chandanmal Dugar	Yes	2,76,975	9.00%	2.77%	Nil	Nil
Renu Dugar	Yes	3,00,362	9.76%	3.00%	Nil	Nil
Chirag Dugar	Yes	2,46,250	8.00%	2.46%	Nil	Nil
Divay Dugar	Yes	2,46,255	8.00%	2.46%	Nil	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 and 7,64,500 warrants of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Tuesday, April 08, 2025.

4. TARGET COMPANY:

Name	CDG Petchem Limited
CIN	L51100TG2011PLC072532
Registered Office	Plot No. 10 & 11, Mch No. 1-8-304 to 307/10, Pattigadda Road, Hyderabad, Telangana-500003
Exchange where listed	Equity Shares are listed on the BSE Limited
Scrip Code for BSE Limited	534796
Scrip ID for BSE Limited	CDG
ISIN	INE198N01017

5. 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 accepts 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 Thursday, April 17, 2025. 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, background to the Offer, 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 and the accuracy thereof related to all has not been independently verified by the Manager.

Issued by the Manager to the Open Offer



Fintellectual Corporate Advisors Private Limited

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Contact Person: Mr. Amit Puri

SEBI Registration Number: MB/INM000012944

Validity: Permanent

CIN: U74999DL2021PTC377748

For and on behalf of the Acquirer
Jujhar Constructions and Travels Private Limited

Sd/-
Arshdeep Singh Mundi
Director
(Acquirer)

Place: Delhi

Date: April 08, 2025