

Date: May 31, 2021

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001, Maharashtra

Respected Sir/ Madam,

Subject: OPEN OFFER BY SHOBHA ANANT HEGDE, ELECTREX INTERNATIONAL PVT LTD AND ELECTREX POWER TOOLS PVT LTD (HEREINAFTER COLLECTIVELY REFERRED TO AS “ACQUIRERS”) TO THE SHAREHOLDERS OF SPARC SYSTEMS LIMITED (SPARC) TO ACQUIRE FROM THEM UPTO 12,71,140 EQUITY SHARES OF RS. 10/- EACH REPRESENTING 26% OF THE EQUITY AND VOTING SHARE CAPITAL OF SPARC @ RS. 4.00 PER FULLY PAID-UP EQUITY SHARE

We are pleased to inform you that we have been appointed as the “Manager to the Offer” by the Acquirer for the above-mentioned Open Offer. The Equity Shares of SPARC are listed on the BSE Limited (“BSE”).


We would further like to inform you that the Acquirers have entered into a Share Purchase Agreement dated May 31, 2021, with the present Promoters of the Target Company for acquisition of 7,23,083 Equity Shares constituting 14.79% of the total equity and voting share capital of the Target Company.

In this regard and as per the requirement of the SEBI (SAST) Regulations, 2011 please find attached herewith the hard copy of the Public Announcement on behalf of the Acquirers. The soft copy of the Public Announcement has already been sent to you through email on May 31, 2021.

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,
For CapitalSquare Advisors Private Limited


Mr. Tannoy Banerjee
(Vice President)



Encl.: As Above

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE “SEBI (SAST) REGULATIONS” OR “REGULATIONS”) FOR THE ATTENTION OF THE SHAREHOLDERS OF

**M/S. SPARC SYSTEMS LIMITED
 (“SPARC”/ “TARGET COMPANY”/ “TC”)**

CIN: L72100MH1989PLC053467

**Registered Office: Plot No. 11, Survey No. 118/1-2, Village Pundhe, At Post Athgaon,
 Thane – 421 301, Maharashtra, India**

Tel No.: 022 2779 2481; Fax No. : 022 2779 2481;

Website: www.sparcsys.com; Email Id: sparc@mtnl.net.in;

OPEN OFFER FOR ACQUISITION OF UPTO 12,71,140 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH , REPRESENTING 26.00% OF THE TOTAL PAID-UP /VOTING SHARE CAPITAL OF SPARC SYSTEMS LIMITED, (“HEREIN AFTER REFERRED TO AS “SPARC”/ “TARGET COMPANY”/ “TC”) BY SHOBHA ANANT HEGDE (“ACQUIRER 1”), ELECTREX INTERNATIONAL PRIVATE LIMITED (“ACQUIRER 2”) AND ELECTREX POWER TOOLS PRIVATE LIMITED (“ACQUIRER 3”) (HEREIN AFTER COLLECTIVELY REFERRED TO AS “ACQUIRERS”), PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 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, AS AMENDED, (THE “SEBI (SAST) REGULATIONS” OR “REGULATIONS”). NO PERSON IS ACTING IN CONCERT WITH THE ACQUIRERS FOR THE PURPOSE OF THIS OPEN OFFER.

On May 31, 2021, the Acquirers have signed a share purchase agreement (“SPA”) with the Sellers/Promoters (as mentioned in point vi of definition below) of the target company to acquire 7,23,083 Equity Shares constituting 14.79% of the fully paid up equity share capital of the Target Company along with complete Control and Management of the Target Company. Consequently, the Acquirers shall acquire substantial shares/ voting rights along with complete control over the management of the Target Company after the successful completion of Open Offer.

This Public Announcement (“Public Announcement” or “PA”) is being issued by CapitalSquare Advisors Private Limited (“Manager to the Offer”) for and on behalf of the Acquirers to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties (“Public Shareholders”) pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Definitions:

i. “Equity Shares”	Equity Shares means the fully paid up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten only) each
ii. “Offer” or “Open Offer”	Offer means the open offer for acquisition of up to 12,71,140 (Twelve Lakhs Seventy-One Thousand One Hundred Forty) Equity Shares, representing 26.00% of the Paid Up Share Capital of the Target Company
iii. “Offer Price”	Offer price has the meaning ascribed to such term in paragraph 1(b)
iv. “Offer Size”	Offer size has the meaning ascribed to such term in paragraph 1(a)
v. “Public Announcement” or “PA”	PA of the Open Offer by the Acquirers, made as per SEBI (SAST) Regulations by Manager to the Offer on behalf of Acquirers
vi. “Share Purchase Agreement” or “SPA”	SPA dated on May 31, 2021 entered amongst the Acquirers and the Sellers/Promoters

1. Offer Details:

(a) Size	The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 12,71,140 fully paid up equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Target Company (“ Equity Shares ”) Constituting 26.00% of the paid up equity share capital of the Target Company (“ Offer Size ”)
(b) Price/Consideration	The Offer Price of Rs. 4.00/- (Rupees Four only) per Equity Share is calculated in accordance with Regulation 8(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“ SEBI (SAST) Regulations ”) and subsequent amendments thereto
(c) Mode of Payment	The Offer Price is payable in cash in accordance with Regulation 9(1) of the SEBI

	(SAST) Regulations and subsequent amendments thereto
(d) Type of Offer	The Offer is a triggered offer made in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulation and subsequent amendments thereto

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction):

Details of Underlying Transaction						
Types of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares / Voting Rights acquired/ proposed to be acquired		Total Consideration of shares / Voting Rights (VR) acquired (Rs. In Lakhs)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis total equity/ Voting Capital			
Direct Acquisition	Share Purchase Agreement	7,23,083	14.79%	21.69	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011

3. Details of Acquirers/PACs:

Details	Acquirer 1	Acquirer 2	Acquirer 3
Name of the Acquirers Acquirer(s)/ PAC(s)	Shobha Anant Hegde	Electrex International Private Limited	Electrex Power Tools Private Limited
Address of the Acquirers	601, Raheja Grand, Turner Road, Opp Fab India, Bandra West, Mumbai – 400 050, Maharashtra, India	Office No. 503, 5th Floor, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai – 400 021, Maharashtra, India	602, Raheja Grand, Turner Road, Bandra West, Mumbai – 400 050, Maharashtra, India
Name(s) of persons in control/promoters of Acquirers/ PAC where Acquirer is Company	N.A.	Ms. Shobha Anant Hegde and Mr. Shobith Ganesh Hegde	Ms. Shobha Anant Hegde and Mr. Shobith Ganesh Hegde
Name of the Group, if any, to which the Acquirers/PAC belongs to	N.A.	N.A.	N.A.
Pre Transaction shareholding Number	6,02,655	Nil	Nil
% of total share capital	12.33%		
Proposed shareholding after the acquisition of shares which triggered the Open Offer	11,75,738 shares constituting 24.05% of the total paid up equity share capital of the Target Company	1,00,000 shares constituting 2.04% of the total paid up equity share capital of the Target Company	50,000 shares constituting 1.02% of the total paid up equity share capital of the Target Company
Any other interest in the Target Company	Nil	Nil	Nil

4. Details of Selling Shareholders:

Name of the Selling Shareholder	Part of Promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Jude Terrence D'souza	Yes	4,49,400	9.19%	NIL	NIL
Punit Manmohan Singh Neb	Yes	29,300	0.60%	NIL	NIL
Epson Finance and Investments Pvt Ltd	Yes	7,19,600	14.72%	4,75,217	9.72%
Total		11,98,300	24.51%	4,75,217	9.72%

5. Target Company:

(a) Name	Sparc Systems Limited
(b) CIN	L72100MH1989PLC053467
(c) Registered Office Address	Plot No. 11, Survey No. 118/1-2, Village Pundhe, At Post Athgaon, Thane – 421 301, Maharashtra, India
(d) Exchanges where listed	The Equity Shares of the Company are listed at BSE Limited
(e) Script Code	531370
(f) Scrip ID	SPARCSYS
(g) ISIN	INE960B01015

6. Other Details:

- (a) The DPS to be issued under the SEBI (SAST) Regulations shall be published in newspapers, within five (5) Working Days of this Public Announcement, in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, i.e., on or before June 07, 2021.
- (b) The DPS shall, *inter alia*, contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers and the Target Company, detailed reasons for the Offer, summary of key terms of the SPA, statutory approvals required for the Open Offer, details of financial arrangements, other terms and conditions to the Open Offer.
- (c) Completion of the Open Offer and the underlying transaction as envisaged under the SPA is subject to the satisfaction of certain conditions precedent as set out in the SPA. Subject to compliance with the SAST Regulations, the underlying transactions under the SPA referred to hereinabove may be completed prior to completion of the Open Offer.
- (d) The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto and that they have adequate financial resources to meet his obligations under the Offer. The Acquirers have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SAST Regulations.
- (e) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto. The Open Offer is not a competing offer in terms of Regulation 20 of the SAST Regulations.
- (f) In this Public Announcement, all references to “₹” / “Rs.” are references to the Indian Rupee.
- (g) This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the DPS and the Letter of Offer that are proposed to be issued in accordance with the SAST Regulations.

Issued by the Manager to the Offer on behalf of the Acquirers



MANAGER TO THE OFFER:

CAPITALSQUARE ADVISORS PRIVATE LIMITED

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CTS 70, Andheri (E), Mumbai – 400 093, Maharashtra, India

Tel: 022 6684 9999/ +91 98742 83532

Fax: 022 6684 9998

Website: www.capitalsquare.in

Email Id: tanmoy.banerjee@capitalsquare.in/mb@capitalsquare.in

Contact Person: Mr. Tanmoy Banerjee

SEBI Registration No: INM000012219

Place: Mumbai

Date: 31/05/2021