

PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI (SAST) REGULATIONS, 2011")

OPEN OFFER FOR ACQUISITION OF 843,700 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. AAYUSH FOOD AND HERBS LIMITED** (HEREINAFTER REFERRED AS "**TARGET COMPANY**") HAVING ITS REGISTERED OFFICE AT G-321, CHIRAG DELHI, NEW DELHI – 110017; TEL: 011-46095455; BY MRS. PALLAVI MITTAL W/O MR. ASHISH MITTAL R/O D-250, ANUPAM GARDEN, SAINIK FARM, DELHI – 110062 (HEREINAFTER REFERRED AS "**ACQUIRER**") ALONG WITH MR. ASHISH MITTAL S/O MR. SUNIL MITTAL R/O D-250, ANUPAM GARDEN, SAINIK FARM, DELHI – 110062 (HEREINAFTER REFERRED TO AS "**PAC**") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1), 3(3) AND REGULATION 4 OF SEBI (SAST) REGULATIONS, 2011

This Public Announcement ("PA" / "Public Announcement") is being issued by Corporate Professionals Capital Private Limited ("Manager to the Offer") for and on behalf of the Acquirer to the Equity Shareholders of the Target Company ("Shareholders") pursuant to, and in compliance with, amongst others, Regulation 3(1), 3(3) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1. OFFER DETAILS

- **Size:** 843,700 (Eight Lacs Forty Three Thousand Seven Hundred) Equity Shares constituting 26.00% of the present issued subscribed and paid-up equity share capital of the Target Company.
- **Price/ consideration:** Rs. 13.25/- (Rupees Thirteen Two Five Paise Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

DETAILS OF 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 (VR) acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/voting capital			
Direct	Two Share Purchase Agreements dated March 17, 2016 for 500,000 equity shares each	1,000,000 equity shares	30.82%	Rs. 13.25	Cash	Regulation 3(1), 3(3) and 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER

DETAILS	ACQUIRER	PAC	TOTAL
Name of Acquirer or PAC	Mrs. Pallavi Mittal	Mr. Ashish Mittal	NA
Address	D-250, Anupam Garden, Sainik Farm, Delhi - 110062	D-250, Anupam Garden, Sainik Farm, Delhi - 110062	NA
Name(s) of persons in control /promoters of Acquirer	NA	NA	NA
Name of the Group, if any, to which the Acquirer company belongs to	NA	NA	NA
Pre Transaction shareholding (Number and % of total share capital) of Acquirer	Nil	500,000 Equity Shares 15.41% of the paid-up share capital of	500,000 Equity Shares 15.41% of the paid-up share

		the Target Company	capital of the Target Company
Pre Transaction shareholding (Number and % of total share capital) of persons in control of Acquirer	Nil	Nil	NA
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	1,000,000 Equity Shares 30.82% of the paid-up share capital of the Target Company	500,000 Equity Shares 15.41% of the paid-up share capital of the Target Company	1,500,000 Equity Shares 46.23% of the paid-up share capital of the Target Company
Any other interest in the TC	Other than the shareholding as disclosed above, the Acquirer does not have any other interest in the Target Company except that PAC is the Managing Director of the Target Company. The Father-in Law and Mother in Law of the Acquirer are also the non-executive directors of Target Company		

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of Promoter/promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
M/s. Vertex Drugs Private Limited	No	500,000	15.41	Nil	NA
M/s. Surya Medi-Tech Limited	No	500,000	15.41	Nil	NA
Total		1,000,000	30.82	Nil	NA

5. TARGET COMPANY

Name	:	AAYUSH FOOD AND HERBS LIMITED
CIN	:	L01122DL1984PLC018307
Exchange where listed	:	BSE Limited Metropolitan Stock Exchange of India Limited

6. OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and as the registered office of the Target Company is in Delhi and Hindi being the local language, no other newspaper is required. The Detailed Public Statement shall be published on or before March 28, 2016.
- The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28. South Extension Part-1, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph.: +91-11-40622228/ +91-11-40622248; **Fax:** 91-11-40622201

Email: manoj@indiacp.com/ruchika.sharma@indiacp.com

SEBI Regn. No: INM000011435

On Behalf of Acquirer

(Pallavi Mittal)

Place: New Delhi

Date: March 17, 2016