



Surana Group

# BHAGYANAGAR PROPERTIES LIMITED

Registered Office:

SY. No.221 to 224 Part  
Vattinagulapally, Rajendra Nagar Mandal  
Ranga Reddy Dist., Hyderabad-500 032. Telangana

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CIN No.: L70102TG2006PLC050010

Date: 26<sup>th</sup> July, 2022

**BPL/SECT/032/2022-23**

The Secretary, <b>National Stock Exchange of India Ltd.</b> , Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051.  <b>Scrip Code: BHAGYAPROP</b>	The Secretary, <b>BSE Limited</b> , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.  <b>Scrip Code: 540621</b>
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Dear Sir/Madam,

**Subject: Update regarding proposed voluntarily delisting of the equity shares of Bhagyanagar Properties Limited (“Company”) in accordance with the provisions under the SEBI (Delisting of Equity Shares) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We would like to inform you that Mr. Narender Surana (“**Acquirer 1**”) Mr. Devendra Surana (“**Acquirer 2**”), Mrs. Sunita Surana (“**Acquirer 3**”), Mrs. Namrata Surana (“**Acquirer 4**”), M/s. Surana Infocom Private Limited (“**Acquirer 5**”), M/s. Surana Telecom and Power Limited (“**Acquirer 6**”) and M/s. Bhagyanagar Securities Private Limited (“**Acquirer 7**”) (Acquirer 1, Acquirer 2, Acquirer 3, Acquirer 4, Acquirer 5, Acquirer 6, and Acquirer 7 are collectively referred to as the “**Acquirers**”) being the members of the Promoter and Promoter Group of the Company, had expressed the intention through Initial Public Announcement made on April 18, 2022 to voluntarily delist the Equity Shares from National Stock Exchange of India Limited (“**NSE**”) and BSE Ltd. (“**BSE**”) (BSE & NSE collectively referred as the “**Stock Exchanges**”), the stock exchanges where the Equity Shares of the Company are presently listed, by making a delisting offer to acquire all Equity Shares that are held by the public shareholders of the Company (as defined under the SEBI Delisting Regulations, to be referred to as “**Public Shareholders**”) in accordance with the SEBI Delisting Regulations (“**Delisting Offer**”).

In this regard, we have received from akasam consulting private limited, Manager to the Offer, on behalf of the Acquirers, a copy of “Detailed Public Announcement” dated July 25, 2022 (“**DPA**”) for the Delisting Offer published today i.e. July 26, 2022 in the following newspapers by the Acquirers in terms of Regulation 15(1) of the SEBI Delisting Regulations:


News paper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Lakshadeep	Marathi	Mumbai


 

Please also find enclosed a copy of the DPA as published in newspapers for your records. This is also being made available at the Company's website [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com).

Request you to disseminate the information on your website.

For **BHAGYANAGAR PROPERTIES LIMITED**

  
**SONAL JAJU**  
**COMPANY SECRETARY**



**Encl:** as above

DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

**BHAGYANAGAR PROPERTIES LIMITED**

**FOR DELISTING OF EQUITY SHARES**

Corporate Identification Number (CIN): L70102TG2006PLC050010

**SURANA GROUP**

Regd. Office: Sy.No.221 - 224 Part, Vattinagulapally, Rajendranagar Mandal, Ranga Reddy District, Hyderabad - 500 032, Telangana

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This Detailed Public Announcement ("Detailed Public Announcement" / "DPA") is being issued by akasam consulting private limited ("Manager" or "Manager to the Offer") for and on behalf of Mr. Narender Surana (Acquirer 1), Mr. Devendra Surana (Acquirer 2), Mrs. Sunita Surana (Acquirer 3), Mrs. Namrata Surana (Acquirer 4), M/s. Surana Infocom Private Limited (Acquirer 5), M/s. Surana Telecom and Power Limited (Acquirer 6) and M/s. Bhagyanagar Securities Private Limited (Acquirer 7) (Acquirer 1, Acquirer 2, Acquirer 3, Acquirer 4, Acquirer 5, Acquirer 6 and Acquirer 7 are collectively referred to as "Acquirers") to the public shareholders of Bhagyanagar Properties Limited (the "Company"/"BPL") in respect of the proposed acquisition of 79,98,755 fully paid up equity shares of the Company having face value of Rs. 2 each and consequent voluntary delisting of equity shares from BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (collectively referred to as the "Stock Exchanges"), pursuant to Regulation 15 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (the "Delisting Regulations") (hereinafter referred to as the "Delisting Offer" or "the Offer").

**1. BACKGROUND OF THE DELISTING OFFER:**

1.1 The Acquirers along with other members of promoter and promoter group of the Company ("Promoter and Promoter Group") are making this DPA to acquire upto 79,98,755 Equity Shares of the Company having face value of Rs.2 each ("Offer Shares") representing 25.00% of the fully paid up equity shares of the Company held by Public Shareholders (i.e. shareholders other than the Acquirers / Promoter and Promoter Group) ("Public Shareholders") at a price to be determined under the Reserve Book Building Process ("RBBP") pursuant to Part B of Chapter II read with Chapter IV of the Delisting Regulations. If the Delisting Offer is successful as defined in paragraph 9 below, the acquirers have submitted a revised indicative price of Rs. 37.83/- (Rupees Thirty Seven and Eighty Three Paise only) per Equity Share in accordance with the provisions of the Delisting Regulations and the terms and conditions set out below and/or in the Letter of Offer, and any other documents relating to the Delisting Offer. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchanges.

1.2 Pursuant to the Initial Public Announcement dated April 18, 2022 ("IPA"), the Acquirers have expressed their intention to make the Delisting Offer and the acquisition of the equity shares by the Acquirers from the Public Shareholders will be conditional upon the completion of all actions as may be required to be undertaken in terms of the SEBI Delisting Regulations. The IPA was issued by the Manager to the offer for and on behalf of the Acquirers and the same was notified to the Stock Exchanges on April 18, 2022.

1.3 Upon receipt of the IPA, the Company appointed Mrs. Rakhi Agarwal, Practising Company Secretary, a Peer Review Company Secretary in terms of Regulation 10(2) of the SEBI Delisting Regulations, 2021.

1.4 The Company notified to the Stock Exchanges on April 19, 2022, that a meeting of the Board is to be held on April 25, 2022 to inter-alia consider and approve the proposed Delisting Offer and other matters incidental thereto as required in terms of the SEBI Delisting Regulations, including seeking shareholders' approval, as may be required.

1.5 The Acquirers submitted a certificate from M/s. Lularuka & Associates, Chartered Accountants (Firm Registration No. 018825), dated April 21, 2022 calculating the Floor Price for the Delisting Offer as Rs. 33.34/- (Thirty Three Rupees and Thirty Four Paise only) per Equity Share. Further, the Acquirers have indicated that they are willing to accept the Indicative Price to be Rs. 34.00/- (Rupees Thirty Four only) per Equity Share. However, as detailed in paragraph 9 below, the acquirers have submitted a revised indicative price of Rs. 37.83/- (Rupees Thirty Seven and Eighty Three Paise only) per Equity Share in accordance with the provisions of the Delisting Regulations and the terms and conditions set out below and/or in the Letter of Offer, and any other documents relating to the Delisting Offer. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchanges on April 25, 2022.

1.6 The Board of Directors, in their meeting held on April 25, 2022, inter alia approved the following:

- (i) Taken on record the Due Diligence Report dated April 24, 2022 received from Mrs. Rakhi Agarwal, Practising Company Secretary, a Peer Review Company Secretary in terms of Regulation 10(3) of SEBI Delisting Regulations;
- (ii) After consideration of the various factors and advantages of delisting and also considering the Due Diligence Report, the Board has granted their approval under Regulation 10(1) of the SEBI Delisting Regulations and recommended the proposal to voluntarily delist the equity shares of the Company from the Stock Exchanges for approval of the shareholders of the Company through Postal Ballot. The Board of Directors have also certified that (a) the company is in compliance with the applicable provisions of securities laws; (b) the acquirers and their related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with Regulation 4(5) of the Delisting Regulations; and (c) the proposed delisting is in the interest of the shareholders.
- (iii) Approved the Notice of Postal Ballot to seek approval of the shareholders of the Company in accordance with Regulation 11 of the SEBI Delisting Regulations and in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws. The Company notified the outcome of the aforesaid Board meeting to the Stock Exchanges on April 25, 2022.

1.7 The Company had dispatched the Notice of Postal Ballot to the shareholders of the Company for seeking their approval through postal ballot and e-voting on April 28, 2022.

1.8 The shareholders of the Company have passed a Special Resolution through postal ballot on May 28, 2022 approving the Delisting Offer in accordance with Regulation 11(4) of the SEBI Delisting Regulations. The Company has declared the result of postal ballot to the Stock Exchanges on May 30, 2022. As part of the said Resolution, the votes casted by the Public Shareholders in favour of the Delisting Offer were 24,40,020 (Twenty Four Lakhs Forty Thousand and Twenty) votes which is more than two times the number of votes casted by the Public Shareholders against it i.e., 4,15,339 (Four Lakhs Fifteen Thousand Three Hundred and Thirty Nine) votes.

1.9 Thereafter, the Company submitted the application to the Stock Exchanges for obtaining the in-principle approvals as per regulation 12(1) of SEBI Delisting Regulations. However, based on the views and observations of the Stock Exchanges, the floor price has been recalculated by taking the reference date as the date of the board meeting in which the delisting proposal was considered and approved and accordingly revised Floor Price is arrived at Rs. 37.83/- (Rupees Thirty Seven and Eighty Three Paise only) per Equity Share (the "Floor Price"). Further the Acquirers have decided and declared the Indicative Price as Rs. 37.90/- (Rupees Thirty Seven and Ninety Paise only) per Equity Share (the "Indicative Price"). Consequently to such revision, the revised Floor Price and Indicative Price was published in all editions of Business Standard (English & Hindi) and Lakshadweep (Marathi) on July 16, 2022 and it was also communicated to the Stock Exchanges. Further individual communications were also sent to all the shareholders of the Company intimating the said revised Floor Price and Indicative Price by e-mail to the members whose email IDs are registered with the Company (RTA) and by Courier (to the members whose email IDs are not registered with the Company/RTA).

1.10 The Company has received in-principle approval for delisting of the Equity Shares of the Company from BSE and NSE vide their letter no. LO/Delisting/MJ/130/2022-23 dated July 25, 2022 and letter no. NSE/ENF/DELIST/APPL/2022-23/317 dated July 25, 2022, respectively, in accordance with Regulation 12 of the SEBI Delisting Regulations.

1.11 The Detailed Public Announcement is being issued in the following newspapers as required under Regulation 15(1) of the SEBI Delisting Regulations:

Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Lakshadweep	Marathi	Mumbai edition

1.12 The Acquirers will inform to the Public Shareholders of amendments or modifications, if any to the information set out in this Detailed Public Announcement by way of a corrigendum that will be published in the aforementioned newspapers in which the Detailed Public Announcement is being published.

1.13 The Delisting Offer is subject to the acceptance of the Discovered Price, determined in accordance with the SEBI Delisting Regulations, by the Acquirers. The Acquirers may also, at their discretion, propose (i) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (ii) a price which is lower than the Discovered Price but not less than the Book Value of the Company as certified by the Manager to the Offer, in terms of Regulation 22 of the SEBI Delisting Regulations ("Counter Offer Price"). Any Discovered Price that is accepted by the Acquirers for the Delisting Offer or a higher price that is offered for the Delisting Offer at their discretion, or a Counter Offer Price that results in shareholding of the Promoter and Promoter Group reaching 90% of the total issued and paid up equity shares outstanding pursuant to acceptance of the Counter Offer Price by Public Shareholders, shall hereinafter be referred to as the **Exit Price**.

1.14 The Acquirers reserves the right not to proceed with or withdraw the Delisting Offer in the event the Conditions mentioned in Paragraph 9 of this Detailed Public Announcement are not fulfilled or if the approvals indicated herein are not obtained or conditions which the Acquirers consider in their sole discretion to be onerous, are imposed in respect of such approvals.

1.15 As per Regulation 28 of the SEBI Delisting Regulations, the Board is required to constitute a Committee of independent directors to provide its written reasoned recommendations on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period (defined below) in the same newspapers where this Detailed Public Announcement has been published.

**2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER:**

2.1 The objective of the Acquirers in making the Delisting Offer is inter-alia to:

- (i) Obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- (ii) Save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's Business; and
- (iii) Provide an exit opportunity to the public shareholders of the Company.

2.2 In view of the above, the Acquirers believe that the Delisting Offer can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the SEBI Delisting Regulations. The Discovered Price will be determined in accordance with the reverse book building process as set out in the SEBI Delisting Regulations and will be subject to acceptance by the Acquirers and/or Promoter and Promoter Group.

**3. BACKGROUND OF THE ACQUIRERS:**

The Acquirers belong to the Promoter and Promoter Group of the Company.

- (i) **Mr. Narender Surana**, aged about 61 years, is a Director and one of the Promoters of the Company and holds degree in Chemical Engineering. He has a vast experience as an industrialist in the field of Metals & Telecom industry for more than three decades and in the field of Renewable Energy for more than two decades. He is currently holding 35,59,748 equity shares representing 11.13% of the total fully paid-up equity shares of the Company.
- (ii) **Mr. Devendra Surana**, aged about 57 years, is a Whole-time Director and one of the Promoters of the Company. He is a Mechanical Engineer and holds a Post Graduate Diploma in Management from IIM, Bangalore and was chosen as the Brain of the Batch. He has been in the field of Ferrous & Non-Ferrous metals and Telecom industry for more than 3 decades. He is currently holding 31,37,707 equity shares representing 9.81% of the total fully paid-up equity shares of the Company.
- (iii) **Mrs. Sunita Surana**, aged about 60 years, is one of the Promoters of the Company. She is currently holding 24,97,133 equity shares representing 7.80% of the total fully paid-up equity shares of the Company.
- (iv) **Mrs. Namrata Surana**, aged about 54 years, is one of the Promoters of the Company. She is currently holding 27,25,837 equity shares representing 8.52% of the total fully paid-up equity shares of the Company.
- (v) **M/s. Surana Infocom Private Limited**, a Company incorporated under the Companies Act, 1956 on 3rd February, 1988 and is holding investments in Group Companies. It is a member of the Promoter Group of the Company and is holding 43,42,347 equity shares representing 13.57% of the total fully paid-up equity shares of the Company.
- (vi) **M/s. Surana Telecom and Power Limited**, a Company incorporated under the Companies Act, 1956 on 14th August, 1989, listed with BSE and NSE, and engaged in the business of generation and supply of renewable energy. It is a member of the Promoter Group of the Company and is holding 11,43,736 equity shares representing 3.57% of the total fully paid-up equity shares of the Company.
- (vii) **M/s. Bhagyanagar Securities Private Limited**, a Company incorporated under the Companies Act, 1956 on 4th November, 1996 and is engaged in the business of investment, dealing in shares and securities. It is a member of the Promoter Group of the Company and is holding 49,000 equity shares representing 0.15% of the total fully paid-up equity shares of the Company.

2.2 Currently the Promoter and Promoter Group is holding 2,39,96,245 Equity Shares of Rs. 2/- (Rupees Two only) each representing 75.00% of the total paid up equity share capital of the Company.

Sr. No.	Name of the Person	Number of Equity Shares held	% of the Existing Total Equity Shares
1	Narender Surana	35,59,748	11.13
2	Devendra Surana	31,37,707	9.81
3	Sunita Surana	24,97,133	7.80
4	Namrata Surana	27,25,837	8.52
5	Vinita Surana	7,63,713	2.39
6	Manish Surana	24,59,412	7.69
7	Nivriti Samkitt Jain	3,47,500	1.09
8	Rahul Surana	14,04,500	4.39
9	Shresha Surana	5,84,916	1.83

10	Mitali Surana	3,00,000	0.94
11	Advait Surana	1,61,541	0.50
12	G.M Surana (MHUF)	1,78,775	0.56
13	Narender Surana (HUF)	1,06,500	0.33
14	Devendra Surana (HUF)	67,500	0.21
15	G.M Surana (HUF)	1,66,380	0.52
16	Bhagyanagar Securities Private Limited	49,000	0.15
17	Surana Infocom Private Limited	43,42,347	13.57
18	Surana Telecom and Power Limited	11,43,736	3.57
<b>Total</b>		<b>2,39,96,245</b>	<b>75.00</b>

3.3 As per the Certificates dated May 27, 2022 issued by M/s. Lularuka & Associates, Chartered Accountants (Firm Registration No. 018825), Hyderabad, the consolidated net worth of Acquirers as on date of certificate, is Rs. 362.44 Crores (Rupees Three Hundred and Sixty Two Crores and Forty Four Lakhs only) and they have access to sufficient liquid assets required to fulfill their obligations under the Delisting Offer in full.

3.4 No individual or entity belonging to the Promoter and Promoter Group and their related entities have sold any equity shares of the Company during the six months preceding the date of the Board meeting (i.e., April 25, 2022) wherein the Delisting Offer was approved. Further, the Acquirers, Promoter and Promoter Group of the Company have undertaken not to sell equity shares of the Company until earlier of (i) completion of the Delisting Offer in accordance with Regulation 30(5) of the SEBI Delisting Regulations; or (ii) failure of the Delisting Offer in accordance with the SEBI Delisting Regulations.

3.5 Neither the Acquirers nor any of the Promoters/Promoter Group have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") or any other regulations made under the SEBI Act.

3.6 The Acquirers hereby invite all the Public Shareholders of the Company to bid in accordance with the reverse book building process of the Stock Exchanges and on the terms and subject to the conditions set out herein, all of their equity shares of the Company.

3.7 The Acquirers have, as detailed in Paragraph 15 of this Detailed Public Announcement, made available all the requisite funds necessary to fulfill the obligations of the Acquirers under the Delisting Offer.

**4. BACKGROUND OF THE COMPANY:**

4.1 The Company was originally incorporated as a public limited company in the name of Bhagyanagar Properties Limited on April 25, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited on December 8, 2008. Further the Company was converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on December 19, 2016. The Company's registered office is situated at Sy.No. 221-224 Part, Vattinagulapally, Rajendranagar Mandal, Ranga Reddy District, Hyderabad-500 032, Telangana.

4.2 Pursuant to scheme of arrangement entered by the Company with Bhagyanagar India Limited, which was sanctioned by the Hon'ble High Court of Telangana and Andhra Pradesh on November 21, 2016, the Real Estate undertaking of Bhagyanagar India Limited was merged with the Company. Consequently, the equity shares of the Company were listed on the Stock Exchanges w.e.f. July 20, 2017.

4.3 The Company is currently engaged in the business of real estate.

4.4 As on the date of this Detailed Public Announcement, the Company has no outstanding preference shares, partly paid-up equity shares, convertible instruments, stock options or any other instruments that may result in the issuance of equity shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders are subject to any lock-in requirements.

4.5 As on the date of this Detailed Public Announcement, the Company has two subsidiaries viz., Scientia Infocom India Private Limited and Metropolitan Ventures India Limited and one step-down subsidiary viz., Hyderabad Solar Private Limited.

4.6 The Board as on the date of this Detailed Public Announcement (DPA) is as follows:

Name, Address and DIN	Designation as on date of DPA	Date of Appointment	No. of equity shares held
<b>Mr. Narender Surana</b> P.No.2, Arihant Enclave, Tarbund, Akbar Road, Sikh Village, Secunderabad-500009 DIN: 00075086	Non-Executive Director	25/04/2006	35,59,748
<b>Mr. Devendra Surana</b> 21, Pand T Colony, Trimulgherry, Secunderabad-500009 DIN: 00077296	Whole-time Director	25/04/2006	31,37,707
<b>Mr. Manish Surana</b> P.No.2, Arihant Enclave, Tarbund, Akbar Road, Sikh Village, Secunderabad-500009 DIN: 00014373	Non-Executive Director	23/03/2020	24,59,412
<b>Mr. Srinagesh Boorugu</b> 1-10-8/1/A, Begumpet, Boorugu Vihar, Hyderabad-500016 DIN: 00929331	Independent Director	17/03/2017	3,800
<b>Mrs. Sanjana Jain</b> 3-12-232, Trimulgherry, Opp Football Ground, Secunderabad-500015 DIN: 08532420	Independent Director	07/08/2019	Nil
<b>Mr. N. Krupakar Reddy</b> Plot No.253, LIG-B, Dr. A.S.Rao Nagar, Hyderabad-500062. DIN: 00006580	Independent Director	08/06/2021	Nil

4.7 A brief summary of the consolidated audited financials of the Company for the years ended March 31, 2020, March 31, 2021 and March 31, 2022 and quarter ended June 30, 2022:

Particulars	Quarter ended	Year ended	Year ended	Year ended
	June 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
	(Un-audited)	(Audited)	(Audited)	(Audited)
Equity share capital	6,39,90,000	6,39,90,000	6,39,90,000	6,39,90,000
Other Equity	1,17,57,72,558	114,72,62,060	1,11,85,39,932	1,09,91,14,012
Non-controlling Interest	2,91,34,523	1,91,99,801	1,16,42,118	98,37,568
<b>Total Equity</b>	<b>1,26,88,97,081</b>	<b>1,23,04,51,861</b>	<b>1,19,41,72,050</b>	<b>1,17,29,41,576</b>
Total Non-Current Liabilities	21,87,38,320	22,57,42,816	8,71,98,575	19,34,96,752
Total Current Liabilities	8,04,47,972	12,51,31,560	10,99,65,149	7,35,61,312
<b>Total Liabilities</b>	<b>29,91,86,292</b>	<b>35,08,074,376</b>	<b>19,71,63,906</b>	<b>26,70,58,064</b>
Total Non-Current Assets	1,29,11,35,803	1,54,83,52,173	1,33,47,90,298	13,7,05,63,526
Total Current Assets	27,69,47,570	3,29,73,870	5,65,45,658	6,94,36,115
<b>Total Assets</b>	<b>1,56,80,83,373</b>	<b>1,58,13,26,043</b>	<b>1,39,13,35,956</b>	<b>1,43,99,99,641</b>
Revenue from operations	5,11,73,590	8,19,37,345	6,38,83,953	14,31,47,514
Other Income	26,32,751	1,80,46,209	1,30,21,516	2,20,39,142
<b>Total Income</b>	<b>5,38,06,341</b>	<b>9,99,83,554</b>	<b>7,69,05,469</b>	<b>16,51,86,656</b>
Less: Total Expenses	1,32,25,242	5,99,26,446	5,90,11,840	6,13,39,426
<b>Profit / (Loss) before tax</b>	<b>4,05,81,099</b>	<b>4,00,57,108</b>	<b>1,78,93,629</b>	<b>10,38,47,229</b>
Less: Tax Expenses	21,35,879	21,51,691	(33,36,844)	69,53,280
<b>Profit / (Loss) for the year</b>	<b>3,84,45,220</b>	<b>3,79,05,417</b>	<b>2,12,30,473</b>	<b>9,68,93,949</b>
Other Comprehensive Income / (Loss)	-	-	-	-
<b>Total Comprehensive Income / (Loss)</b>	<b>3,84,45,220</b>	<b>3,79,05,417</b>	<b>2,12,30,473</b>	<b>9,68,93,949</b>
Basic EPS (Rs. per share)	1.20	1.18	0.66	3.03
Diluted EPS (Rs. per share)	1.20	1.18	0.66	3.03

**5. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY:**

5.1 The capital structure of the Company as on the date of this Detailed Public Announcement is as under:

Particulars	Amount (in Rs.)
<b>Authorized Capital</b>	
3,25,00,000 Equity Shares of Rs. 2/- each	6,50,00,000
<b>Issued, Subscribed and Paid-up Capital</b>	
3,19,95,000 Equity Shares of Rs. 2/- each	6,39,90,000

5.2 The shareholding pattern of the Company as on July 22, 2022 is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
<b>Promoter and Promoter Group (A)</b>	<b>2,39,96,245</b>	<b>75.00</b>
Individuals	1,84,61,162	57.70
Body Corporate	55,35,083	17.30
<b>Public Shareholders (B)</b>	<b>79,98,755</b>	<b>25.00</b>
Resident Individuals	5,819,398	18.19
HUF	365,559	1.14
Bodies Corporates	1,492,466	4.66
Indian Financial Institutions/Banks	270	0.85
Qualified Institutional Buyer	2,72,709	0.85
Clearing Members	16,561	0.05
Non-Resident Indians	9,213	0.03
Non Resident Indian Non-repatriable	17,579	0.05
Mutual Funds	5,000	0.02
<b>Total (A)+(B)</b>	<b>3,19,95,000</b>	<b>100.00</b>

5.3 Aggregate shareholding of the Promoter and Promoter Group of the Company as on the date of this Detailed Public Announcement is as under:-

Sr. No.	Name of the Person	Number of Equity Shares held	% of the Existing Total Equity Shares
1	Narender Surana	35,59,748	11.13
2	Devendra Surana	31,37,707	9.81
3	Sunita Surana	24,97,133	7.80
4	Namrata Surana	27,25,837	8.52
5	Vinita Surana	7,63,713	2.39
6	Manish Surana	24,59,412	7.69
7	Nivriti Samkitt Jain	3,47,500	1.09
8	Rahul Surana	14,04,500	4.39
9	Shresha Surana	5,84,916	1.83
10	Mitali Surana	3,00,000	0.94
11	Advait Surana	1,61,541	0.50

8.9 Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions of this Detailed Public Announcement and Letter of Offer, all the Shares validly tendered up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each share tendered and ensure that: (i) In case of Exit Price being more than the Floor Price but equal to or less than the Indicative Price, the payment shall be made through the secondary market settlement mechanism; (ii) In case the Exit Price is higher than the Indicative Price, the payment shall be made within 5 (Five) working days from the date of Public Announcement as specified in Paragraph 13.1 (iii) of this Detailed Public Announcement. The Acquirers will not accept Offer Shares offered at a price that exceeds the Exit Price.

8.10 If the Acquirers do not accept the Discovered Price, then the Acquirers may, at their sole discretion, make a counter offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirers shall ensure compliance with the provisions of the SEBI Delisting Regulations in accordance with the timelines provided in Schedule IV of the SEBI Delisting Regulations.

8.11 If the Acquirers do not accept the Discovered Price in terms of SEBI Delisting Regulations and do not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the SEBI Delisting Regulations and/or the Delisting Offer fails in terms of Regulation 23 of the SEBI Delisting Regulations:

- the Acquirers will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
- the Acquirers, through the Manager to the Delisting Offer, will within 2 (two) working days of closure of the Bid Period (defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where the Detailed Public Announcement has been published;
- no final application for delisting shall be made before the Stock Exchanges;
- the lien on the Equity Shares tendered / offered in terms of Schedule II or Schedule IV of the SEBI Delisting Regulations as the case may be, shall be released to such Public Shareholders (a) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the SEBI Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the SEBI Delisting Regulations are not tendered / offered; (b) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the SEBI Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers; (c) in accordance with Schedule IV of the SEBI Delisting Regulations if a counter offer has been made by the Acquirers;
- the Acquirers will bear all the expenses relating to the Delisting Offer;
- 99% (ninety nine percent) of the amount lying in the Escrow Account shall be released to the Acquirers within 1 (one) working day from the date of public announcement of failure of the Delisting Offer; and the balance 1% (one percent) shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Delisting Offer;
- the Acquirers shall not make another delisting offer until expiry of six months (a) from the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the SEBI Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the SEBI Delisting Regulations are not tendered / offered; (b) from the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the SEBI Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers; (c) from the date of making public announcement for the failure of counter offer as provided under Schedule IV of the SEBI Delisting Regulations; and
- the Escrow Account (defined below) opened in accordance with Regulation 14 of the SEBI Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of SEBI Delisting Regulations.

#### 9 DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING OFFER:

The acquisition of Equity Shares by the Acquirers pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

9.1 The Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer a price higher than the Discovered Price, or offer a Counter Offer Price which, pursuant to acceptance and/or rejection by Public Shareholders, results in the shareholding of the Acquirers along with other members of the promoter and promoter group of the Company reaching 90% of the total issued Equity Shares of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations. It may be noted that notwithstanding anything contained in this Detailed Public Announcement, the Acquirers reserve the right to accept or reject the Discovered Price if it is higher than the Indicative Price.

9.2 A minimum number of Offer Shares being tendered at or below the Exit Price in terms of Regulation 21 of SEBI Delisting Regulations, prior to the closure of bidding period (defined below) i.e., on the Bid Closing Date (defined below) so as to cause the cumulative number of Equity Shares held by the Acquirers along with other members of the promoter and promoter group of the Company (as on date of this Detailed Public Announcement taken together with the Equity Shares acquired through the Acquisition Window Facility or OTB) to be equal to or in excess of such number of the Equity Shares constituting 90% of the total issued Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations ("Minimum Acceptance Condition").

9.3 The Acquirers will obtain requisite statutory approvals, if any, required for the delisting as stated in Paragraph 17 of this Detailed Public Announcement and meet the conditions set out in Regulation 21 of the SEBI Delisting Regulations.

#### 10. ACQUISITION WINDOW FACILITY:

SEBI, vide its circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFI/DCR2/CIR/P/2018/131 dated December 9, 2016 and circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/815 dated August 13, 2021 ("SEBI Circulars") has provided a framework for acquisitions pursuant to a delisting offer to be made through the stock exchanges ("Stock Exchange Mechanism"). As prescribed under the SEBI Circulars, the facility for such acquisitions shall be in the form of a separate window provided by stock exchanges having nationwide trading terminals ("Acquisition Window Facility").

10.2 Further, SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchanges have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchanges.

10.3 As such, the Acquirers shall avail the Stock Exchange Mechanism and Acquisition Window Facility provided by the Stock Exchange, in compliance with the SEBI Circulars. BSE has been appointed as the Designated Stock Exchange ("DSE") for the purpose of the Delisting Offer.

10.4 The Acquirers have appointed the following as their Broker for the Delisting Offer through whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made ("Buyer Broker").

#### RLP Securities Private Limited,

402, Nirmal Towers, Dwarakapuri Colony, Punjagutta, Hyderabad-500082

Near Saibaba Temple, Hyderabad - 500 016, Telangana. Telephone: +91 (40) 23352485

Contact Person: Mr G.Muralidhar, Vice President (Operations)

E-mail: rlp\_vpr@yahoo.com; rlpsecurities@yahoo.com

10.5 The cumulative quantity tendered shall be displayed on website of BSE at specific intervals during Bid Period (defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period (defined below).

#### 11. DATES OF OPENING AND CLOSING OF BID PERIOD:

11.1 All the Public Shareholders holding Equity Shares are eligible to participate in the reverse book building process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares, shall commence on Wednesday, August 03, 2022 ("Bid Opening Date") and close on Wednesday, August 10, 2022 ("Bid Closing Date") during normal trading hours of the secondary market ("Bid Period"). During the Bid Period, Bids will be placed in the Acquisition Window Facility by the Public Shareholders through their respective stock brokers registered with the BSE ("Seller Member") during the normal trading hours of secondary market on or before the Bid Closing Date. Any change in the Bid Period will be notified by way of an addendum/corrigendum in the newspapers in which Detailed Public Announcement has appeared.

11.2 The Public Shareholders should note that the Bids are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.

11.3 The Public Shareholders should submit their Bids through stock brokers registered with stock exchanges only. Thus, Public Shareholders should not send bids to Company / Acquirers / Managers to the Offer / Registrar to the Offer.

11.4 Bids received after close of normal trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period. Downward revision of Bids shall not be permitted.

#### 12. PROCEDURE AND METHODOLOGY FOR BIDDING THROUGH STOCK EXCHANGE:

12.1 The Letter of Offer inviting the Public Shareholders (along with necessary forms and instructions) to tender their Equity Shares to the Acquirers by way of submission of Bids ("Letter of Offer") will be dispatched to the Public Shareholders, whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on July 25, 2022 ("Specified Date"). In the event of accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder or any Public Shareholder who has bought the Equity Shares after Specified Date, they may obtain a copy of Letter of Offer by writing to the Registrar to the Delisting Offer at their address given in Paragraph 23 of this Detailed Public Announcement, clearly marking the envelope "Bhagyanagar Properties Limited - Delisting Offer".

12.2 Alternatively, the Public Shareholders may obtain a copy of Letter of Offer from the website of BSE at www.bseindia.com or NSE at www.nseindia.com or from the website of the Registrar to the Offer at www.kfintech.com and the websites of the Company and the Manager to the Offer at www.bhagyanagarproperties.com and www.akasamconsulting.com respectively.

12.3 For further details on the schedule of activities, please refer to Paragraph 16 of this Detailed Public Announcement.

12.4 The Delisting Offer is open to all Public Shareholders of the Company, both who are holding shares in demat form as well as physical form.

12.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Member(s) can enter the Bids for the Equity Shares which are held in dematerialized form as well as physical form.

#### 12.6 Procedure to be followed by Public Shareholders holding Equity Shares in dematerialized form:

- Public Shareholders who desire to tender their Equity Shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Delisting Offer ("Tendered Shares").
- The Seller Member would be required to place an order/bid on behalf of the public shareholders who wish to tender Equity Shares in the Delisting Offer using Acquisition Window Facility of the Stock Exchange. The Seller Member would be required to tender the number of Equity Shares by using the settlement number and the procedure prescribed by the Indian Clearing Corporation Limited ("Clearing Corporation") to a special escrow account created by the Clearing Corporation before placing the Bids and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular / notice that will be issued by BSE/Clearing Corporation before the Bid opening Date.
- In case, the Public Shareholder's demat account is held with one depository and clearing member pool and Clearing Corporation accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demat account at source depository during the Bid Period. Inter depository Transfer Order ("IDT") instructions shall be initiated by the Public Shareholders at source depository to clearing member/ NCL account at Depository. Source depository shall block the Public Shareholders Equity Shares (i.e. transfer from free balances to blocked balance) and sends IDT message to depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholders demat account shall be provided by the depository to the Clearing Corporation.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders within normal trading hours during the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participants orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered and price at which the Bid was placed, etc.
- Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not limited to):
  - Duly attested power of attorney, if any person other than the Public Shareholders has signed the Bid Form;
  - Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
  - In case of companies, the necessary certified corporate authorizations (including board and / or general meeting resolutions).
- In case of demat equity shares, submission of tender form and TRS is not required.
- After the lien is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding system, the Public Shareholders holding Equity Shares in dematerialized form have successfully tendered the Equity Shares in the Delisting Offer.
- The Public Shareholders will have to ensure that they keep their demat account active and unblocked to release the lien on the Equity Shares due to rejection. Further, Public Shareholders will have to ensure

that they keep the savings bank account attached with the DP account active and updated to receive credit/remittance due to acceptance of Tendered Shares.

- In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, client number, DP name/D, beneficiary account number and number of equity shares tendered for the Delisting Offer. Public Shareholders will be required to approach their respective Seller Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by the BSE, before the Bid Closing Date.

(xi) The Public Shareholders should not send bids to the Company or Acquirers or Manager to the Offer or Registrar to the Delisting Offer.

#### 12.7 Procedure to be followed by Public Shareholders holding Equity Shares in physical form pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 is as under:

- The Public Shareholders holding Equity Shares in physical form shall note that in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, all the Public Shareholders holding equity shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in this Detailed Public Announcement.
- The Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including as below:
  - original Equity Share certificate(s);
  - valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferees (i.e. by all registered Public Shareholders in same order and as per the specimen signatures registered with the Company / Registrar and transfer agent of the Company) and duly witnessed at the appropriate place authorizing the transfer;
  - Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate/Notary Public/Bank Manager under their official seal;
  - self-attested copy of the PAN Card (in case of Joint holders, PAN card copy of all transferees);
  - Bid Form duly signed (by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares; and
  - Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable;
  - Any other relevant documents such as, power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable;
  - In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

(iii) Based on the documents as mentioned in Paragraph (ii) above, the concerned Seller Member shall place the bid on behalf of Public Shareholders holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

(iv) The Seller Member / Public Shareholder should ensure to deliver the documents (as mentioned in Paragraph 12.7(i)) along with TRS either by registered post or courier or hand delivery to Registrar to the Delisting Offer (at the address mentioned at Paragraph 23), the day before the Bid Closing Date. The envelope should be superscripted as "Bhagyanagar Properties Limited - Delisting Offer".

(v) Public Shareholders holding Equity Shares in physical form should note that the Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the Equity Shares by the Acquirers will be subject to verification of documents. The Registrar to the Delisting Offer will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Delisting Offer confirms the bids it will be treated as 'Confirmed Bids'. The bids of the Public Shareholders whose original share certificate(s) and other documents (as mentioned in Paragraph 12.7(i) above) along with the TRS are not received by the Registrar to the Delisting Offer, the day before the Bid Closing Date, shall be liable to be rejected. The verification of the share certificate(s) shall be completed on the date of receipt of the same by the Registrar to the Delisting Offer.

(vi) In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding equity shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, share certificate number, number of equity shares tendered for the delisting offer and the distinctive numbers thereof, enclosing the original share certificate(s) and other documents (as mentioned in Paragraph 12.7(i) above). Public Shareholders will be required to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by the Stock Exchange, before the Bid Closing Date.

(vii) The Registrar to the Delisting Offer will hold in trust the share certificate(s) and other documents (as mentioned in Paragraph 12.7(i) above) until the Acquirers complete their obligations under the Delisting Offer in accordance with the SEBI Delisting Regulations.

(viii) It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their Equity Shares in the Acquisition Window Facility. The Acquirers shall assume that the eligible Public Shareholders have submitted their bids only after obtaining applicable approvals, if any. The Acquirers reserves the right to reject Bids received for physical shares which are without a copy of the required approvals.

(ix) The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) there is a name mismatch in the folio of the Public Shareholder; (b) there exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; (c) the documents mentioned in the Bid Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar to the Delisting Offer, the day before the Bid Closing Date; (d) if the share certificate(s) of any other company are enclosed with the Tender Form instead of the share certificates of the Company; (e) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid; (f) if the Public Shareholders place a bid but the Registrar does not receive the physical Equity Share Certificate; or (g) in the event the signature in the Bid Form and share transfer form do not match the specimen signature recorded with the Company or the Registrar.

(x) Please note that submission of Bid Forms and TRS along with original share certificate(s), valid share transfer form(s) and other documents (as mentioned in this Paragraph 12.7(ii)) of this Detailed Public Announcement is mandatorily required in case of Equity Shares held in physical form and the same to be received by the Registrar to the Delisting Offer, the day before the Bid Closing Date.

12.8 The Public Shareholders, who have tendered their Equity Shares by submitting Bids pursuant to the terms of this Detailed Public Announcement and Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market on the day preceding the Bid Closing Date will not be accepted.

12.9 If the Public Shareholder(s) do not have the Seller Member, then those Public Shareholder(s) can approach any stock broker registered with Stock Exchanges and can make a bid by using unique client code (UCC) facility through that stock broker registered with the Stock Exchange after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations. In case Public Shareholder(s) are unable to register using UCC facility through any other stock broker registered with the Stock Exchange, Public Shareholder(s) may approach Buyer Broker viz. RLP Securities Private Limited, to register himself/herself and bid by using UCC facility.

12.10 The Public Shareholders should note that the bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirers or to the Company or the Stock Exchanges. The Public Shareholders should further note that they should have a trading account with a Seller Member as the bids can be entered only through their respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.

12.11 The cumulative quantity of the Equity Shares tendered shall be made available on the website of BSE throughout the trading session and will be updated at specific intervals during the Bid Period.

12.12 The Equity Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.

12.13 In terms of Regulation 22(4) of the SEBI Delisting Regulations, the Acquirers are entitled to make a counter offer at the Counter Offer Price, at their sole and absolute discretion. The Acquirers should ensure compliance with the provisions and the timelines provided in Schedule IV of the SEBI Delisting Regulations ("Counter Offer"). The counter offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 working days of the Bid Closing Date. The Counter Offer PA will contain inter alia details of the Counter offer Price and the revised schedule of activities. In this regard, Public Shareholders are requested to note that, if a counter offer is made:

- All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per Paragraph 12.13(ii) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the counter offer at the Counter Offer Price.
- Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the counter offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the public shareholder through their respective Seller Member through whom the original bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
- Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the counter offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.

#### 13. METHOD OF SETTLEMENT:

13.1 Upon finalization of the Basis of Acceptance as per the SEBI Delisting Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account (defined below) shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation and subsequently Clearing Corporation will make direct funds payout to respective Public Shareholders bank account linked to its demat account. If bank account details of any Public Shareholder is not available or if the fund transfer instruction is rejected by the RBI or Bank, due to any reasons, then such funds will be transferred to the concerned Seller Member's settlement Bank account on onward transfer to the respective client. For the Offer Shares acquired in physical form, the Clearing Corporation will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders.
- In the event of Exit Price is more than the Floor Price but equal to or less than the Indicative Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism and if the Exit Price is more than the Indicative Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made within 5 (five) working days from the date of the public announcement under Regulation 17(4) of the SEBI Delisting Regulations.
- In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- The Equity Shares acquired in dematerialized form would be transferred directly to the Acquirers' demat account. In case of the Equity Shares acquired in physical form, the same will be transferred to the Acquirers' demat account by the Registrar to the Delisting Offer on completion of all the compliances by the Acquirers in the Delisting Offer and until then, such Equity Shares shall remain under the custody of the Registrar to the Delisting Offer.
- Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the Clearing Corporation by the Company or the Registrar to the Delisting Offer. On receipt of the same, Clearing Corporation will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the Clearing Corporation.
- In case of Inter Depository, Clearing Corporation will cancel the unaccepted Equity Shares in the target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted details as received from the Target Company or the Registrar to the Delisting Offer. Post receiving the IDT message from target depository, source depository will cancel/release lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid period and receiving the requisite details viz. demat account details and accepted bid quality, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid Equity Shares from Public Shareholder's demat account and credit it to Clearing

Corporation settlement account in target depository on settlement date.

(viii) The Seller Member would issue a contract note to their respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer and will release the lien on unaccepted Equity Shares. The Public Shareholder should pay these costs to their respective Seller Members. The Buyer Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Delisting Offer.

(ix) Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Equity Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers, the Company, the Buyer Broker, the Registrar to the Offer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by the Public Shareholders.

(x) If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirers shall be liable to pay interest at the rate of ten per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirers or was caused due to circumstances beyond the control of Acquirers, SEBI may grant waiver from the payment of such interest.

#### 14. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID:

14.1 The Public Shareholders may submit their Bids to the Seller Member during the Bid Period ("Bids"). Additionally, once the Equity Shares have been delisted from the Stock Exchanges, the Public Shareholders who either do not tender their Equity Shares in the Delisting Offer or whose Offer Shares have not been acquired by the Acquirers (the "Residual Shareholders") may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 1 (one) year following the date of the Delisting of the Equity Shares from the Stock Exchanges, ("Exit Window"). A separate offer letter in this regard will be sent to these Residual Public Shareholders. Such Residual Shareholders may tender their Equity Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.

14.2 The Acquirers shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 of the SEBI Delisting Regulations and the Stock Exchanges shall monitor the compliance of the same.

#### 15. DETAILS OF THE ESCROW ACCOUNT:

15.1 The estimated consideration payable under the SEBI Delisting Regulations, being the Indicative Price of Rs.37.90 (Thirty Seven Rupees and Ninety Paise only) per Equity Share multiplied by the number of Offer Shares, i.e., 79,98,755 (Seventy Nine Lakhs Ninety Eight Thousand Seven Hundred and Fifty Five) Offer Shares, is Rs.30,31,52,815 (Thirty Crores Thirty One Lakhs Fifty Two Thousand Eight Hundred and Fifteen Only) ("Escrow Amount"). In accordance with the Regulations 14 (1) and 14 (2) of the SEBI Delisting Regulations, the Acquirers, ICICI Bank Limited ("Escrow Bank") and the Manager to the Delisting Offer have entered into an Escrow Agreement dated May 30, 2022 pursuant to which the Acquirers have opened an Escrow Account in the name of "DPL - Delisting Offer - Escrow Bank Account" with the Escrow Bank, at their Branch at ICICI Bank Limited, Capital Market Division, 163, 5th Floor, H.T.Parekh Marg, Backbay Reclamation, Churni, Mumbai - 400020 ("Escrow Account") and have deposited the entire Escrow Amount in cash.

15.2 The Manager to the Delisting Offer has been solely authorized by the Acquirers to operate and realize the value of Escrow Account in accordance with the SEBI Delisting Regulations.

15.3 On determination of the Exit Price and making of the Public Announcement under Regulation 17(4) of the SEBI Delisting Regulations, the Acquirers shall ensure compliance with Regulation 14(4) of the SEBI Delisting Regulations.

15.4 In the event that the Acquirers accept the Discovered Price or offer a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirers shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay public shareholders whose shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.

#### 16. PROPOSED SCHEDULE FOR THE DELISTING OFFER:

The proposed time table for the Delisting Offer is as follows:

Activity	Date
Resolution for approval of the Delisting Proposal passed by the Board of Directors of the Company	Monday, April 25, 2022
Date of receipt of Stock Exchange in-principal approval (NSE)	Monday, July 25, 2022
Date of receipt of Stock Exchange in-principal approval (BSE)	Monday, July 25, 2022
Date of publication of the Detailed Public Announcement	Tuesday, July 26, 2022
Specified Date for determining the names of the Public Shareholders to whom the Letter of Offer is sent*	Monday, July 25, 2022
Last date of dispatch of the Letter of Offer to the Public Shareholders as on Specified Date	Wednesday, July 27, 2022
Last date for publication of recommendations by the Committee of Independent Directors	Friday, July 29, 2022
Bid Opening Date	Wednesday, August 03, 2022
Last date for revision (upwards) or withdrawal of Bids	Monday August 08, 2022
Bid Closing Date (up to 3:30pm)	Wednesday, August 10, 2022
Last date of announcement of the Discovered Price or the Exit Price and the Acquirers' Acceptance or Non-acceptance of the Discovered Price or the Exit Price	Friday, August 12, 2022
Last date for announcement of Counter Offer	Friday, August 12, 2022
Proposed date for payment of consideration if Exit Price is accepted by the Acquirers#	Monday, August 22, 2022
Last date for return of the Equity Shares, including dispatch of share certificate(s), to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	Monday, August 22, 2022

\* The Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Company are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

# Subject to the acceptance of the Discovered Price or Offer of an Exit Price higher than the Discovered Price by the Acquirers.

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates. All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of corrigendum in all the newspapers in which the Detailed Public Announcement has appeared.

#### 17. STATUTORY APPROVALS:

17.1 The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot, results of which were declared on May 30, 2022, in respect of delisting of Equity Shares from the Stock Exchanges, in accordance with the SEBI Delisting Regulations.

17.2 The BSE and NSE have given their in-principle approval for delisting of the Equity Shares vide their letter no. LO/Delisting/MJNP/130/2022-23, dated July 25, 2022 and letter no. NSE/ENF/DELIST/APPL/2022-23/317, dated July 25, 2022 respectively.

17.3 As on the date of this Detailed Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirers and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.

17.4 If the shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) had required any approvals (including from the RBI, 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

(continuation from previous page)

## DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF BHAGYANAGAR PROPERTIES LIMITED FOR DELISTING OF EQUITY SHARES

SURANA GROUP

Manager to the Delisting Offer (i.e., akasam consulting private limited, Level 3&4, "akasam", Masab Tank, Hyderabad - 500004) on all working days (i.e. Monday to Friday and not being a Bank Holiday) between 10.00 am to 5.00 pm up to the Bid Closing Date.

1	Initial Public Announcement dated April 18, 2022
2	Floor Price Certificate from M/s. Luharka & Associates, Chartered Accountants (Firm Registration No. 01882S) dated July 14, 2022.
3	Board Resolution of the Company dated April 25, 2022 and Circular Resolution dated July 15, 2022
4	Due Diligence Report dated April 24, 2022 of M/s. Rakhi Agarwal, Practising Company Secretary.
5	Certified true copy of the resolution passed by the shareholders by way of postal ballot, results of which were declared on May 30, 2022 along with scrutinizer's report.
6	Copy of Escrow Agreement dated May 30, 2022 between the Acquirers, ICICI Bank Limited (as Escrow Agent) and Manger to the Delisting Offer.
7	Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on July 18, 2022
8	Notice published in newspapers on July 16, 2022 intimating the revised Floor Price and Indicative Price.
9	Letter dated July 15, 2022 intimating to all the public shareholders about the revised Floor Price and Indicative Price.
10	In-Principal approval from NSE letter no. NSE/ENF/DELIST/APPL/2022-23/317, dated July 25, 2022
11	In-Principal approval from BSE letter no. LO/Delisting/MJN/130/2022-23, dated July 25, 2022
12	Copy of the recommendations published by the Committee of Independent Directors of the Company in relation to the Delisting Offer.

### 22. MANAGER TO THE OFFER and REGISTRAR TO THE OFFER:

The details of the Manager to the Offer and Registrar to the Offer are as under:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
<p><b>akasam</b> transcending horizons <b>akasam consulting private limited</b> CIN: U74440TG2000PTC035024 "akasam" 10-1-17/11-I, level 3 &amp; 4, Masab Tank, Hyderabad- 500004 Tel No.: +91-40-6644 4999/55 Fax No.: +91-40-2333 5511 Email: info@akasamconsulting.com Website: www.akasamconsulting.com Contact Person: Mr. M P Naidu, General Manager / Ms. Durga Poornima, Manager SEBI Regn. No.: INM000011658</p>	<p><b>KFINTECH</b> <b>KFin Technologies Limited</b> CIN: U72400TG2017PTC117649 Address: Selenium Building, Tower B, Plot No- 31 &amp; 32, Financial District, Nanakramguda, Hyderabad-500032, TS. Tel No.: +91 040-67162222 Toll free no: 1-800-3454-001 Fax: 040-23001153 Email id: murali.m@kfinetech.com Website: www.kfinetech.com Investor grievance e-mail: einward.ris@kfinetech.com Contact Person: Mr. Murali Krishna M, SEBI Registration No.: INR000000221</p>

Corporate Identification Number (CIN): L7102TG2006PLC050010  
Regd. Office: Sy.No.221 - 224 Part, Vattinagulapally, Rajendranagar Mandal, Ranga Reddy District, Hyderabad - 500 032, Telangana  
Tel No: +91 40 27845119, Fax No: +91 40 27818868; Email: cs@surana.com/  
investorservices\_bp@surana.com; Website: www.bhagyanagarproperties.com

### 23. GENERAL DISCLAIMER:

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers, the Manager to the Offer or the Promoter, or the Company or the Registrar to the Offer or the Buyer Broker whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Offer and tender of equity shares through reverse book building through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form which will be sent to the Public Shareholders who are the shareholders of the Company on the Specified Date.

This Detailed Public Announcement (DPA) is issued by the Manger to the Offer.

The DPA is expected to be available on the website of the Stock Exchanges, i.e. www.bseindia.com and www.nseindia.com. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form from the websites of the Stock Exchanges.

For and on behalf of the Acquirers

Date: July 25, 2022  
Place: Secunderabad  
Sd/-  
Narender Surana  
Sd/-  
Devendra Surana



## SANSERA ENGINEERING LIMITED

(CIN: L34103KA1981PLC004542)  
Registered office: Plant-7, No.143/A, Jigani Link Road, Bommasandra Industrial Area, Anekal Taluk, Bengaluru - 560105, India  
Phone No: +91 80-27839081/82/83; Fax No.: +91 80 27839309  
Email: rajesh.modi@sansera.in; Website: www.sansera.in

### NOTICE OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION

#### (A) ANNUAL GENERAL MEETING AND BOOK CLOSURE:

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the members of Sansera Engineering Limited ("the Company") will be held on Thursday, August 18, 2022 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") only, to transact the businesses set forth in the AGM notice dated May 23, 2022. Pursuant to Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, which allow the Companies to hold AGM through VC/OAVM, the AGM of the Company will be held through VC/OAVM.

In terms of the said Circulars, the AGM Notice alongwith the Audited Balance Sheet as at March 31, 2022, Audited Statement of Profit & Loss, Cash Flow Statement for the year ended March 31, 2022, together with the Reports of the Directors and Auditors thereon will be sent only to the members whose E-mail IDs are registered with the Company/Depository Participant(s) / Link Intime India Private Limited, ("Link Intime"), the Registrar and Share Transfer Agents of the Company on July 22, 2022. The requirement of sending physical copies of the Notice of AGM has been dispensed with vide MCA Circulars and the SEBI Circulars.

The AGM Notice and Annual Report of the Company for the financial year 2021-22 will also be available on the Company's website at [www.sansera.in](http://www.sansera.in) and on the websites of the Stock Exchanges where the shares of the Company have been listed viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Members including members who have not registered their E-mail addresses with Company/Depository Participant(s), can download the AGM Notice and Annual Report from any of the said websites.

The members whose E-mail address is not registered with the Link Intime/Depository Participant(s), are required to visit the link: [https://linkintime.com.in/emailreg/email\\_register.html](https://linkintime.com.in/emailreg/email_register.html) for registration of E-mail address and to receive AGM Notice, Annual Report and e-voting user ID and password by E-mail. Detailed procedure for registering the E-mail address and for receipt of e-voting user ID and password and the manner of voting remotely or e-voting during the AGM, will be made available on the aforesaid websites.

The members are requested to refer the AGM Notice, for instructions for attending the AGM through VC/OAVM and viewing WEBCAST of AGM.

Members are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents at email ID: [rt.helpdesk@linkintime.com](mailto:rt.helpdesk@linkintime.com).

The above documents are available for electronic inspection by the Members of the Company during office hours on any working day of the Company upto the date of AGM.

#### BOOK CLOSURE:

The Register of Members and Share Transfer Books of the Company will remain closed from August 12, 2022 to August 18, 2022 (both days inclusive) for the purpose of AGM and payment of dividend for the financial year ended March 31, 2022. The dividend, if declared by the members, will be paid on or before September 09, 2022, subject to applicable tax.

#### (B) REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing to its Members the facility of remote e-voting before/during the AGM in respect of the businesses to be transacted at the AGM and for this purpose the Company has appointed **Link Intime India Private Limited** for facilitating voting through electronic means.

The detailed instructions for remote e-voting are given in the notice of 40<sup>th</sup> AGM. Members are requested to take note of the following.

a) The remote e-voting facility would be available during the following period:

Sl No.	Details / Activity	Particulars
1.	Date and time of commencement and end of remote e-voting	<b>Commencement:</b> Monday, August 15, 2022, at 9:00 am (IST) <b>Conclusion:</b> Wednesday, August 17, 2022 at 5:00 pm (IST)
2.	Cut-off date	Thursday, August 11, 2022

The remote e-voting module shall be disabled for voting after 5.00 pm on Wednesday, August 17, 2022.

b) Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Thursday, August 11, 2022, only shall be entitled to avail the facility of remote e-voting / e-voting during the AGM as the case may be. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. The members who have not cast their vote electronically, and are otherwise not barred from doing so, can exercise their voting rights through the e-voting system during the AGM. The Company will make necessary arrangements for e-voting during the AGM. Members who have cast their votes by remote e-voting prior to the meeting may also attend the AGM but they are not entitled to cast their vote again during the AGM.

c) Members who would like to express their views/ ask questions as a speaker at the meeting may pre-register themselves by sending a request for their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to the Company at email ID: [rajesh.modi@sansera.in](mailto:rajesh.modi@sansera.in) on or before Tuesday, August 09, 2022. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

d) The instructions for attending the AGM through VC / OAVM and the manner of e-voting is provided in the Notice convening the AGM for Members who have registered their e-mail address as also for those Members who hold shares in physical form or who have not registered their e-mail address.

CS Pramod S M or failing him CS Biswajit Ghosh of M/s. BMP & Co. LLP, a Practising Company Secretary firm, Bengaluru, has been appointed as Scrutinizer to scrutinize the remote e-voting process before/ during the AGM in a fair and transparent Manner.

#### Webcast facility:

Members may kindly note that the Company will provide webcast of the proceedings of AGM. Members who are entitled to participate in the AGM, can view the proceedings of AGM by logging into website of Link Intime India Pvt Limited website at <https://instameet.linkintime.co.in> using their e-voting login credentials.

For any query / clarification / grievance connected with VC Meeting, remote e-voting and Members who acquired shares of the Company after the date of dispatch of AGM notice and hold shares as of the cut-off date i.e. Thursday, August 11, 2022 may obtain the User ID and Password by following aforementioned steps or may write an E-mail to the Company at [rajesh.modi@sansera.in](mailto:rajesh.modi@sansera.in) or to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000 and 1800 22 44 30.

By Order of the Board of Directors  
for Sansera Engineering Limited

Sd/-  
Rajesh Kumar Modi  
Company Secretary  
Membership No. F5176

Place: Bengaluru  
Date: July 25, 2022



## A. K. CAPITAL SERVICES LIMITED BUILDING BONDS

Regd. Office: 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400 098  
CIN: L74899MH1993PLC274881 | Website: [www.akgroup.co.in](http://www.akgroup.co.in)  
Tel: +91-22-67546500 | Fax: +91-22-66100594 | E-mail: [compliance@akgroup.co.in](mailto:compliance@akgroup.co.in)

### NOTICE

#### TRANSFER OF EQUITY SHARES OF THE COMPANY TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Notice is hereby given to the shareholders of the Company pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rule 6 (3) (a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time.

As per the Rules, all the underlying shares in respect of which dividend are not claimed/paid for the last 7 consecutive years or more shall be transferred to the Demat Account of the IEPF Authority within 30 days from the due date of transfer.

Accordingly, shareholders who have not claimed their dividends from financial year 2014-15, may write to us or the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, at their office situated at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel. No. 022-49186270 and e-mail at [rt.helpdesk@linkintime.co.in](mailto:rt.helpdesk@linkintime.co.in) on or before October 26, 2022, for further details and for making a valid claim for the unpaid/unclaimed dividends. In case the Company does not receive any communication from the concerned shareholders by October 26, 2022, the Company shall, with a view to complying with the requirements set out in the Rules, transfer the shares to the IEPF Account by the due date as per procedure stipulated in the Rules.

Adhering to the various requirements set out in the Rules, the Company has communicated individually to the concerned shareholders at their latest available address whose shares are liable to be transferred to IEPF Account under the Rules for taking appropriate action(s).

The Company has uploaded full details of shareholders and shares due for transfer to IEPF Account on its website [www.akgroup.co.in](http://www.akgroup.co.in). Shareholders are kindly requested to refer to the Regulatory Disclosures Section on the website to verify the details of shares liable to be transferred to IEPF Account.

The concerned shareholders, holding shares in physical form and whose shares are liable to be transferred to IEPF Account, may note that the Company would be issuing duplicate share certificate(s) in lieu of the original share certificate(s) held by them for the purpose of transfer of shares to IEPF Account as per Rules and upon such issue, the original share certificate(s) which stand registered in their name will stand automatically cancelled and be deemed non-negotiable. The shareholders may further note that the details uploaded by the Company on its website should be regarded and shall be deemed adequate notice in respect of issue of the duplicate share certificate(s) by the Company for the purpose of transfer of shares to IEPF Account pursuant to the Rules.

Shareholders may note that both the unclaimed dividend and the shares transferred to IEPF Authority/ Account including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure as prescribed under the Rules and the same is available at IEPF website i.e. [www.iepf.gov.in](http://www.iepf.gov.in).

For A. K. Capital Services Limited  
Sd/-  
A. K. Mittal  
Managing Director  
(DIN: 00698377)

Date: July 25, 2022  
Place: Mumbai



## ASHIKA CREDIT CAPITAL LIMITED

CIN : L67120WB1994PLC062159  
Trinity, 226/1, A.J.C Bose Road, 7th Floor, Kolkata-700020  
Tel: (033) 40102500; Fax: (033) 40102543,  
Email: [secretarial@ashikagroup.com](mailto:secretarial@ashikagroup.com); Website: [www.ashikagroup.com](http://www.ashikagroup.com)

### NOTICE OF 29TH ANNUAL GENERAL MEETING OF ASHIKA CREDIT CAPITAL LIMITED TO BE HELD THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AND INTIMATION OF BOOK CLOSURE

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of Ashika Credit Capital Limited ("the Company") will be held on **Saturday the 3rd day of September 2022 at 12 Noon**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in view of continuing COVID-19 pandemic, to transact the businesses as set out in the Notice of the 29th AGM dated 26th May 2022. In compliance with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and SEBI (LODR) Regulations, 2015 read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/2020/79 and SEBI/HO/CFD/CMD2/CIR/2022/62 dated 12th May, 2020 and 13th May, 2022 (SEBI Circulars) has permitted holding of AGM through VC/OAVM without physical presence of members at a common venue. The VC/OAVM facility is provided by the National Securities and Depositories Limited ("NSDL").

Members may note that in compliance with the afore-mentioned MCA and SEBI Circulars, Notice of 29th AGM and Annual Report for Financial Year 2021-2022 will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2021-2022 will also be available on the Company's website at [www.ashikagroup.com](http://www.ashikagroup.com), websites of the Stock Exchanges where the company shares are listed and traded, viz., [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request for the same in writing to the Company.

Members can attend and participate in the AGM through VC/OAVM facility ONLY. The detailed instructions for joining the AGM through VC or OAVM and the manner of taking part in the e-voting process are provided in the Notice convening the 29th AGM. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of Companies Act 2013.

The Company is providing remote e-voting facility ("remote e-voting") to all its members to cast their votes on all resolutions as set out in the Notice of AGM. Additionally, the Company is providing the facility of voting through e-voting system during the AGM ("e-voting") to those members who will be present in AGM through VC/OAVM and have not cast their voting through remote e-voting. Detailed procedure for remote e-voting/e-voting for shareholders for holding shares in dematerialized mode, physical mode and for those shareholders who have not registered their email address is provided in the Notice of the AGM.

Pursuant to Section 91(1) of Companies Act 2013, the shareholders may note that the Register of the Members and Share Transfer Book will remain closed from Saturday the 27th day of August 2022 till Saturday, the 3rd day of September 2022 (both days inclusive).

The members who have not registered their email address and holding Equity shares in Demat form are requested to register email id with respective Depository Participant (DP) and members holding shares in physical form may get their email address registered with Registrar and Share Transfer Agent of the company by providing the information and filing up form as available on website of RTA at <https://mdpl.in/form> and sending the hard copy of the form with relevant documents to the address of RTA, Maheshwari Datamatics Pvt Ltd as noted below.

If your email address is already registered with Company/DP/RTA, login details for e-voting, Notice and Annual Report will be sent on your registered email address.

#### Process for those shareholders whose email ids are not registered with the depositories/Company/RTA for procuring USER ID AND PASSWORD and registration of e mail ids FOR E-VOTING for the resolutions set out in this notice:

Physical Holding	In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by sending an email to Company's mail id at <a href="mailto:secretarial@ashikagroup.com">secretarial@ashikagroup.com</a>
Demat Holding	In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to <a href="mailto:secretarial@ashikagroup.com">secretarial@ashikagroup.com</a>

Members are requested to update their Pan, KYC, Bank account details, Nomination forms and changes therein with Registrar & Share Transfer Agent of the company by following the below mentioned process.

**Physical Holding :** Pursuant to SEBI Circular dated 3rd November 2021, investor service request forms for updations of PAN, KYC, Signature, Bank details and Nomination or changes therein, are available in Forms, viz. ISR-1, ISR-2, ISR-3, SH-13 and SH-14. Further, the same can be accessed on Company's website [www.ashikagroup.com](http://www.ashikagroup.com) at [https://ashikagroup.com/investor\\_relation.php](https://ashikagroup.com/investor_relation.php) or website of the RTA at <https://mdpl.in/form>.

Shareholders are requested to download the form and send the hard copies of the form along with supporting documents to the RTA, M/s Maheshwari Datamatics Pvt Ltd at 23 R.N Mukherjee Road, 5th Floor, Kolkata 700001

**Demat holding:** In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Signature, Bank details and Nomination or changes therein, are requested to contact their respective Depository Participants.

For Ashika Credit Capital Limited  
Sd/-  
(Anju Mundhra)  
Company Secretary

Date : 25.07.2022  
Place : Kolkata

## ASSAM POWER DISTRIBUTION COMPANY LIMITED A customer centric company TENDER NOTIFICATION

Assam Power Distribution Company Limited (APDCL) invites online Applications for Expression of Interest (EOI) from individual farmers/group of farmers/cooperatives/ panchayats/ Farmer Producer Organizations (FPO)/ Water User Associations (WUA)/ Solar Power Developers for setting up of Grid Connected Ground/ Still Mounted Solar Based Power Plants of capacity 500KW to 2MW on Barren/uncultivable and agricultural land falling within a radius of 5km from 33/11kV Substations notified by APDCL at [www.rodalee.com](http://www.rodalee.com) under Component-A of PM KUSUM Scheme, MNRE, GOI. The EOI documents may be downloaded from [www.rodalee.com](http://www.rodalee.com)

The online application window on [www.rodalee.com](http://www.rodalee.com) will be available from **26.07.2022 to 02.08.2022**. Please refer to the detailed guidelines published on the website [www.rodalee.com](http://www.rodalee.com) before submitting the applications.

Sd/-, Chief General Manager (NRE), APDCL  
Annex Building, Bijulee Bhawan, Paltan Bazar, Guwahati-01  
Please pay your energy bill on time and help us to serve you better!

## E Auction Sale Notice under Insolvency and Bankruptcy Code, 2016 KSS PETRON PRIVATE LIMITED (In Liquidation)

CIN: U45400MH2007PTC234297  
Regd. Off: Swastik Chambers, 6th Floor Sion Trombay Road, Chembur Mumbai MH 400071  
Date & Time of Auction: 09.08.2022 from 11:00 A.M. to 02:00 P.M.  
(With unlimited extension of 5 minutes each)

Sale of Assets of KSS Petron Private Limited (Corporate Debtor) which are part of the Liquidation Estate formed by the Liquidator, appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated 27.12.2019. The sale of assets will take place through the e-auction platform <https://ncltauction.auctioneer.net>. The details of the assets to be auctioned, their Reserve Price, EMD Amount & Incremental Bid is given in the below table:

Assets	Reserve Price (In Rs.)	EMD Amount (In Rs.) & its submission timeline	Incremental Bid Amount (In Rs.)
Assets of the Corporate Debtor located within the premises of JSW Cement Limited, Kaling Nagar Industrial Area, Danagadi, Jajpur Road, Jajpur, Odisha - 755 026 ("the Auction Site")	7,05,370/-	70,540/- During: 26.07.2022 to 01.08.2022	20,000/- Or above

For more details in relation to assets and terms & conditions of the auction, please refer the Process Document available on the website of the Corporate Debtor: <https://ksspetron.in/liquidation.html>

Notes:  
1) The sale of assets through e-auction is on "AS IS WHERE BASIS", "AS IS WHAT BASIS", "WHATEVER THERE IS" AND "NO RECOURSE BASIS".

2) This Public Notice has been issued with the intent to carry out e-Auction of assets of KSS Petron Private Limited jointly with the assets of Petron Engineering Construction Limited (in Liquidation) located at the Auction site. The prospective bidders may access the public notice and process document in relation to assets of PECL at its process specific website i.e. <http://petronengineering.com/liquidation-process/liquidation-process>.

3) For any further information or clarification, you may please reach out to the Liquidator at 011-49121644-45 or his team member, Mr. Manish Vyas at +91 9667090135 or Mr. Divish Ahuja at +91 8860588209

For KSS Petron Private Limited (In Liquidation)  
Sd/-  
CS Vineet K Chaudhary  
Liquidator  
In the matter of KSS Petron Private Limited  
IBBI Registration No.: IBBI/PA-02/IP-N00103/2017-18/10246  
AFA Valid till 02.12.2022  
[liquidatorksspetron@vkicindia.com](mailto:liquidatorksspetron@vkicindia.com) (process specific)  
[lp.vineetchaudhary@gmail.com](mailto:lp.vineetchaudhary@gmail.com) (registered with IBBI)  
Address of the Liquidator registered with IBBI:  
D-38, LGF (L/S), South Extension, Part-II, New Delhi-110049  
Date: 26.07.2022  
Place: New Delhi

## Nahar CAPITAL AND FINANCIAL SERVICES LIMITED

CIN: L45202PB2006PLC029968  
Regd. Office: 375, Industrial-A, Ludhiana-141003  
Phone : 0161-2600701-705, Fax : 0161-2222942  
E-mail : [secncfs@ownnahar.com](mailto:secncfs@ownnahar.com), Website : [www.ownnahar.com](http://www.ownnahar.com)

### NOTICE TO SHAREHOLDERS

Notice is hereby given to the Shareholders of the Company pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time. The Act and the Rules, inter alia, contain provisions for transfer of all shares in respect of which, the dividend has not been encashed/claimed by the shareholders for 7 (seven) consecutive years to the demat account of Investor Education and Protection Fund (IEPF) Authority.

In compliance to the requirements set out in the Act and the Rules, the Company has already dispatched the communication individually to the concerned shareholders at their registered addresses by post, whose equity shares are liable to be transferred