

August 10, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: BSOF
Scrip Code: 532400

Symbol: BSOF
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Newspaper Publication - Offer Opening Advertisement for Buyback of Equity Shares

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the clippings of Offer Opening advertisement for buyback of equity shares of the Company, published today in all editions of Business Standard (English and Hindi) and in the Pune edition of Loksatta (Marathi).

The same is also being made available on the Company's website at www.birlasoft.com.

This is for your information and records.

Thanking you.

Yours faithfully,

For Birlasoft Limited



Sneha Padve
Company Secretary & Compliance Officer

Encl.:- As mentioned above.

Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | www.birlasoft.com

CIN: L72200PN1990PLC059594

GOLDCREST CORPORATION LIMITED	
Corporate Identification Number: L74999MH1983PLC029408	
Registered Office: 3rd Floor, Devidas Mansion, Mereweather Road, Colaba, Apollo Bunder, Mumbai Maharashtra, 400039, India, Tel. No.: +91-22-22837489 / 22837490	
Email Id: office@goldcrestgroup.com; Website: www.goldcrestgroup.com	
Recommendations of the Committee of Independent Directors ("IDC") of Goldcrest Corporation Limited ("Company") on the voluntary delisting offer made by Nita Tushar Tanna ("Acquirer"), along with Anupa Tanna Shah ("PAC 1"), Namrata Tushar Tanna ("PAC 2"), Hansa Tulidas Tanna ("PAC 3") and Goldcrest Global Trading Private Limited (formerly known as Goldcrest Securities & Commodities Private Limited) ("PAC 4"), person acting in concert with the Acquirer (collectively "PACs") to the public shareholders of the Company under Regulation 28 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") for acquiring all the equity shares that are held by public shareholders of the Company.	
1 Date	August 9, 2022
2 Name of the Company	Goldcrest Corporation Limited
3 Details of the Delisting Offer pertaining to the Company	Voluntary Delisting Offer made by the Acquirer along with PACs for acquisition of 15,44,223 (Fifteen Lakhs Forty-Four Thousand Two Hundred Twenty Three) equity shares of ₹10/- each ("Offer Shares") representing 27.14% of the total issued equity share capital of the Company from the public shareholders and consequent voluntary delisting of the equity shares of the Company from BSE Limited in accordance with the Delisting Regulations. Floor Price: ₹192.66 per equity share Indicative Price: ₹200.00 per equity share Methodology for Delisting: Through Reverse Book Building process Initial Public Announcement dated May 24, 2022 ("IPA") Detailed Public Announcement dated August 5, 2022 ("DPA") Letter of Offer dated August 6, 2022 ("LOF") issued by Vivro Financial Services Private Limited ("Manager to the Delisting Offer"), on behalf of the Acquirer along with PACs.
4 Name(s) of the Acquirer and PAC with the Acquirer	1. Nita Tushar Tanna ("Acquirer"), 2. Anupa Tanna Shah ("PAC 1"), 3. Namrata Tushar Tanna ("PAC 2"), 4. Hansa Tulidas Tanna ("PAC 3"), and 5. Goldcrest Global Trading Private Limited (formerly known as Goldcrest Securities & Commodities Private Limited) ("PAC 4")
5 Name of the Manager to the Offer	Vivro Financial Services Private Limited Address: 607/608 Marathon Icon, Opp. Peninsula Corporate Park Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel Mumbai 400 013, Maharashtra, India. Telephone No.: +91 22 6666 8040/ 41/ 42 Email ID: investors@vivro.net Website: www.vivro.net SEBI Registration No.: INM00010122 CIN: U67120GJ1996PTC029182
6 Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	1. Kishor Madhavsinh Vussonji - Chairperson 2. Shirish Babul Kamdar - Member 3. Anand Shailesh Bathiya - Member
7 IDC Member's relationship with the Company (Director, Equity shares owned, any other contract/ relationship), if any	All the members of the IDC are the Non-Executive and Independent Directors of the Company. The IDC members neither hold any equity shares in the Company nor do they have any contract/ relationship with the Company.
8 Trading in the Equity Shares/other securities of the Company by IDC Members	None of the IDC members have traded in the Equity Shares/ other securities of the Company during the twelve months preceding the date of the IPA. None of the members of the IDC have traded in any of the Equity Shares of the Company during the period from the date of the IPA and till the date of this recommendation.
9 IDC Member's relationship with the Acquirer/ PACs (Director, Equity Shares owned, any other contract/ relationship), if any.	None of the members of IDC: a. are directors on the board of promoter group of the Company; b. holds any equity shares or other securities of the Acquirer and PACs or promoter group of the Company; and c. have any contracts/ relationship with the Acquirer and PACs or other members of promoter group of the Company.
10 Trading in the Equity Shares/other securities of the Acquirer and PACs by IDC Members	Not Applicable as the equity shares of PAC 4 are not listed on any of the Stock Exchanges in India or abroad
11 Recommendation on the Delisting Offer, as to whether the Delisting Offer is fair and reasonable	Based on the review of below: a. Initial Public Announcement dated May 24, 2022; b. Floor Price Certificate/Valuation Report of equity shares dated May 26, 2022, by Aseem Mankodi (Registered Valuer Registration Number: IBB/RV/06/2018/10154), Partner of M/s. ICON Valuation LLP, (Registered Valuer Entity Registration No. IBB/RV-E/06/2019/107); c. Outcome of meeting of board of directors of the Company held on May 28, 2022; d. Postal Ballot Notice dated May 28, 2022; e. Scrutinizer Report dated July 2, 2022; f. Revised in-principle approval letter dated August 5, 2022, issued by BSE Limited; g. Detailed Public Announcement dated August 5, 2022; and h. Report dated August 8, 2022, issued by Sujal Shah, holding ICAI Membership Number: 045816, Registered Valuer No.: IBB/RV/06/2018/10140, Partner of SSPA & Co., Chartered Accountants, ICAI Firm Registration number: 128851W, IBBI Registered Valuer No.: IBB/RV-E/06/2020/126, in accordance with Regulation 28(2) of Delisting Regulations. The members of the IDC believe that the Delisting Offer is in accordance with the Delisting Regulations and to that extent, is fair and reasonable.
12 Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. Company's website, where its detailed recommendations along with written advice of the Independent Adviser, if any can be seen by the shareholder)	The members of the IDC have considered the following reasons for making recommendations: 1. The proposed delisting would enable the members of the promoter and promoter group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused to its business. 2. The delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the promoter/promoter group. 3. The proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders' servicing and such other expenses required to be incurred as per the applicable Securities Laws. 4. The delisting proposal is in the interest of the public shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations, providing immediate liquidity given the heightened market volatility. Based on the review of below: a. Initial Public Announcement dated May 24, 2022 ("IPA"); b. Floor Price Certificate/Valuation Report of equity shares dated May 26, 2022, by Aseem Mankodi (Registered Valuer Registration Number: IBB/RV/06/2018/10154), Partner of M/s. ICON Valuation LLP, (Registered Valuer Entity Registration No. IBB/RV-E/06/2019/107); c. Outcome of meeting of board of directors of the Company held on May 28, 2022; d. Postal Ballot Notice dated May 28, 2022; e. Scrutinizer Report dated July 2, 2022; f. Revised in-principle approval letter dated August 5, 2022, issued by BSE Limited; g. Detailed Public Announcement dated August 5, 2022 ("DPA"); and h. Report dated August 8, 2022, issued by Sujal Shah, holding ICAI Membership Number: 045816, Registered Valuer No.: IBB/RV/06/2018/10140, Partner of SSPA & Co., Chartered Accountants, ICAI Firm Registration number: 128851W, IBBI Registered Valuer No.: IBB/RV-E/06/2020/126, in accordance with Regulation 28(2) of Delisting Regulations. The members of the IDC believe that the Delisting Offer is in accordance with the Delisting Regulations and to that extent, is fair and reasonable. IDC recommends the public shareholders to bid their equity shares at indicative price of ₹200/- (as announced by the Acquirer and PACs and disclosed in DPA and LOF) in reverse book building process as the floor price is less than indicative price announced by the Acquirer and PACs. The IDC, however, suggests that the Public Shareholders of the Company should independently evaluate the Delisting Offer, market performance of the Company scrip and take informed decision in respect of the Delisting Offer. This statement of recommendation of IDC will be available on the website of the Company at http://www.goldcrestgroup.com/
13 Disclosure of the Voting Pattern	The recommendations were unanimously approved by the members of the IDC.
14 Details of Independent Advisors/ independent valuer, if any.	Sujal Shah, holding ICAI Membership Number: 045816, Registered Valuer No.: IBB/RV/06/2018/ 10140, Partner of SSPA & Co., Chartered Accountants, ICAI Firm Registration number: 128851W, IBBI Registered Valuer No.: IBB/RV-E/06/2020/126
15 Any other matter(s) to be highlighted	None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the Company under the Delisting Regulations."

Date: August 9, 2022 For and on behalf of
Place: Mumbai Committee of Independent Directors of Goldcrest Corporation Limited

Sd/
Kishor Madhavsinh Vussonji
Chairman
The Committee of Independent Directors

ADC India Communications Limited

CIN: L32209KA1988PLC009313

No.10C, 2nd Phase, 1st Main, P.B. No. 5812, Peenya Industrial Area, Bangalore 560 058
Tel: +91 80 2839 6102 | Website: www.adckcl.com

EXTRACT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2022

(Rs. in Lakhs except per share data)

Particulars	Quarter ended 30-June-2022	Preceding 3 months ended 31-March-2022	Corresponding 3 months ended 30-June-2021	Year to date for the previous year ended 31-March-2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Total Income from Operations	3,295.67	3,402.68	2,709.19	11,892.51
Net Profit / (Loss) for the period (before Tax, Exceptional and Extraordinary items)	313.46	389.31	264.90	1,136.81
Net Profit / (Loss) for the period before tax (after Exceptional and Extraordinary items)	313.46	389.31	264.90	1,136.81
Net Profit / (Loss) for the period after tax (after Exceptional and Extraordinary items)	233.57	290.62	197.59	848.26
Total Comprehensive Income for the period (Comprising Profit for the period (after tax) and Other Comprehensive Income (after tax))	235.88	291.38	197.94	851.79
Paid up Equity Share Capital	460.00	460.00	460.00	460.00
Other equity (excluding Revaluation Reserve)	4,799.76	4,563.88	4,025.04	4,563.88
Net worth	5,259.76	5,023.88	4,485.04	5,023.88
Earnings Per Share (of Rs. 10/- each) Basic and diluted (in Rs.) (Not annualised)	5.08	6.32	4.30	18.44

Note: The above is an extract of the detailed format of Unaudited Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Unaudited Financial Results are available on the Stock Exchange websites (www.bseindia.com) and Company's website (www.adckcl.com)

By Order of the Board of Directors


Place : Bangalore
Date : August 09, 2022

Managing Director

OFFER OPENING ADVERTISEMENT FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED, FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF

Birlasoft Limited

Corporate Identity Number: L72200PN1990PLC059594
Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase -1, MIDC, Hinjawadi, Pune - 411057
Contact person: Sneha Padve, Company Secretary, Tel.: +91-20-66525000; Fax: +91-20-66525001; E-mail: contactus@birlasoft.com; Website: www.birlasoft.com



OFFER TO BUYBACK UP TO 7,800,000 (SEVEN MILLION EIGHT HUNDRED THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 2/- (INDIAN RUPEE TWO ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 500/- (INDIAN RUPEES FIVE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

- This offer opening advertisement ("Offer Opening Advertisement") is being issued by the Company, to the Eligible Shareholder(s) / Beneficial Owner(s) holding Equity Shares as on the Record Date (i.e., July 15, 2022) ("Eligible Shareholders"), for buyback of up to 7,800,000 (seven million eight hundred thousand only) Equity Shares from the Eligible Shareholders on a proportionate basis, through the "tender offer" route in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") using Stock Exchange Mechanism at a price of INR 500/- (Indian Rupees five hundred only) per Equity Share, payable in cash, for an aggregate amount not exceeding INR 3,900 million (Indian Rupees three thousand nine hundred million only) excluding Transaction Costs.
- This Offer Opening Advertisement should be read in continuation of and in conjunction with (a) the Public Announcement that was published in all editions of 'Business Standard' (English), 'Business Standard' (Hindi) and the Pune edition of 'Loksatta' (Marathi) on July 5, 2022 ("Public Announcement"); and (b) the Letter of Offer dated July 30, 2022 along with form of acceptance cum acknowledgement ("Tender Form") and Share Transfer Form (Form SH-4) ("Letter of Offer"). This Offer Opening Advertisement is being published in all the newspapers in which Public Announcement was published.
- In terms of Regulation 8(i) of the Buyback Regulations, the Draft Letter of Offer was submitted to SEBI on July 12, 2022. SEBI issued its observations on the Draft Letter of Offer vide its letter bearing reference no. SEBI/IO/CFD/DCR-1/POW/2022/30824/1 dated July 29, 2022. SEBI's comments have been suitably incorporated in the Letter of Offer.
- The dispatch of the Letter of Offer to the Eligible Shareholders, has been completed on Thursday, August 4, 2022 through electronic mode to the Eligible Shareholders whose e-mail ids are registered with the Depositories / the Company and through speed post / registered post for all the remaining Eligible Shareholders.
- The Letter of Offer and Tender Form are also available on the website of the (a) Company (www.birlasoft.com); (b) Registrar (<https://web.linkintime.co.in/Offer/Default.aspx>); (c) NSE (www.nseindia.com); and (d) SEBI (www.sebi.gov.in). Further, in case of non-receipt of the Letter of Offer and the Tender Form:
 - In case the Eligible Shareholders hold Equity Shares in dematerialized form:** If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (www.birlasoft.com) or the website of the Registrar (<https://web.linkintime.co.in/Offer/Default.aspx>) or by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP name, ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
 - In case the Eligible Shareholders hold Equity Shares in physical form:** An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed Share Transfer Form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (www.birlasoft.com) or the website of the Registrar (<https://web.linkintime.co.in/Offer/Default.aspx>) and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., Friday, August 26, 2022 by 5 pm (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

Eligible Shareholders who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Entitlement from the Registrar to the Buyback, before participating in the Buyback. For further details, please refer to paragraph 20.24 (on page no. 54) of the Letter of Offer.

The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form as on Record Date. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window of the Stock Exchanges by Eligible Shareholders through their respective stock broker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by the Stock Exchanges before the Buyback Closing Date. For detailed process of tendering of Equity Shares by Eligible Shareholders, please refer to paragraph 20 (from page nos. 48 to 58) (Procedure for Tendering Shares and Settlement) of the Letter of Offer.



In the event the Seller Member(s) of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member / stock broker, then that Eligible Shareholder can approach any registered stock broker registered with the Stock Exchanges and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker with the Stock Exchanges (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Kotak Securities Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

The direct web link of the website of the Registrar to the Buyback for downloading the Letter of Offer, Tender Form and Share Transfer Form is <https://web.linkintime.co.in/Offer/Default.aspx>.

The schedule of activities in relation to the Buyback are set out below:

Activity	Date	Day
Date of Board Meeting approving the proposal for the Buyback	May 23, 2022	Monday
Date of declaration of results of postal ballot for special resolution by the Equity Shareholders of the Company approving the Buyback	July 1, 2022	Friday
Date of Public Announcement for the Buyback	July 4, 2022	Monday
Date of publication of the Public Announcement for the Buyback	July 5, 2022	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	July 15, 2022	Friday
Buyback Opening Date	August 11, 2022	Thursday
Buyback Closing Date	August 26, 2022	Friday
Last date of receipt of completed Tender Form and other specified documents by the Registrar	August 26, 2022	Friday
Last date of verification of Tender Forms by Registrar to the Buyback	August 26, 2022	Friday
Last date of intimation to the Stock Exchanges regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar	September 6, 2022	Tuesday
Last date of completion of settlement of bids by the Clearing Corporation / Stock Exchanges	September 7, 2022	Wednesday
Last date of dispatch of share certificate(s) by the Registrar to the Buyback / unblocking / return of unaccepted Equity Shares by the Stock Exchanges to Eligible Shareholders / Seller Broker	September 7, 2022	Wednesday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	September 7, 2022	Wednesday
Last Date of Extinguishment of Shares bought back	September 14, 2022	Wednesday

- Note:** Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.
- In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Offer Opening Advertisement and confirms that this Offer Opening Advertisement contains true, factual and material information and does not contain any misleading information.
 - Capitalised terms used but not defined in this Offer Opening Advertisement shall have the meaning ascribed to such terms in the Letter of Offer.
 - This Offer Opening Advertisement is expected to be available on SEBI's website at www.sebi.gov.in.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
 <p>Kotak Mahindra Capital Company Limited Address: 27BKC, 1st Floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 Tel. no.: +91-22-4336-0128; Fax no.: +91-22-6713-2447 Contact person: Mr. Ganesh Rane Email: birlasoft.buyback@kotak.com; Website: www.investmentbank.kotak.com SEBI Registration: INM00008704; Validity Period: Permanent registration</p>	 <p>Link Intime India Private Limited Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India Tel. no.: +91 22 4918 6200; Fax no.: +91 22 4918 6195 Contact person: Mr. Sumeet Deshpande Email: birlasoft.buyback2022@linkintime.co.in; Website: www.linkintime.co.in SEBI registration no.: INR00004058; Validity period: Permanent registration</p>

Sd/- Dharmender Kapoor CEO & Managing Director DIN: 08443715 Date: August 9, 2022 Place: Noida	Sd/- Ashok Kumar Barat Director DIN: 00492930 Date: August 9, 2022 Place: Mumbai	Sd/- Sneha Padve Company Secretary Membership No. A9678 Date: August 9, 2022 Place: Pune
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For and on behalf of the Board of Directors of Birlasoft Limited

CONCEPT

