

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(2)(g) AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE ELIGIBLE EQUITY SHAREHOLDERS OF
OXYGENTA PHARMACEUTICAL LIMITED

Open Offer for acquisition of up to 96,16,000 fully paid-up Equity shares having face value of ₹10 each ("Offer Shares") representing 26.00% of the Emerging Voting Share Capital (*as defined below*) of Oxygenta Pharmaceutical Limited ("OPL"/"Target Company") from the Eligible Equity Shareholders (*as defined below*) of the Target Company ("Open Offer"/"Offer") by Mr. M V S Prasad Reddy (*alias Mr. Mallu Venkata Siva Prasad Reddy*) ("Acquirer"). There are no persons acting in concert ("PACs") for the purpose of this Open Offer.

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirer to the Eligible Equity Shareholders (*as defined below*) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13, 14 and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

For the purpose of this PA, the following terms shall have the meaning assigned to them herein below:

- a) "Eligible Equity Shareholders" shall mean all the shareholders of the Target Company, excluding the existing Promoters of the Target Company, the parties to the Underlying Transaction (*as defined below*), and any persons deemed to be acting in concert ("Deemed PACs") with the parties mentioned above, pursuant to and in compliance with the provisions of Regulation 7(6) of SEBI (SAST) Regulations, 2011;
- b) "Emerging Voting Share Capital" means ₹36,98,35,000 Voting Share Capital (3,69,83,500 equity shares) of the Target Company on a fully diluted basis as of the 10th (tenth) working day from the closure of the Tendering Period. This comprises of (i) Existing Voting Share Capital of the Target Company i.e., 3,34,83,500 Equity shares (ii) 15,00,000 Equity shares to be issued by the Target Company upon conversion of 15,00,000 Warrants, which were allotted to Non-Promoter Shareholders (10,00,000 to Mr. Devarapally Venkateswara Reddy and 5,00,000 to Mr. Bandi Satyanarayana Reddy) on April 26, 2023; (iii) 20,00,000 Equity shares to be allotted in the proposed Preferential Issue;
- c) "Preferential Allotment"/"Preferential Issue" shall mean proposed issue and allotment of 20,00,000 Equity shares, the details of which are: (i) 17,00,000 equity shares to the Acquirer (ii) 2,00,000 equity shares to Amigos Molecular Solutions Private Limited and 1,00,000 equity share to Mrs. Rachamallu Aparna ("Deemed PACs"), having face value of ₹10 each at an issue price of ₹16 per equity share (*including a share premium of ₹6 per equity share*). The proposed preferential allotment has been approved by the Board of Directors of the Target Company in their meeting held on April 08, 2024 and is subject to receipt of shareholders' and other requisite approvals, if any;
- d) "SEBI (ICDR) Regulations, 2018" shall mean Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- e) "SEBI (LODR) Regulations, 2015" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- f) "SEBI (SAST) Regulations, 2011" shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- g) "SPA" shall mean Share Purchase Agreement entered between the Acquirer and Seller on April 08, 2024;
- h) "MOU" shall mean the Memorandum of Understanding entered between the Acquirer and Non-Promoter Shareholders on April 08, 2024;
- i) "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI").



1. OFFER DETAILS:

- 1.1. Offer Size:** The Acquirer hereby makes this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire up to 96,16,000 equity shares of face value of ₹10 each fully paid-up representing 26.00% of the Emerging Voting Share Capital of the Target Company subject to the terms and conditions mentioned in this PA, Detailed Public Statement (“DPS”) that will be published and the Letter of Offer (“LoF”) which will be sent to the Eligible Equity Shareholders of the Target Company.
- 1.2. Offer Price/Consideration:** The Offer Price of ₹16 per Equity Share having face value of ₹10 each, is in compliance with Regulation 8 of SEBI (SAST) Regulations, 2011 (“Offer Price”), aggregating to a consideration of ₹15,38,56,000, assuming full acceptance in the Open Offer (“Offer Size”).
- 1.3. Mode of Payment:** The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.
- 1.4. Type of Offer:** This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

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

2.1.

- 2.1.1.** The Acquirer has entered into a SPA with the Seller on April 08, 2024, pursuant to which the Acquirer has agreed to acquire 8,00,000 equity shares (“SPA Sale Shares”) representing 2.16% of the Emerging Voting Share Capital at a price of ₹15 per equity share, subject to the terms and conditions as set out in the SPA.
- 2.1.2.** The Acquirer has also entered into a MOU with the Non-Promoters Sellers on April 08, 2024, pursuant to which the Acquirer has agreed to acquire 69,52,600 equity shares (“MOU Sale Shares”) representing 18.80% of the Emerging Voting Share Capital at a price of ₹15 per equity share, subject to the terms and conditions as set out in the SPA.
- 2.1.3.** On April 08, 2024, the Board of Directors of the Target Company approved an issue and allotment of 17,00,000 equity shares having face value of ₹10 each at an Issue Price of ₹16 per equity share (*including a share premium of ₹6 per equity share*) to the Acquirer on Preferential Allotment basis pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, subject to Statutory/Requisite Approvals from Regulatory Authorities.

(the “Underlying Transaction”)

- 2.2.** This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer will have joint control over the Target Company and the Acquirer shall become the Promoter of the Target Company along with the existing Promoters/Promoter Group of the Target Company.

- 2.3.** A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis total Voting Capital			
Direct Acquisition	SPA entered with Mr. K Raghavender Rao (One of the Promoter of the Target Company) on April 08, 2024	8,00,000 ⁽ⁱ⁾	2.16%	₹1.20 Crores	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations
	MOU entered with (i) Qemiq Pharma Private Limited (ii) Mrs. Vustala Pushpalatha	69,52,600	18.80%	₹10.43 Crores		



Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis total Voting Capital			
	(Non-Promoters of the Target Company) on April 08, 2024					
	Proposed Issue and Allotment of 17,00,000 equity shares of face value of ₹10 each at a price of ₹16 per equity share	17,00,000	4.60%	₹2.72 Crores		

Note:

⁽ⁱ⁾ The equity shares are under lock-in up to January 15, 2025 and it will be transferred, subject to the continuation of the residual lock-in period, in the hands of the Acquirer, post completion of the Open Offer formalities.

3. DETAILS OF THE ACQUIRER:

Details	Acquirer	Total
Names of the Acquirer	Mr. M V S Prasad Reddy	1
PAN	BDHPM 5105 P	
Address	9-99, Amaravathi Nagar, Tirupathi, Chittoor-517 502. Andhra Pradesh. India.	-
Name(s) of persons in control/ Promoters of Acquirer where Acquirer is a Company	N.A.	-
Name of the Group, if any, to which the Acquirer belongs to	N.A.	-
Pre-Transaction Shareholding		
• Number	Nil	Nil
• % of Emerging Voting Share Capital	N.A.	N.A.
Acquisition of Shares which triggered the Open Offer		
• Number	94,52,600	94,52,600
• % of Emerging Voting Share Capital	25.56%	25.56%
Any other interest in the TC	None	-

N.A. - Not Applicable

4. DETAILS OF SELLING SHAREHOLDER:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
1.	Share Purchase Agreement entered with the Promoter Seller					
1.1.	Mr. K Raghavender Rao ("Promoter Seller") PAN: BEGPK7825C Address: H. No. 2-50, Hanmapalli, Dhanwada Mandal, Kondapur, Kondapuram, Dist. Mahabubnagar, Telangana-509371.	Yes	8,00,000	2.16%	Nil	N.A.
	Total		8,00,000	2.16%	Nil	N.A.
2.	Memorandum of Understanding entered with the Non-Promoter Sellers					
2.1.	Qemiq Pharma Private Limited ("Non-Promoter Seller 1")	No	39,52,600	10.69%	Nil	N.A.



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
	<i>CIN:</i> U24100TG2020PTC141937 <i>PAN:</i> AATCA7176P <i>Address:</i> 4-7-64/A1/1, Saraswathi Block, Triveni Complex, Hyderabad-500013. Telangana.					
2.2.	Mrs. Vustala Pushpalatha ("Non-Promoter Seller 1") <i>PAN:</i> AKMPV3345F <i>Address:</i> Plot No. 53, Street No. 8, Road No. 13, Ravindranagar Colony, Near Sai Baba Temple, Habsiguda, Amberpet, Hyderabad-500013. Telangana.	No	30,00,000	8.11%	Nil	N.A.
	Total		69,52,600	18.80%	Nil	N.A.

5. DETAILS OF THE TARGET COMPANY:

- 5.1. **Name** : Oxygenta Pharmaceutical Limited
- 5.2. **CIN** : L24110TG1990PLC012038
- 5.3. **ISIN** : INE102E01018
- 5.4. **Registered Office Address** : Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak, Telangana-502 291, India.
- 5.5. **Stock Exchange(s) where listed** : The equity shares are listed on BSE Limited ("BSE") (Scrip Code: 524636 and Symbol: OXYGENTAPH)

6. OTHER DETAILS:

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published in the newspapers, within 5 (five) Working Days of this PA as required under Regulation 13(4) and Regulation 14(3) of the SEBI (SAST) Regulations, i.e., on or before April 18, 2024.
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Acquirer accept full responsibility for the information contained in this PA, and undertake that they are aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer confirm that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.5. All the information pertaining to the Target Company has been obtained from publicly available sources and confirmations from the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.



6.6. In this Public Announcement, all references to “₹” are references to Indian Rupees.

6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer:



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996

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Sant Janabai Road (Service Lane),

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SEBI Registration No.: INM000012128

Sd/-

M V S Prasad Reddy
("Acquirer")

Date : April 08, 2024

Place : Hyderabad

