

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1), REGULATION 3(2) AND REGULATION 4 READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF**

## **A B COTSPIN INDIA LIMITED**

OPEN OFFER (**'OFFER'**) FOR THE ACQUISITION OF UPTO **26,75,972** EQUITY SHARES OF FACE VALUE OF INR 10.00 ('EQUITY SHARE') REPRESENTING 26.00% OF THE PAID-UP EQUITY SHARE CAPITAL OF **A B COTSPIN INDIA LIMITED** (HEREINAFTER REFERRED AS **'ABC' / 'TARGET COMPANY'**) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY **MR. ABHEY JINDAL** ('ACQUIRER 1'), **MRS. SUVARNA JINDAL** ('ACQUIRER 2'), **MRS. SANYA JINDAL** ('ACQUIRER 3') AND **MRS. RENU JINDAL** ('ACQUIRER 4') (HEREINAFTER COLLECTIVELY REFERRED TO AS **'ACQUIRERS'**) ALONG WITH **SHREE JINDAL SOYA PRIVATE LIMITED** (HEREINAFTER REFERRED TO AS **'PERSON ACTING IN CONCERT' / 'PAC'**)

This Public Announcement (**'PA' / 'Public Announcement'**) is being issued by **Corporate Professionals Capital Private Limited** (**'Manager to the Offer'**) for and on behalf of **Acquirers** along with the **PAC** to the **Public Shareholders** of the **Target Company** (**'Public Shareholders'**) pursuant to, and in compliance with, **Regulation 3(1), Regulation 3(2) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011** and subsequent amendments thereto (**'SEBI (SAST) Regulations'**).

For the purpose of this Public Announcement, the following terms have the same meanings as assigned to them below—

- a) **'Acquirers'** means and includes Mr. Abhey Jindal, Mrs. Suvarna Jindal, Mrs. Sanya Jindal and Mrs. Renu Jindal.
- b) **'Equity Shares'** means the fully paid-up Equity Shares of face value of INR 10 (Indian Rupees Ten Only) each of the Target Company.

c) '**PAC**' means Shree Jindal Soya Private Limited.

d) '**Paid-up Equity Share Capital**' means the paid-up Equity Shares Capital of the Target Company i.e., INR 10,29,22,000/- (Indian Rupees Ten Crore Twenty Nine Lakh Twenty Two Thousand Only) divided into 1,02,92,200 (One Crore Two Lakh Ninety Two Thousand Two Hundred) fully paid-up Equity Shares of face value of INR 10 (Indian Rupees Ten only) each of the Target Company. Further, the Target Company had issued and allotted 1,20,28,562 (One Crore Twenty Lakh Twenty Eight Thousand Five Hundred and Sixty Two) Warrants each convertible into or exchangeable for one fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Target Company on October 09, 2023.

*This does not envisage the conversion of warrants into equity shares since as per the confirmation received from the warrant holders, the conversion of warrants into equity shares shall be done only upon expiry of 10 working days from the completion of Offer Period in terms of SEBI (SAST) Regulations, 2011 and in case the warrants are converted into equity shares of the Target Company prior to expiry of 10 working days, the offer size will be increased accordingly in terms of Regulation 7(1) of SEBI (SAST) Regulations.*

e) '**Public Shareholders**' shall mean all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, PAC, person acting in concert with the Acquirers.

f) '**Target Company**' / '**ABC**' means A B Cotspin India Limited.

g) '**Transaction I**' means the acquisition pursuant to off-market transfer of 17,59,860 (Seventeen Lakh Fifty Nine Thousand Eight Hundred and Sixty) Equity shares to Acquirer 3 on January 25, 2023.

h) '**Transaction II**' means the off-market transfer of 15,00,000 (Fifteen Lakh) Equity shares on February 07, 2023 from Acquirer 3 to Acquirer 2.

## 1. OFFER DETAILS

- 1.1. **Size:** 26,75,972 (Twenty Six Lakh Seventy Five Thousand Nine Hundred and Seventy Two) Equity Shares representing 26.00% of the Paid-up Equity Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement and the Detailed Public Statement (the 'DPS') and the Letter of Offer (the 'LOF') that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Price/ Consideration:** The Open Offer is made at a price of INR 236/- (Indian Rupees Two Hundred and Thirty Six only) for each Equity Share of Target Company. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirers under the Open Offer, at the Offer Price will be, INR 63,15,29,392/- (Indian Rupees Sixty Three Crore Fifteen Lakh Twenty Nine Thousand Three Hundred and Ninety Two only).
- 1.3. **Mode of Payment (Cash/ Security):** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1) (a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Open Offer is **Triggered/ Mandatory Offer** made in compliance with Regulation 3(1), Regulation 3(2) and Regulation 4 of the SEBI (SAST) Regulations. This Open Offer is made to the Public Shareholders of the Target Company pursuant to acquisition of shares by the Acquirers in the past which triggered the requirement to make an open offer and thus Acquirers is making a delayed open offer to rectify the past non-compliances of SEBI (SAST) Regulations. Further, as on the date of PA, the Acquirers along with PAC intends to acquire control over the Target Company, thereby triggering the requirement to make an open offer in terms of Regulation 4 of SEBI (SAST) Regulations.

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

Before effecting the Transaction I, the Acquirers were collectively holding 20,55,000 (Twenty Lakh and Fifty Five Thousand) Equity Shares representing 19.97% of the Paid-up Equity Share Capital of the Target Company, however, pursuant to Transaction I, wherein 17,59,860 (Seventeen Lakh Fifty Nine Thousand Eight Hundred and Sixty) Equity shares were acquired by Acquirer 3, resulted into increase in the aggregate shareholding of the Acquirers to 38,14,860 (Thirty Eight Lakh Fourteen Thousand Eight Hundred and Sixty) Equity shares representing 37.07% of the Paid-up Equity Share Capital of the Target Company, thereby triggering the requirement to make an open offer in terms of Regulation 3(1) of SEBI (SAST) Regulations on January 25, 2023.

Further, pursuant to the Transaction II, Acquirer 3 transferred 15,00,000 (Fifteen Lakh) Equity shares representing 14.57% of the Paid-up Equity Share capital of the Target Company to Acquirer 2, thus, breaching the threshold as specified under regulation 3(2) of SEBI (SAST) Regulations, thereby triggering the requirement to make an open offer in terms of Regulation 3(2) of SEBI (SAST) Regulations on February 07, 2023.

This Open Offer is made to the Public Shareholders of the Target Company pursuant to acquisition of shares by the Acquirers in the past which triggered the requirement to make an open offer and thus Acquirers is making a delayed open offer to rectify the past non-compliances of SEBI (SAST) Regulations. Further, as on the date of PA, the Acquirers along with PAC intends to acquire control over the Target Company, thereby triggering the requirement to make an open offer in terms of Regulation 4 of SEBI (SAST) Regulations.

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (INR In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total			

			Equity/ voting Capital			
Direct	Off Market Transfer in accordance with Transaction I (as defined in clause (g) of definitions above)	17,59,860 Equity Shares	17.10	Nil*	NA	Regulation 3(1) of SEBI (SAST) Regulations, 2011
Direct	Off Market Transfer in accordance with Transaction II (as defined in clause (h) of definitions above)	15,00,000 Equity Shares	14.57	Nil*	NA	Regulation 3(2) of SEBI (SAST) Regulations, 2011
Direct	Intention to acquire control over the management and affairs of the Target Company	Nil	NA	NA	NA	Regulation 4 of SEBI (SAST) Regulations, 2011

\* Equity Shares has been acquired pursuant to gift in both Transaction I and Transaction II.

### 3. ACQUIRERS AND PAC

DETAILS	ACQUIRER 1	ACQUIRER 2	ACQUIRER 3	ACQUIRER 4	PAC	TOTAL
<b>Name of Acquirers</b>	<b>MR. ABHEY JINDAL</b>	<b>MRS. SUVARNA JINDAL</b>	<b>MRS. SANYA JINDAL</b>	<b>MRS. RENU JINDAL</b>	<b>SHREE JINDAL SOYA PRIVATE LIMITED</b>	<b>5</b>
<b>Residential Address/ Registered Office</b>	Apartment No. 402A, 2nd Floor, Block 4A, The Camellias, Sikanderpur Ghosi (68), Gurgaon, Haryana – 122002	Apartment No. 402A, Second Floor, Block-4A, The Camellias-DLF 5 Sikanderpur Ghosi (68) Gurgaon Haryana – 122002	House No. 5, Road No. 83, West Punjabi Bagh, Punjabi Bagh, Delhi – 110026	18, Chander Lok Enclave, Pitampura, Saraswati Vihar, North West Delhi, Delhi – 110034	3rd Floor, Landmark Cyber Park, Sector-67, Gurgaon – 122001	-
<b>Name(s) of persons in control/ promoters of Acquirers</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	a) Suvarna Jindal b) Abhey Jindal c) Sanya Jindal d) Hemant Jindal HUF	-

<b>Name of the Group, if any, to which the Acquirers belongs to</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	-	-
<b>At the time of Transaction I</b>						
<b>Pre-Transaction Shareholding</b> ▪ <b>Number % of Total Share Capital</b>	6,90,000 (Six Lakh Ninety Thousand) Equity Shares representing 6.70% of Paid-up Equity Share Capital of the Target Company)	8,40,000 (Eight Lakh Forty Thousand) Equity Shares representing 8.16% of Paid-up Equity Share Capital of the Target Company)	5,25,000 (Five Lakh and Twenty Five Thousand) Equity Shares representing 5.10% of Paid-up Equity Share Capital of the Target Company)	Nil	Nil	20,55,000 (Twenty Lakh and Fifty Five Thousand) Equity Shares representing 19.97% of Paid-up Equity Share Capital of the Target Company)
<b>Proposed Shareholding after the acquisition of shares which triggered the Open Offer</b>	6,90,000 (Six Lakh Ninety Thousand) Equity Shares representing 6.70% of Paid-up Equity Share	8,40,000 (Eight Lakh Forty Thousand) Equity Shares representing 8.16% of Paid-up Equity Share Capital of t	22,84,860 (Twenty Two lakh Eighty Four Thousand Eight Hundred and Sixty) Equity Shares	Nil	Nil	38,14,860 (Thirty Eight Lakh Fourteen Thousand Eight Hundred and Sixty) Equity Shares

	Capital of the Target Company)	he Target Company)	representing 22.10% of Paid-up Equity Share Capital of the Target Company)			representing 37.07% of Paid-up Equity Share Capital of the Target Company)
<b>At the time of Transaction II</b>						
<b>Pre-Transaction Shareholding* ▪ Number % of Total Share Capital</b>	6,90,000 (Six Lakh Ninety Thousand) Equity Shares representing 6.70% of Paid-up Equity Share Capital of the Target Company)	8,40,000 (Eight Lakh Forty Thousand) Equity Shares representing 8.16% of Paid-up Equity Share Capital of the Target Company)	22,84,860 (Twenty Two lakh Eighty Four Thousand Eight Hundred and Sixty) Equity Shares representing 22.10% of Paid-up Equity Share Capital of the Target Company)	Nil	Nil	38,14,860 (Thirty Eight Lakh Fourteen Thousand Eight Hundred and Sixty) Equity Shares representing 37.07% of Paid-up Equity Share Capital of the Target Company)
<b>Proposed Shareholding after the acquisition of</b>	6,90,000 (Six Lakh Ninety Thousand) Equity Shares	23,40,000 (Twenty Three Lakh Forty Thousand)	7,84,860 (Seven Lakh Eighty Four Thousand Eight Hundred	Nil*	Nil	38,14,860 (Thirty Eight Lakh Fourteen Thousand Eight



<b>shares which triggered the Open Offer</b>	representing 6.70% of Paid-up Equity Share Capital of the Target Company)	Equity Shares representing 22.74% of Paid-up Equity Share Capital of the Target Company)	and Sixty) Equity Shares representing 7.63% of Paid-up Equity Share Capital of the Target Company)			Hundred and Sixty) Equity Shares representing 37.07% of Paid-up Equity Share Capital of the Target Company)
<b>Any other interest in the TC</b>	None	None	None	None	None	None

*\*Kindly note that post to the Transaction II, Acquirer 4 has acquired 64,500 (Sixty Four Thousand and Five Hundred) Equity Shares representing 0.63% of Paid-up Equity Share Capital of the Target Company. These shares are acquired on-market after triggering of Transaction II till the date of this Public Announcement.*

#### 4. DETAILS OF SELLING SHAREHOLDERS

Not Applicable

#### 5. TARGET COMPANY

<b>Name</b>	A B COTSPIN INDIA LIMITED
<b>CIN</b>	L17111PB1997PLC020118
<b>Exchange where shares are Listed</b>	Emerge Platform of National Stock Exchange of India Limited ('NSE Emerge')

## **6. OTHER DETAILS**

- 6.1. The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirers and PAC, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one local language newspaper where the registered office of the Target Company is situated, since the registered office of the Target Company is in Punjab and the local language of Punjab is Punjabi, hence, it would be published in any Punjabi newspaper having circulation near the Registered office of the Target Company and any one local language newspaper of the Stock Exchange where the shares of the Target Company are listed and where the volume of trading is recorded as maximum during sixty trading days preceding the date of the Public Announcement i.e. NSE Emerge, where the regional language is Marathi. The Detailed Public Statement shall be published on or before Thursday, September 19, 2024.
- 6.2. The Acquirers and PAC undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations.
- 6.3. The Acquirers and PAC have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.4. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations.

ISSUED ON BEHALF OF ACQUIRERS ALONG WITH PAC BY MANAGER TO THE OFFER



**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

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**SEBI Regn. No:** INM000011435

**For and on behalf of**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Abhey Jindal</b>	<b>Suvarna Jindal</b>	<b>Sanya Jindal</b>	<b>Renu Jindal</b>	<b>Shree Jindal Soya Private Limited</b>
<b>Acquirers 1</b>	<b>Acquirers 2</b>	<b>Acquirers 3</b>	<b>Acquirers 4</b>	<b>PAC</b>

**Place: New Delhi**

**Date: September 11, 2024**