

Jindal Photo Limited

(CIN: L33209UP2004PLC095076)

Registered Office: 19th K.M. HapurBulandshahr Road, P.O. GujaothiBulandshahr Uttar Pradesh – 203 408

Corporate Office: Plot No. 12, Sector B - 1, Local Shopping Complex, Vasant Kunj, New Delhi - 110 070

Tel.: +91 11 4032 2100 Website: www.jindalphoto.com, Email: cs_jphoto@jindalgroup.com

Contact Person: Mr. Ashok Yadav, Company Secretary

This post offer public announcement (the "Post Offer PA") is being issued by Sundae Capital Advisors Private Limited ("Manager" or "Manager to the Offer") for and on behalf of the Acquirer, Soyuz Trading Company Limited, along with Concatenate Advest Advisory Private Limited and other members of promoter and promoter group of Jindal Photo Limited, (the "Acquirer") to the Public Shareholders as defined under Regulation 2(1)(t) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, ("SEBI Delisting Regulations") (as defined below) ("Public Shareholders") of Jindal Photo Limited (the "Company") in respect of the acquisition of the fully paid up equity shares of the company with a face value Rs. 10 each ("Equity Shares") that are held by the Public Shareholders and consequent voluntary delisting of the equity shares of the Company from the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (BSE and NSE are collectively referred to as the "Stock Exchanges") pursuant to Regulation 17(4) and other applicable provisions of SEBI Delisting Regulations ("Delisting Offer"). This Post Offer Public Announcement is in continuation to and should be read in conjunction with the Detailed Public Announcement published on March 08, 2022 (the "Detailed Public Announcement" or "DPA") in Business Standard - English and Hindi (all editions) and Mumbai Lakshadeep - Marathi (Mumbai edition), the Letter of Offer dated March 08, 2022, (the "LOF") and the Public Notice published on March 16, 2022 (the "Public Notice").

Capitalized terms used but not defined in this Post Offer Public Announcement shall have the same meaning assigned to them as in the Detailed Public Announcement and the Letter of Offer.

The Acquirer, along with Concatenate Advest Advisory Private Limited and other members of promoter and promoter group, issued Detailed Public Announcement to acquire up to 27,98,511 ("Offer Shares") representing 27.28% of the total issued share capital of the Company from the Public Shareholders pursuant to Part B of Chapter III read with Chapter IV of the SEBI Delisting Regulations and other applicable terms of DPA and LOF. The Public Shareholders holding Equity Shares of the Company were invited to submit their Bids pursuant to the Reverse Book Building process ("RBBP") as prescribed in the SEBI Delisting Regulations through Stock Exchange Mechanism during the Offer Period (i.e. from March 17, 2022 to March 24, 2022), in accordance with the SEBI Delisting Regulations.

1. FAILURE OF THE DELISTING OFFER

- 1.1. In terms of Regulation 21 of the SEBI Delisting Regulations, this Delisting Offer would be deemed to be successful only if the post offer shareholding of the acquirer, along with the shares tendered / offered by public shareholders accepted as eligible bids at the discovered price or the counter offer price, as the case may be, reaches 90% of the total issued Share Capital of the Company, excluding shares held by inactive shareholders and held under Investor Protection and Education Fund ("Minimum Acceptance Condition")
- 1.2. Link Intime India Private Limited, Registrar to the Delisting Offer, vide Certificate dated March 10, 2022, confirmed that the Letter of Offer has been dispatched to all the public shareholders whose e-mail ids were available, through email as an attachment to email and to the remaining shareholders (including those to whom e-mail cannot be delivered successfully) by Speed Post through the Indian Post and a detailed account regarding the status of delivery of the Letter of Offer is maintained.
- 1.3. In the Reverse Book Building Process, total of 11,43,534 Equity Shares have been validly tendered between price range between from Rs. 268.04 per Equity Share to Rs. 3,000.00 per Equity Share. However, the shares tendered are less than the Minimum Acceptance Condition, as mentioned in Clause 1.1 of this Post Offer Public Announcement and the post Delisting Offer shareholding of the Acquirer, along with the other promoter and promoter group, has not exceeded 90% of the total issued number of Equity Shares (excluding shares held under IEPF and considered as inactive shareholders).
- 1.4. **The Delisting Offer is thus considered to have failed in terms of Regulation 21(a) of SEBI Delisting Regulations.**
- 1.5. Pursuant to Regulation 23(2) of the SEBI Delisting Regulations, the equity shares tendered / offered in terms of Schedule II of the SEBI Delisting Regulations were processed to be released on the date of disclosure of the outcome of the reverse book building process, that is, March 24, 2022.
2. All other terms and conditions set forth in the Detailed Public Announcement and the Letter of Offer remain unchanged. This Post Offer Public Announcement is issued on behalf of the Acquirer by the Manager to the Offer in terms of Regulation 17(4) of the Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 <p>Sundae Capital Advisors Private Limited SEBI Regn. No.: INM000012494 Level 9, Platina, Plot No C - 59, 'G' Block Bandra Kurla Complex, Bandra (East) Mumbai - 400 051, Maharashtra, India Tel. No.: +91 22 6700 0639 Email: jpl.delisting@sundaecapital.com Investor Grievance e-mail id: grievances.mb@sundaecapital.com Website: www.sundaecapital.com Contact Person: Anchal Lohia / Ridima Gulati</p>	 <p>Link Intime India Private Limited SEBI Regn. No.: INR000004058 C 101, 1st Floor, 247 Park L B S Marg, Vikhroli West Mumbai - 400 083, Maharashtra, India Tel.: +91 22 4918 6200 Fax: +91 22 4918 6195 E-mail ID: jindalphoto.delisting@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sumeet Deshpande</p>

On behalf of Acquirer to the Offer
for Soyuz Trading Company Limited

Sd/- Radhey Shyam Director	Sd/- Iti Goyal Director	Sd/- Pramod Kumar Company Secretary
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Place : New Delhi
Date : March 25, 2022