

Public Announcement under Regulation 4 read with Regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”)

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF VOLTAIRE LEASING & FINANCE LIMITED

Open offer for acquisition of up to 10,70,680 (ten lakhs seventy thousand six hundred eighty) fully paid-up equity shares of the face value of Rs.10/- (rupees ten) each (“**Equity Shares**”), representing 26% (twenty six per cent) of the total share capital of Voltaire Leasing & Finance Limited (the “**Target Company**” or “**Voltaire**”), from the public shareholders of the Target Company by Dilip Rajkumar Patodia (the “**Acquirer**”) along with Sidhivinayak Broking Limited (“**Sidhivinayak**” or “**PAC**”), in its capacity as the person acting in concert with the Acquirer (“**Open Offer**”). Save and except for the PAC, no other person is acting in concert with the Acquirer for the purpose of the Open Offer.

This Public Announcement (“**Public Announcement**”) is being issued by Inventure Merchant Banker Services Private Limited (the “**Manager to the Offer**”) for and on behalf of the Acquirer and the PAC to the Public Shareholders of the Target Company (as defined below pursuant to and in compliance with Regulation 4 and other applicable Regulations of the SEBI (SAST) Regulations.

1. OFFER DETAILS

- 1.1. **Offer Size:** 10,70,680 (ten lakhs seventy thousand six hundred eighty) Equity Shares (each an “**Offer Share**”) representing 26% (twenty six per cent) of the total paid up share capital of Voltaire (the “**Offer Size**”).
- 1.2. **Offer Price / Consideration:** The offer price is Rs. 50/- (Rupees Fifty only) per Equity Share, aggregating to Rs. 5,35,34,000/- (Rupees Five Crores Thirty-five Lakhs Thirty-four Thousand only) assuming full acceptance.
- 1.3. **Mode of Payment (cash/security):** The offer price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer (triggered offer/voluntary offer/competing offer, etc.):** This Offer is a mandatory offer made by the Acquirer in compliance with Regulation 4 of SEBI (SAST) Regulations consequent to the agreement for change in control and management of the target company contemplated under the SPA (defined below). This Offer is not subject to any minimum level of acceptance.

As on the date immediately preceding the date of this Public announcement, the Acquirer does not hold any equity shares of the Target Company.

The Acquirer has entered into a Share Purchase Agreement (“**SPA**”) with the existing Promoter of the Target Company (hereinafter referred to as the “**Seller**”) with the objective of taking complete management control of the Target Company along with acquisition of the entire presents shareholding of the existing Promoter i.e. 16,150 (sixteen thousand one hundred fifty) fully paid up Equity Shares of the Target Company, constituting 0.39% of the total paid up equity share capital of the Target Company.

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 (Rs. in lakhs)	Mode of Payment (cash / securities)	Applicable Regulations
		Number	% Vis-a-vis Voting Share Capital			
Direct	Share Purchase Agreement dated January 29, 2014 between the Acquirer and the Seller. Further, the Acquirer intends to take the complete management control of the Target Company	16,150	0.39	8,07,500	Cash	Regulation 4 of the SEBI (SAST) Regulations

3. ACQUIRER AND PAC

DETAILS	ACQUIRER	PAC	TOTAL
Name	Dilip Rajkumar Patodia	Sidhivinayak Broking Limited	-
Address	Jankalyan Nagar, I-1/504, Bhoomi Park, Phase-2, Malad (West), Mumbai - 400 095, Maharashtra.	23E, Zaobawadi, Room No. 3, Ground Floor, Mulchand Lalaji Buiding, Thakurdwar, Mumbai - 400 002, Maharashtra.	-
Name(s) of persons in control / promoters of Acquirer / PAC where Acquirer / PAC is a company	Not Applicable	Dilip Rajkumar Patodia	-
Name of the group, if any, to which the Acquirer / PAC belongs to.	Not Applicable	Not Applicable	-
Pre Transaction Shareholding			
Number	Nil	Nil	Nil
% of total voting share capital	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Offer <ul style="list-style-type: none"> Number of Equity Shares % of total paid-up equity share capital of the Target Company 	16,150 Equity Shares (representing 0.39% of the total paid-up equity share capital of the Target Company)	Nil	16,150 Equity Shares (representing 0.39% of the total paid-up equity share capital of the Target Company) <p>Note: The acquisition of shares through SPA has not triggered the Open Offer under Regulation 3 of the SEBI (SAST) Regulations.</p>

			The Offer is being triggered under Regulation 4 of the SEBI (SAST) Regulations by agreement for acquisition of complete management control of the Target Company by virtue of agreement to acquire the full present shareholding of the present Promoter of the Target Company, pursuant to the SPA.
Any other interest in the Target Company	There is no other interest in the Target Company except that Dilip Rajkumar Patodia is an additional director of the Target Company	Nil	-

4. DETAILS OF THE SELLING SHAREHOLDER

Name of the Selling Shareholder	Part of Promoter Group (yes/ no)	Details of shares / voting rights held by the Selling Shareholders			
		Pre transaction		Post transaction	
		Number of shares	% vis-a- vis voting Share capital	Number of shares	% vis-a-vis voting share Capital
Madhuri Omprakash Damani	Yes	16,150	0.39	0	0.00

5. TARGET COMPANY

5.1 **Name:** Voltaire Leasing & Finance Limited

5.2 **Registered Office:** F-2, 1st Floor, Shah Arcade 1, C-Wing, Rani Sati Road, Malad (East), Mumbai – 400 097.

5.3 **Corporate Identity Number:** L70101MH1984PLC033920

5.4 **Exchanges where Equity Shares are Listed:** BSE Limited, Mumbai: Scrip ID: VOLLF; Scrip Code – 509038

6. OTHER DETAILS

6.1 The detailed Public Statement pursuant to this Public Announcement, containing further information pertaining to the Offer including, *inter alia*, detailed information of the Offer Price, Acquirer, PAC and the Target Company; detailed reasons for the Offer; statutory approvals required for the completion of the Offer; details of financial arrangements; relevant provisions of the SPA and other terms and conditions of the Offer; shall be published on or before February 5, 2014 as per the SEBI (SAST) Regulations.

- 6.2 Completion of the Offer and the underlying transaction as envisaged under the SPA are subject to receipt of statutory approvals, satisfaction / waiver of the conditions precedent set out in the SPA and the Target Company not being in breach of certain pre-completion undertakings set out in the SPA. Subject to compliance with the SEBI (SAST) Regulations, the underlying transaction referred to hereinabove may be completed prior to completion of the Offer.
- 6.3 The Acquirer and the PAC undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.
- 6.4 This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5 This Public Announcement is not conditional upon any minimum level of acceptance as per Regulations 19(1) of the SEBI (SAST) Regulations.
- 6.6 The Acquirer accepts full responsibility for the information contained in this Public Announcement.

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



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SEBI Registration No: INM000012003

<p>Dilip Rajkumar Patodia</p> <p>Sd/-</p> <p>Place: Mumbai Date: January 29, 2014</p>	<p>On behalf of Sidhivinayak Broking Limited</p> <p>Sd/- Authorized Signatory</p> <p>Place: Mumbai Date: January 29, 2014</p>
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