

**CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT UNDER REGULATION 3(2), 3(3) AND 4 READ WITH REGULATION 13 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Open Offer for acquisition of 90,51,200 Equity Shares of face value Rs. 5 each from the Eligible Shareholders (as defined below) of Khemani Distributors & Marketing Limited (the "Target Company"), a company under the Companies Act, 2013 and having its registered office at Plot No.-D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan, Surat - 394 210, Gujarat, India, Tel. No.: +91 97 3774 7888, E-mail: investors@khemanigroup.net, representing 39.40% of the total outstanding share capital of the Target Company by Vijaykumar Khemani, (the "Acquirer") and BSAS Infotech Limited (the "PAC 1"), ONYX Partners, represented by Vijaykumar Khemani (the "PAC 2") and Vijaykumar Mangturam Khemani HUF (the "PAC 3") (PAC 1, PAC 2 and PAC 3 are collectively referred to as the "PAC" / "PACs") pursuant to and in compliance with Regulation 3(2), 3(3) and 4 read with Regulation 13 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations") (the "Open Offer" / "Offer").

This corrigendum to the public announcement (the "Public Announcement") is being issued by Sundae Capital Advisors Private Limited, the Manager to the Open Offer (the "Manager"), for and on behalf of the Acquirer and the PACs, to the Eligible Shareholders of the Target Company, pursuant to and in compliance with Regulation 3(2), 3(3) and 4 read with Regulation 13 and other applicable regulations of the SEBI SAST Regulations.

A. In the Public Announcement dated August 09, 2023, the definition of "Offer Price" shall be read as under:

Cash consideration of Rs. 152.21 (Rupees One Hundred Fifty Two and paise Twenty One only), calculated in accordance with the Regulation 8(2) of the SEBI Regulations and being the highest of the price as calculated on the date of this Offer, i.e. August 09, 2023 and the previous instances of breach of open offer limit as on January 01, 2018 and June 30, 2023 including simple interest at the rate of 10.00% p.a. for the period of inadvertent delay in the Open Offer for the respective period of delay.

The price of equity shares of the Target Company for January 01, 2018 has been appropriately adjusted for the bonus shares issued on October 09, 2020.

B. In the Public Announcement dated August 09, 2023, the Para 1.2 shall be read as under:

1.2 Offer Price / Consideration (in Rs.): The Offer Price of Rs. 152.21 (Rupees One Hundred Fifty Two and paise Twenty One only) ("Offer Price") per Equity Share fully paid up is calculated in accordance with the Regulation 8(2) of the SEBI SAST Regulations, being the highest of the following:

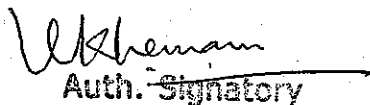
- Price pursuant to the execution of SPA 1, SPA 2 and SPA 3: The Offer Price for Open Offer is Rs. 26.50 (Rupees Twenty Six and paise Fifty only) per Equity Share fully paid up.
- Price pursuant to Breach of SAST Limit 1: The price of Rs. 152.21 (Rupees One Hundred Fifty Two and paise Twenty One only) calculated in accordance with Regulation 8(2) for the Breach of SAST Limit 1, calculated for the trigger date being January 01, 2018, including simple interest @ 10% p.a. for the period of delay from March 26, 2018 (i.e., the last date on which the payment should have been made under the trigger of open offer on January 01, 2018 in accordance with SEBI SAST Regulations) till November 03, 2023 (i.e., the last date on which the payment is being proposed to be made under the present open offer pursuant to signing of Share Purchase Agreements). The price of equity shares of the Target Company for January 01, 2018 has been appropriately adjusted for the bonus shares issued on October 09, 2020 (since the number of shares for which Open Offer is made includes compliance for the previous breach of open offer limit as on January 01, 2018 and the shares proposed to be acquired under the Offer has been increased to give effect to the bonus issue with simultaneous adjustment of market price of equity shares on account of being ex-bonus).
- Price pursuant to Breach of SAST Limit 2: The price of Rs. 24.62 (Rupees Twenty Four and paise Sixty Two only) calculated in accordance with Regulation 8(2) for the Breach of SAST Limit 2, calculated for the trigger date being June 30, 2023, including simple interest @ 10% p.a. for the period of delay from September 21, 2023 (i.e., the last date on which the payment should have been made under the trigger of open offer on June 30, 2023 in accordance with SEBI SAST Regulations) till November 03, 2023 (i.e., the last date on which the payment is being proposed to be made under the present open offer pursuant to signing of Share Purchase Agreements).

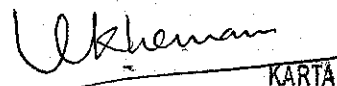
**For ONYX PARTNERS**

**For VIJAY KUMAR MANGTURAM KHEMANI (HUF)**

**BSAS INFOTECH LIMITED**

  
\_\_\_\_\_

  
Auth. Signatory

  
KARTA

  
DIRECTOR

The total funds required for implementation of the Offer (assuming full acceptance) for the acquisition of 90,51,200 Equity Shares at Rs. 152.21 per Equity Share is Rs. 137,76,83,152 (Rupees One Hundred Thirty Seven Crore Seventy Six Lakhs Eighty Three Thousand One Hundred Fifty Two Only).

In case the payment under this Offer is delayed beyond November 03, 2023 (i.e. last date for acceptance and payment of consideration for accepted equity shares), the total consideration of Rs. 152.21 per equity share will be increased with interest @ 10% p.a. for the period of delay beyond November 03, 2023.

Except as stated above, there is no other change in the Public Announcement dated August 09, 2023.

Terms not defined herein shall have the meaning as defined in the Public Announcement dated August 09, 2023.

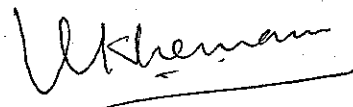
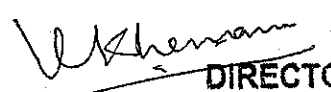
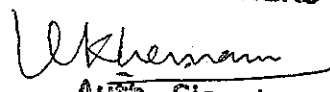
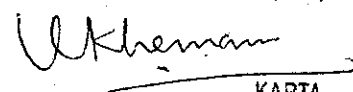
The Acquirer, the PACs and the respective directors and partners of the Acquirer and PACs which are non-individual entities accept full responsibility for the information contained in this Public Announcement and undertake that they are aware of and will comply with the obligations under the SEBI SAST Regulations.

Issued by Manager to the Offer on behalf of the Acquirer and PACs:

**SUNDAE**

Sundae Capital Advisors Private Limited  
 404, 4th floor, Vaibhav Chambers  
 Opp. Income Tax Office, Bandra Kurla Complex  
 Bandra (East), Mumbai - 400 051, Maharashtra, India  
 Tel. No. +91 96 6785 9191  
 Email: kdml.openoffer@sundaecapital.com  
 Investor Grievance e-mail id: grievances.mb@sundaecapital.com  
 Website: www.sundaecapital.com  
 SEBI Regn. No.: INM000012494  
 Validity Period: Permanent  
 Contact Person: Anchal Lohia / Rajiv Sharma

for and on behalf of Acquirer and PACs

<p>Signed by Vijaykumar Khemani</p> 	<p>Signed by BSAS Infotech Limited</p> <p><b>BSAS INFOTECH LIMITED</b></p>  <p><b>DIRECTOR</b></p> <p>Vijaykumar Khemani, Director</p>
<p>Signed by ONYX Partners</p> <p><b>For ONYX PARTNERS</b></p>  <p>Auth. Signatory</p> <p>Vijaykumar Khemani, Partner</p>	<p>Signed by Vijaykumar Mangturam Khemani HUF</p> <p>For VIJAY KUMAR MANGTURAM KHEMANI (HUF)</p>  <p>KARTA</p> <p>Vijaykumar Khemani, Karta</p>

Place: Surat

Date: August 17, 2023