OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE SHAREHOLDERS OF

ARTECH POWER PRODUCTS LIMITED

(APPL/Target Company/TC)

(*CIN: L31104KL1989PLC005478*)

Registered Office: Anitha, 2nd Floor, S A Road, Elamkulam, Cochin-682 020, Kerala

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This advertisement is issued by Mark Corporate Advisors Private Limited **("Manager to the Offer")** for and on behalf of Mr. Bhadresh Vasantrai Mehta and Mr. Path Bhadresh Mehta **("Acquirers")** pursuant to regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **["SEBI (SAST) Regulations"]**, in respect of the Open Offer to acquire 37,89,342 Equity Shares of Artech Power Products Limited **("Target Company")** having a face value of `10 each **("Equity Shares")**, representing 25.54% of the paid up and Emerging Voting Capital of the Target Company. The Detailed Public Statement **("DPS")** with respect to the Offer was published on September 12, 2014 (Friday) in the following newspapers:

Publication	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadweep	Marathi	Mumbai
Deshabhimani	Malayalam	Cochin Edition

1. The Offer Price is ₹10.50 (Rupees Ten and Paise Fifty Only) per Equity Share **("Offer Price")**. There has been no revision in the Offer Price.
2. The Committee of Independent directors **("IDC")** of the Target Company has issued the following recommendation (relevant extract) on the Offer, which was published on December 10, 2014 (Wednesday) in the above mentioned newspapers:

Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable.
Summary of reasons for recommendation	IDC has reviewed (a) the Public Announcement dated September 05, 2014 in connection with the Offer issued on behalf of Mr. Bhadresh Vasantrai Mehta and Mr. Parth Bhadresh Mehta (Acquirers) ("PA"/"Public Announcement") (b) The Detailed Public Statement ("DPS") which was published on September 12, 2014 and (c) The Draft Letter of Offer ("DLoF") dated September 19, 2014. IDC has taken into consideration the following for making the recommendation: (i.) Based on the review of PA, DPS and DLoF, the IDC is of the opinion that the Offer Price offered by the Acquirers (more than the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under the SEBI (SAST) Regulations and prima facie appears to be justified.

3. There was no Competitive Bid.
4. The Company had submitted an application to BSE Ltd on September 16, 2014 under Clause 24(f) of the Listing Approval for the In-Principle approval for Preferential Issue to BSE Limited and the approval for the same was received on December 02, 2014 vide letter no. DCS/PREF/JS/PRE/555/2014-15 of BSE Limited.
5. The proposed Non-Promoter Allottees/Subscribers (other than the Acquirers) in the Preferential Allotment are neither related to the Acquirers in any manner (directly/indirectly) nor acting as Persons Acting in Concert ('PAC') for this Open Offer.
6. Pursuant to Regulations 22(2A) of SEBI (SAST) Regulations, 2011, the Shares acquired through SPA will be transferred to the Demat Escrow Account namely 'APPL SELLING SHAREHOLDERS ESCROW ACCOUNT-OPERATED BY-MCAPL', opened with Sunteck Wealthmax Capital Private Limited (Depository Participant), whose operating authority rests with the Manager to the Offer immediately after the ISIN is activated. Further, the shares proposed to be allotted to the Acquirers in the Preferential Issue will also be transferred to the said Escrow Account.

   The Acquirers will not be exercising any voting rights over such shares which are transferred to the said Escrow Account.
7. The acquisition of Equity Shares under the Offer (assuming full acceptance) may result in public shareholding in Target Company being reduced below 25% of the Emerging Voting Capital, which is the minimum level required as per the listing agreement entered by the Target Company with the Stock Exchanges (the "Listing Agreements") and pursuant to Regulation 7(4) of SEBI (SAST) Regulations, 2011. Accordingly, the Acquirers undertake that they shall take necessary steps to facilitate compliance of the Target Company with the minimum public shareholding norms as set out in the Listing Agreements and SEBI (SAST) Regulations, 2011.
8. The Promoters of the Target Company held 9,87,600 Equity Shares and on account of Capital Reduction their shareholding reduced to 49,380 equity shares. The Target Company had got the Order for the Capital Reduction on July 23, 2014 from the Hon'ble High Court, Kerala and accordingly every shareholder who existed as on Record Date i.e. August 26, 2014 was to get one (1) equity share for every (20) equity shares held (in the ratio of 1:20). However, on account of fractions in Public category, their shareholding further reduced by 7 shares and hence their net holdings reduced to 49,373 equity shares which represents 26.16% of the paid up capital and 0.33% of the Emerging Voting Capital of the Target Company. The Company has not paid any amount to any of the shareholders including the present sellers of the current offer i.e. Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Sakaria with regard to the Capital Reduction of the Company.
9. The Target Company had filed a Consent Application with SEBI for non-compliance of Chapter V of SEBI Takeover Regulations, 2011/Chapter II of the SEBI Takeover Regulations, 1997. The Target Company has received the final Settlement Order no. CFD/EAD-6/AO/AK/209/2014 dated October 31, 2014 pursuant to which the case is settled upon payment of ₹7,09,750 towards settlement charges.

   The current Promoters of the Target Company has delayed Compliance in filing of 29 (1) of SEBI (SAST) Regulations, 2011 in the year 2012. SEBI may initiate appropriate proceedings against the entities belonging to the current Promoter/Promoter Group of the Target Company for delay in making disclosures as required under Regulation 29(1) of SEBI (SAST) Regulations, 2011.
10. The Target Company passed a Special Resolution pursuant to AGM held on July 11, 2014 to reduce the paid up capital to wipe off the accumulated losses of the company. Accordingly, a petition was filed with the Hon'ble High Court of Kerala and the said High Court has passed the Order on July 23, 2014. The same was intimated to the Stock Exchange(s) and the Record Date was fixed as August 26, 2014. Hence, the Paid up Equity Share Capital of the company was reduced from ₹3,77,43,000 divided into 37,74,300 Equity Shares of ₹10 each fully paid-up to ₹18,87,150 divided into 1,88,715 Equity Shares of ₹10 each and that such reduction of ₹3,58,55,850 been effected by cancelling Equity Shares to the extent of 19 equity shares for every 20 equity shares held as on Record Date. The BSE has suspended the scrip of Artech Power Products Limited w.e.f Record Date, on account of pendency of Corporate Action and the suspension will be lifted once the reduced capital is listed / traded on the Stock Exchange. The Company has received the approval from BSE for listing of 1,88,715 Equity Shares vide their letter dated November 12, 2014 for the reduced number of shares and the trading approval is still under process. Necessary Corporate action will be done after getting listing/trading approval from BSE.
11. The annualized trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (September 2013-August 2014) on the Stock Exchange on which the equity shares of the Target Company are listed is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of equity shares listed	Annualized trading turnover (as % of total number of listed shares
BSE Ltd	5,126	34,74,300	0.15

   There has been no active trading in the shares of the Target Company during twelve calendar months before the month in which PA is made. Further, none of the Equity Shares are traded on MSE, CSE and DSE during the last 12 calendar months. The Equity Shares of Artech Power Products Limited are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011
12. No statutory approvals are required as on date to acquire the shares by the Acquirers. However, Non Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in the Offer.
13. The Letter of Offer **("LoF")** dated December 02, 2014 has been dispatched to all the Shareholders of the Target Company by December 05, 2014.
14. Please note that a copy of the LoF (including Form of Acceptance) is also available on Securities and Exchange Board of India ("SEBI") website (http://www.sebi.gov.in). Registered/unregistered Shareholders/Owner of shares, if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt / non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
    a. **In the case of Equity Shares held in physical form:** Name of the Shareholder, Address, number of Equity Shares held, number of Equity Shares tendered/withdrawn, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deed(s) duly executed and witnessed along with the self attested copy of PAN card of the Shareholder should be sent to Purva Sharegistry (India) Pvt. Ltd, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai-400 011 Tel: +91 22 2301 8261/6761, Fax: +91 22 2301 2517, E-Mail: busicomp@vsnl.com, Contact Person: Mr. V B Shah either by hand delivery on weekdays or by Registered Post, at their sole risk, so as to reach the Registrar to the Offer, on or before the close of the Offer i.e., not later than December 26, 2014 (Friday), in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance-cum-Acknowledgement.
    b. **In case of Equity Shares held in dematerialized form:** Name of the Shareholder, Address, number of Equity Shares held, number of Equity Shares tendered / withdrawn, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owner's depository participant, in favour of the Depository Escrow Account, whose details are as follows:

DP Name	:	R R S SHARES & STOCK BROKERS PRIVATE LIMITED
DP ID	:	12029000
Client ID	:	37472
Depository	:	Central Depository Services (I) Ltd.

    Shareholders having their beneficiary account in NSDL have to use inter-depository delivery instruction slips for crediting their Equity Shares in favour of the Depository Escrow Account "PSIPL ESCROW A/C-ARTECH OPEN OFFER" maintained with CDSL. Above mentioned documents should be sent to the Registrar to the Offer.
15. All comments received from SEBI by way of their letter dated November 26, 2014 in terms of regulation 16(4) of the SEBI (SAST) Regulations, have been incorporated in the Letter of Offer.
16. As on date, to the best of the knowledge of the Acquirers, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval.
17. **Schedule of Activities:**

   The Schedule of Activities has been revised and the necessary changes have been incorporated in the LoF at all the relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of the SEBI (SAST) Regulations, 2011.

Nature of Activity	Original Day & Date	Revised Day & Date
Date of the PA	Friday, September 05, 2014	Friday, September 05, 2014
Date of publishing the Detailed Public Statement	Friday, September 12, 2014	Friday, September 12, 2014
Last date for filing of Draft Letter of Offer with SEBI	Friday, September 19, 2014	Friday, September 19, 2014
Last date of a competing offer	Wednesday, October 08, 2014	Wednesday, October 08, 2014
Latest date by which SEBI's observations will be received	Wednesday, October 15, 2014	Wednesday, November 26, 2014
Identified Date*	Friday, October 17, 2014	Friday, November 28, 2014
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirers and the Selling Shareholders) as on the identified date	Tuesday, October 28, 2014	Friday, December 05, 2014
Last Date for revising the Offer Price/number of shares	Thursday, October 30, 2014	Tuesday, December 09, 2014
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Friday, October 31, 2014	Wednesday, December 10, 2014
Date of public announcement for Opening the Offer	Monday, November 03, 2014	Thursday, December 11, 2014
Date of Commencement of the Tendering Period (Offer opening date)	Wednesday, November 05, 2014	Friday, December 12, 2014
Date of Closing of the Tendering Period (Offer closing date)	Wednesday, November 19, 2014	Friday, December 26, 2014
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	Wednesday, December 03, 2014	Friday, January 09, 2015

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the shareholders (registered or unregistered) of the Target Company (except the Acquirers and the Selling shareholders) are eligible to participate in this Offer any time during the tendering period of the Offer.*

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement is expected to be available on SEBI's website (http://www.sebi.gov.in)

Issued by the Manager to the Offer:

MARK

Mark Corporate Advisors Private Limited
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Contact Person: Mr. Manish Gaur
Email: openoffer@markcorporateadvisors.com
SEBI Regn No.: INM000012128

For and on behalf of the Acquirers

Sd/-	**Sd/-**	**Place:** Mumbai
Bhadresh Vasantrai Mehta	**Parth Bhadresh Mehta**	**Date:** December 11, 2014