

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF SVP HOUSING LIMITED UNDER REGULATIONS 4 READ WITH REGULATION 13(1) and 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO**

Open offer for acquisition of upto 29,07,500 fully paid-up equity shares of face value of INR 10 each (“Equity Shares”), representing 26.01% of the Voting Share Capital (as defined below) of SVP Housing Limited (“Target Company”) from the Public Shareholders (defined below) of the Target Company by Vishnu Dutt Khandelwal (“Acquirer1”) and Mr. Sandeep Khandelwal (“Acquirer 2”) (hereinafter collectively called “Acquirers”) pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the “Takeover Regulations”), (“Offer” / “Open Offer”).

This public announcement (“Public Announcement” / “PA”) is being issued by Khambatta Securities Limited (the “Manager to the Offer”), for and on behalf of the Acquirers, to the Public Shareholders pursuant to and in compliance with Regulation 4, read with other applicable provisions of the Takeover Regulations read with Regulation 31A (5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

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

- i. **“Public Shareholders”** mean all the equity shareholders of the Target Company excluding (i) the Acquirers; (ii) parties to the Share Purchase Agreement (defined below); and (iii) the persons acting in concert or deemed to be acting in concert with the persons set out in (i) and (ii);.
- ii. **“Stock Exchange”** means BSE Limited.
- iii. **“Tendering Period”** has the meaning ascribed to it under the Takeover Regulations.
- iv. **“Voting Share Capital”** means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) working day from the closure of the tendering period for the Offer.
- v. **“Working Day”** means the working day of the Securities and Exchange Board of India.

## 1. Open Offer details

- 1.1 **Offer Size:** Up to **29,07,500** (Twenty Nine Lacs Seven Thousand Five Hundred) Equity Shares (“**Offer Shares**”) constituting 26.01% of the Voting Share Capital, subject to the terms and conditions mentioned in this Public Announcement (“**PA**”) and to be set out in the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) that is proposed to be issued in accordance with the Takeover Regulations.
- 1.2 **Price/Consideration:** The Open Offer is made at a price of **INR 15/-**(Rupees Fifteen only) per Equity Share (the “**Offer Price**”), that will be offered to the Public Shareholders who tender their Equity Shares in the Open Offer. The Offer Price is arrived at in accordance with Regulation 8(2) of the Takeover Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirers in accordance with the Takeover Regulations will be **INR 4,36,12,500/-** (Rupees Four Crores Thirty Six Lacs Twelve Thousands and Five Hundred only).
- 1.3 **Mode of payment (cash/security):** The Offer Price will be paid in cash by the Acquirers in accordance with Regulation 9(1)(a) of the Takeover Regulations.
- 1.4 **Type of Offer (Triggered offer, voluntary offer/competing offer, etc.):** Triggered Offer. This Offer is a mandatory Offer made by the Acquirers in terms of Regulation 4 of the Takeover Regulations pursuant to the execution of the Share Purchase Agreement (“**SPA**”) (as defined below) read with Regulation 31A(5) of SEBI LODR Regulations. As on date, the Acquirers do not hold any Equity Share in the Target Company. This Offer is not subject to any minimum level of acceptance.

**2. Transaction which has triggered the Open Offer obligations (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 acquired (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting capital			
Direct	Share Purchase Agreement: A Share Purchase agreement dated January 06, 2023 (“SPA”) entered into between the Acquirers and the members of the existing promoter and promoter group of the Target Company to purchase Equity Shares and transfer of control over Target Company along with reclassification of Promoters.	1,50,000	1.34% of the Voting Share Capital	INR 22,50,000/- (Rupees Twenty Two Lacs Fifty Thousands only).	Cash	Regulation 4 of the Takeover Regulations

**3. Acquirers and PAC:**

**Acquirers:**

Details	Acquirer 1	Acquirer 2
Name of Acquirers	Mr. Vishnu Dutt Khandelwal	Mr. Sandeep Khandelwal
Address	14/59, Flat No 801 Sangeeta Apartment Civil Lines, Kanpur Nagar – 208 001 Uttar Pradesh India	14/59, Flat No. 801, Sangeeta Apartment Civil Lines, Kanpur Nagar – 208 001 Uttar Pradesh

		India
Name of the persons in control / promoters/ partners of Acquirers	NA	NA
Name of the Group, if any to which the Acquirers belongs to	NA	NA
Pre Transaction shareholding: Shares (%) of total equity share capital	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer (excluding shares to be acquired in the Open Offer): Shares (%) of total equity share capital	75,000 (0.67%)	75,000 (0.67%)
Any other interest in the Target Company	NA	NA

*For the purpose of this Offer, there is no Person Acting in Concert.*

#### 4. Details of the Sellers/Transferors (i.e. selling shareholder under the SPA):

Name of the Sellers/Transferors	Part of Promoter Group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Equity Shares	% of total Voting Share Capital	Number of Equity Shares	% of total Voting Share Capital
SVP Builders (India) Limited	Yes	13,00,000*	11.63%	11,50,000	10.29%
Mr. Manoj Gupta	Yes	4,68,800	4.19%	4,68,800	4.19%
Mrs. Kailash Gupta	Yes	68,000	0.61%	68,000	0.61%
Mr. Ankur Jindal	Yes	1,20,000	1.07%	1,20,000	1.07%
Mr. Ankush Jindal	Yes	1,20,000	1.07%	1,20,000	1.07%
Mr. Saurabh Jindal	Yes	2,50,000	2.24%	2,50,000	2.24%

Mrs. Bhanu Gupta	Yes	17,000	0.15%	17,000	0.15%
Mr. Kanav Gupta	Yes	1,77,600	1.59%	1,77,600	1.59%
Mrs. Anju Gupta	Yes	76,000	0.68%	76,000	0.68%

\*SVP Builders (India) Limited currently holds 36,00,000 Equity Shares out of which 23,00,000 Equity Shares are liable to be transferred pursuant to intimations filed by the Target Company to stock exchange on January 02, 2023. The stated transfer is not related to this Open Offer.

Other than SVP Builders (India) Limited none of the Promoter Group member is transferring shares to the Acquirers but the whole Promoter Group is part of SPA for transfer of control and thereby being reclassified as public and replaced by the Acquirers.

## 5. Target Company

<b>Name</b>	SVP Housing Limited
<b>CIN</b>	L70100DL2003PLC118413
<b>Registered &amp; Corporate Office</b>	A-3, NDSE, Part I New Delhi -110049 India
<b>Exchange(s) where listed</b>	BSE Limited (SME Platform) (Scrip Code:539041)
<b>ISIN</b>	INE369Q01017

## 6. Other details

6.1 The DPS pursuant to this Public Announcement shall be published in newspaper(s) in accordance with Regulation 13(4) and other applicable regulations of the Takeover Regulations. The DPS shall, inter alia, contain details of the Offer, detailed information on the Offer Price, the Acquirers, the Target Company, the background to the Offer (including details of and conditions precedent to the Offer, if any), the statutory approvals required for the Offer, details of financial arrangements and other terms of the Offer. The DPS will be published, as required by Regulation 14(3) of the Takeover Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 (sixty) trading days preceding the date of this Public Announcement.

- 6.2 The Acquirers undertakes that he is fully aware of and will comply with his obligations under the Takeover Regulations. The Acquirers confirm that he has adequate financial resources to meet his obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares tendered in the Offer, in terms of Regulation 25(1) of the Takeover Regulations.
- 6.3 The Offer is not conditional upon any minimum level of acceptance under Regulation 19(1) of the Takeover Regulations.
- 6.4 The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
- 6.5 The Acquirers and their respective directors accept full responsibility for the information contained in this Public Announcement (other than information regarding the existing Promoters & Promoter Group, the Target Company and information compiled from publicly available sources or provided by Promoters & Promoter Group and the Target Company, which has not been independently verified by the Acquirers, the PAC or the Manager to the Offer).
- 6.6 The information pertaining to the Target Company contained in this Public Announcement has been compiled from the information published or publicly available sources or provided by the Target Company.
- 6.7 The completion of the Offer is subject to receipt of statutory approvals required, to be set out in the DPS and LoF.

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



**Khambatta Securities Limited**

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**Contact Person:** Mr. Vipin Aggarwal; Mr. Vinay Pareek

**SEBI Registration No.:** INM 000011914

**For and on Behalf of the Acquirers**

Sd/-

**Vishnu Dutt Khandelwal (Acquirer 1)**

Sd/-

**Sandeep Khandelwal (Acquirer 2)**

Place: Uttar Pradesh

Date: 06-01-2023