

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

TTI ENTERPRISE LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956
 Corporate Identification Number: L67420WB1981PLC033771
 Registered Office: 1 R.N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22, Kolkata-70001, West Bengal, India;
 Contact Number: +033-22109197; E-mail Address: tti711@gmail.com; Website: www.ttienterprise.net

Open Offer for acquisition of up to 66,05,150 (Sixty-Six Lakhs Five Thousand One Hundred And Fifty) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, TTI Enterprise Limited, at an offer price of ₹13.50/- (Rupees Thirteen And Fifty Paise Only) per offer share to the public shareholders of the target company, made by, Mr. V S Ranganathan (Promoter Acquirer 1), Ms. Bindu K C (Promoter Acquirer 2), and Ms. Kanakavally Prathapan Karumanthra (Promoter Acquirer 3) (Hereinafter collectively referred to as the 'Promoter Acquirers'), in accordance with the provisions of Regulations 3 (2) and 4, and such other applicable provisions of The Securities And Exchange Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, and subsequent amendments thereto (SEBI (SAST) Regulations) (Offer).

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement (Pre-Offer Advertisement) is being issued by Capitalsquare Advisors Private Limited (Manager), for and on behalf of the Promoter Acquirers pursuant to the provisions of Regulation 18 (7) of the SEBI (SAST) Regulations, in respect of the Offer in Financial Express (English daily) (All India Edition), Jansata (Hindi daily) (All India Edition), Duranta Barta (Bengali daily) (Kolkata Edition) and Mumbai Laksadhep (Marathi Daily) (Mumbai Edition), wherein the Detailed Public Statement dated Tuesday, July 12, 2022, which was published on Wednesday, July 13, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations ('Newspapers').

This Pre-Offer Advertisement is to be read in continuation of, and in conjunction with the:

- Public Announcement dated Wednesday, July 06, 2022 ('Public Announcement');
- Detailed Public Statement dated Tuesday, July 12, 2022, which was published on Wednesday, July 13, 2022, in the Newspapers ('Detailed Public Statement');
- Draft Letter of Offer dated Wednesday, July 20, 2022 ('Draft Letter of Offer');
- Letter of Offer dated Friday, October 21, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form No. SH-4 Securities Transfer Form ('Letter of Offer');
- Corrigendum to the Offer Documents dated Monday, October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Corrigendum');
- The dispatch confirmation advertisement of the Letter of Offer dated Monday, October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Letter of Offer Dispatch Confirmation Advertisement'); and
- Recommendations of Committee of Independent Directors dated Monday, October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Recommendations of IDC').

(The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Corrigendum, Letter of Offer Dispatch Confirmation Advertisement and the Recommendations of IDC are hereinafter referred to as the 'Offer Documents').

- Offer Price:** The Offer Price of ₹13.50/- (Rupees Thirteen and Fifty Paise Only) is payable in cash. There has been no revision in the Offer Price. Further, kindly note that the Promoter Acquirers have made an application with the Reserve Bank of India for change in shareholding beyond 26.00% (Twenty-Six Percent) of the paid-up equity capital of the Target Company. However, as on date of this Pre-Offer Advertisement, the Target Company is yet to be in receipt of the necessary approval from the Reserve Bank of India, for the said change. Except for being in receipt of the approval from the Reserve Bank of India, there are no other statutory approval(s) required by the Promoter Acquirers to complete this Offer. In accordance with the provisions of Regulation 18 (11A) of SEBI (SAST) Regulations, if at the time of making payment to the Eligible Public Shareholders who have tendered their Equity Shares in the said Offer, the Target Company fails to receive the requisite approval from the Reserve Bank of India, then in such an event, an application shall be made to SEBI seeking extension of time from making payment to the said Public Shareholders, subject to ensuring revision in the Offer Price by addition of the delayed interest at the rate of 10.00% (Ten Percent) per annum on the Offer Price. For further details relating to the Offer Price, please refer to the Paragraph 6.1 beginning on page 24 of the Letter of Offer.
- Recommendations of the Committee of Independent Directors of the Target Company (IDC):** The Committee of IDC Members have opined that the Offer Price of ₹13.50/- (Rupees Thirteen and Fifty Paise Only) is fair and reasonable in accordance with the provisions of SEBI (SAST) Regulations, which was approved on Monday, October 31, 2022, and was published in the Newspapers on Tuesday, November 01, 2022.
- This Offer is not a competing offer.

The dispatch of the Letter of Offer to Public Shareholders as on Identified Date being Tuesday, October 18, 2022, for the purpose of this Offer, has been completed on Saturday, October 29, 2022, the details of which has been summarized herewith as below:

Sr. No.	Particulars	Mode of Dispatch	No. of Public Shareholders
1.	Letter of Offer (Through Demat mode)	Email	8,962
2.	Letter of Offer (To Demat Non-Email cases and all Physical cases)	Registered Post	264
3.	Letter of Offer (Email Bounce cases)	Registered Post	100
	Total		9,326

- Please note that a copy of the Letter of Offer along with other Offer Documents is also available and accessible on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, Target Company at www.ttienterprise.net, Registrar at www.purvashare.com, and Manager at www.capitalsquare.in.
- Public Shareholders are required to refer to Paragraph 8 titled 'Procedure for Acceptance and Settlement of the Offer' beginning on page 29 of the Letter of Offer in relation to the procedure for tendering their Equity Shares in the Offer.

Instructions for Public Shareholders

a) In case the Equity Shares are held in physical form
 Public Shareholders holding Equity Shares in physical form may participate in this Offer through their Selling Broker by providing relevant information and documents as mentioned in Paragraph 8.9 titled 'Procedure for Equity Shares held in physical form' beginning on page 29 of the Letter of Offer.

b) In case the Equity Shares are held in Demat form
 Public Shareholders holding the Equity Shares in Demat form may participate in this Offer by approaching their Selling Broker and tender their Equity Shares in Offer as per the procedure as mentioned in Paragraph 8.10 titled 'Procedure for tendering the Equity Shares held in dematerialized form' beginning on page 30 of the Letter of Offer along with other details.

6. All the observations received from SEBI vide letter bearing reference number 'SEBI/HO/CFD/DCR/RAC-1/PI/O/2022/52361/1' dated Friday, October 14, 2022, in terms of Regulation 16 (4) of the SEBI (SAST) Regulations upon submission of the Draft Letter of Offer are duly incorporated in the Letter of Offer.

7. There are no other material updates concerning this Offer since the date of the Public Announcement, save as otherwise disclosed in the Offer Documents.

8. As on the date of this Advertisement and to the best of knowledge of the Promoter Acquirers, except of being in receipt of the approval from the Reserve Bank of India in terms of Paragraph 6.1 of Chapter - IX of Section III of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank Directions, 2016, bearing notification number DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016, there are no statutory, regulatory, or other approvals required by the Promoter Acquirers to be implemented to complete this Offer. Please refer to the Paragraph 7.6 titled as 'Statutory Approvals and conditions of the Offer' beginning on page 28 of the Letter of Offer.

9. Schedule of Activities:

Schedule of Activities	Original Tentative Schedule	Revised Schedule
	(Day and Date)	(Day and Date)
Date of the Public Announcement	Wednesday, July 06, 2022	Wednesday, July 06, 2022
Last date of publication of Detailed Public Statement in newspapers	Wednesday, July 13, 2022	Wednesday, July 13, 2022
Last date of filing of the Draft Letter of Offer with SEBI	Wednesday, July 20, 2022	Wednesday, July 20, 2022
Last date for public announcement for a Competing Offer	Tuesday, August 02, 2022	Tuesday, August 02, 2022
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Thursday, August 11, 2022	Friday, October 14, 2022*
Identified Date	Thursday, July 21, 2022	Tuesday, October 18, 2022
Date by which the Letter of Offer will be dispatched to the Equity Shareholders whose names appear on the register of members on the Identified Date	Wednesday, July 24, 2022	Thursday, October 27, 2022
Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Equity Public Shareholders for this Offer	Monday, August 29, 2022	Tuesday, November 01, 2022
Last date for revising the Offer Price / Offer Size	Tuesday, August 30, 2022	Wednesday, November 02, 2022
Date of publication of opening of Offer public announcement in the newspapers in which this Detailed Public Statement has been published	Tuesday, August 30, 2022	Wednesday, November 02, 2022
Date of commencement of tendering period (Offer Opening Date)	Thursday, September 01, 2022	Thursday, November 03, 2022
Date of closing of tendering period (Offer Closing Date)	Wednesday, September 14, 2022	Thursday, November 17, 2022
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Wednesday, September 28, 2022	Thursday, December 01, 2022

Note:

*Actual date of receiving SEBI's Observation Letter.

There has been no competing offer.

*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer is sent. All the Public Shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

10. The copies of the inspection documents as specified under Paragraph 13 titled 'Documents for Inspection' beginning on page 38 of the Letter of Offer will be available for inspection at the registered office of the Manager, Capitalsquare Advisors Private Limited, located at 205-209, 2nd Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India, or the Public Shareholders may access the inspection documents accessible on the website of the Manager at <https://capitalsquare.in/intrd-co-td> and by obtaining its login credentials from the Manager by sending an email at mb@capitalsquare.in on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering period i.e., commencing from Thursday, November 03, 2022, to Thursday, November 17, 2022.

11. The Promoter Acquirers accept full responsibility for the information contained in this Pre-Offer Advertisement and for the fulfillment of their obligations laid down in the SEBI (SAST) Regulations. A copy of this Pre-Offer Advertisement shall also be available and accessible on the websites of the SEBI at www.sebi.gov.in, BSE at www.bseindia.com, Target Company at www.ttienterprise.net, Registrar at www.purvashare.com, and Manager at www.capitalsquare.in.

12. The capitalized terms used in this Pre-Offer Advertisement shall have the meaning assigned to them in the Offer Documents unless otherwise specified. Issued by the Manager to the Offer on behalf of the Promoter Acquirers

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CAPITALSQUARE ADVISORS PRIVATE LIMITED
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 Contact Number: +91-22-66849999
 Contact Person: Mr. Viveka Singhal
 Email Address: mb@capitalsquare.in
 Website: www.capitalsquare.in
 SEBI Registration Number: INM000012219
 Validity: Permanent
 Corporate Identification Number: U65999MH2008PTC187863

On behalf of all the Promoter Acquirers

Date: Tuesday, November 01, 2022
 Place: Mumbai

V S Ranganathan
 (Promoter Acquirer 1)