

# OXYGENTA PHARMACEUTICAL LIMITED

(CIN: L24110TG1990PLC012038)

Registered Office: Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak, Telangana-502 291.  
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Open Offer for acquisition 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 Target Company, in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011") ("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.

Open Offer for acquisition 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 Target Company, in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011") ("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 Detailed Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited, the Manager to the Offer ("Manager to Open Offer"), for and on behalf of the Acquirer, to the Eligible Equity Shareholders of the Target Company in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3), 15(2) and other applicable regulations of SEBI (SAST) Regulations, 2011 and pursuant to the Public Announcement ("PA") filed with BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and the Target Company on April 08, 2024 through email and submission of hard copy with SEBI on April 10, 2024.

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

- "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;
- "Emerging Voting Share Capital"** means ₹36,98,35,000 Voting Share Capital comprising of 3,69,83,500 equity shares of the Target Company on a fully diluted basis as of the 10<sup>th</sup> (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 intended 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. Devarapalli Venkateswara Reddy and 5,00,000 to Mr. Bandi Saityanarayana Reddy) on April 26, 2023; (iii) 20,00,000 Equity shares to be allotted in the proposed Preferential Issue;
- "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. Rachamalla 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;
- "SEBI (ICDR) Regulations, 2018"** shall mean Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- "SEBI (LODR) Regulations, 2015"** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- "SEBI (SAST) Regulations, 2011"** shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- "SPA"** shall mean Share Purchase Agreement entered between the Acquirer and Promoter Seller on April 08, 2024;
- "MOU"** shall mean the Memorandum of Understanding entered between the Acquirer and Non-Promoter Shareholders on April 08, 2024;
- "Working Day"** means any working day of the Securities and Exchange Board of India ("SEBI").

## ACQUIRER, SELLERS, TARGET COMPANY AND OFFER:

### A. Information about the Acquirer:

- Information about Mr. M V S Prasad Reddy (alias Mr. Mallu Venkata Siva Prasad Reddy) ("Acquirer")**  
Mr. M V S Prasad Reddy, S/o Venkata Subba Reddy Mr. Mallu, aged about 52 years, is presently residing at 9-99, Amaravathi Nagar, Tirupathi, Chittoor-517 502, Andhra Pradesh, India. His Permanent Account Number under Indian Income Tax Act is BDHPM5105P. He holds a degree of Bachelor of Technology in Mechanical Engineering, from Sri Venkateswara University, Tirupathi. He is having 18 years of consulting experience with varied organizations in the United States of America and is a President and CEO of IIT Force LLC, Dallas, Texas, USA. His Contact No. is + 91 99081 47999 and Email ID is prasadmallu@yahoo.com.
- The Acquirer is a registered Overseas Citizen of India and holding a valid registration card. The Equity Shares to be acquired by him by way of SPA, MOU, Preferential Allotment as well as this Open Offer will be on a non-repatriable basis.
- The Acquirer is not part of any group.
- The Net worth of Acquirer is ₹6,538.23 Lakhs as on March 31, 2024 as certified by CA S. Siva Parvathi, (Membership No.: 226087), Proprietor, M/s S. Siva Parvathi & Associates, Chartered Accountants (FRN: 0208725) vide certificate dated April 08, 2024 having office at #202, 2<sup>nd</sup> Floor, Pavani Annexe, Road Number 2, Banjara Hills, Hyderabad, Telangana-500 034. Contact No. is +91 80084 65990 and Email ID is parvathiatgore@gmail.com.
- The Acquirer has not been categorized or declared as: (i) a 'wilful defaulter' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.
- There are no Persons Acting in Concert ("PACs") for the purpose of this Open Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011. However, there are Deemed PACs to the Acquirer, to whom 3,00,000 equity shares (2,00,000 equity shares to Amigos Molecular Solutions Private Limited and 1,00,000 equity share to Mrs. Rachamalla Aparna) aggregating to 0.81% of the Emerging Voting Share Capital of the Target Company are proposed to be allotted in the proposed Preferential Issue.
- The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.
- As on date, the Acquirer is neither holding any kind of stake in the Target Company nor he is having any relationship with/interest in the Target Company, except for (i) SPA with the Promoter of the Company for acquisition of 8,00,000 equity shares representing 2.16% of the Emerging Voting Share Capital of the Target Company; (ii) MOU with the Non-Promoter Shareholders for acquisition of 69,52,600 equity shares representing 18.80% of the Emerging Voting Share Capital of the Target Company; and (iii) Consent to subscribe for 17,00,000 equity shares representing 4.60% of the Emerging Voting Share Capital of the Target Company in the proposed Preferential Issue. Thus, the Acquirer intends to acquire in aggregate 94,52,600 Equity Shares representing 25.56% of the Emerging Voting Share Capital, apart from the acquisition of Equity Shares in this Open Offer from the public.

### B. Information about the Sellers:

- Pursuant to the SPA entered into between the Acquirer and the Promoter Seller on April 08, 2024, the Acquirer has agreed to acquire 8,00,000 equity shares ("**SPA Sale Shares**") having face value of ₹10 each at a price of ₹15 per equity share representing 2.16% of the Emerging Voting Share Capital of the Target Company. The details of the Seller are as under:

Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholder			
		Pre-Transaction		Post Transaction	
		Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
<b>Mr. K Raghavender Rao ("Promoter Seller")</b> 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.
		8,00,000	2.16%	Nil	N.A.
<b>Total</b>					

*Note: 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.*

The total purchase consideration for the above-mentioned SPA is ₹1,20,00,000. The Acquirer has paid an Earnest Money Deposit ("**EMD**") of ₹10,00,000 on execution of the SPA. The balance amount after adjusting the EMD will be paid by the Acquirer to the Seller upon completion of the takeover formalities/payment of consideration to the shareholders who have validly surrendered their shares in the Open Offer.

- Pursuant to MOU entered into between the Acquirer and the Non-Promoter Sellers on April 08, 2024, the Acquirer has agreed to acquire 69,52,600 equity shares ("**MOU Sale Shares**") having face value of ₹10 each at a price of ₹15 per equity share representing 18.80% of the Emerging Voting Share Capital of the Target Company. The details of the Sellers are as under:

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)	<b>Qemiq Pharma Private Limited<sup>(i)</sup> ("Non-Promoter Seller 1")</b> CIN: U24100TG2020PTC141937 PAN: AATCA7176P Address: 4-7-64/A/1/1, Saraswathi Block, Triveni Complex, Hyderabad-500013. Telangana.	No	39,52,600	10.69%	Nil	N.A.
2)	<b>Mrs. Vustala Pushpalatha ("Non-Promoter Seller 2")</b> PAN: AKMPV3345F Address: 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.
	<b>Total</b>		<b>69,52,600</b>	<b>18.80%</b>	<b>Nil</b>	<b>N.A.</b>

<sup>(i)</sup> The name of the Company was changed from ARR Capital Investment Privats Limited to Qemiq Pharma Private Limited and a fresh Certificate of Incorporation was issued by Registrar of Companies, Telangana on 17th day of December 2021.

The total purchase consideration for the above-mentioned MOU is ₹10,42,89,000. The Acquirer has paid an amount of ₹20,00,000 (₹10,00,000 each to Non-Promoter Seller 1 and Non-Promoter Seller 2) on execution of the MOU. The balance amount after adjusting the advance will be paid by the Acquirer to the Sellers on or before June 30, 2024.

- The above-mentioned Equity Shares are lying in the Demat Account of the respective selling shareholders, which shall be transferred to the demat account of the Acquirer in compliance with SEBI (SAST) Regulations, 2011. The duly signed Delivery Instruction Slips are in the custody of the Manager to the Open Offer.
- The above-mentioned Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other Regulations made under the SEBI Act, 1992.

### C. Information about the Target Company-Oxygenta Pharmaceutical Limited ("OPL"/"Target Company"):

- Oxygenta Pharmaceutical Limited ("OPL"/"Target Company"), bearing CIN L24110TG1990PLC012038 was incorporated on November 27, 1990 in the name of "S S Organics Private Limited" and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh, Hyderabad. Thereafter, the Company was converted into a public limited company and the name of the company was changed to "S S Organics Limited" and a fresh Certificate of Incorporation was issued on February 01, 1993 by Registrar of Companies, Telangana, Hyderabad. Subsequently, the name of the Target Company was changed to "Oxygenta Pharmaceutical Limited" and a fresh Certificate of Incorporation was issued on February 10, 2022 by Registrar of Companies, Telangana, Hyderabad.
- The Registered Office is presently situated at Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak, Telangana-502291, India.
- The Target Company is engaged in the business of manufacturing of all class and kinds of Drugs including pharmaceutical preparation, and Organic Fine Chemicals.
- The Authorized Share Capital of the Target Company was ₹35,00,00,000 comprising of 3,50,00,000 Equity

Shares of face value of ₹10 each. The Target Company in its Board Meeting held on April 08, 2024 has approved for an increase in Authorized Share Capital to ₹37,50,00,000 comprising of 3,75,00,000 equity shares having face value of ₹10 each, subject to the approval of Shareholders in the meeting to be held on May 09, 2024. The current paid-up Equity Share Capital of the Target Company is ₹34,38,50,000 comprising of 3,43,85,000 equity shares having face value of ₹10 each fully paid up.

- The Equity Shares of the Target Company is listed on BSE Limited, Mumbai ("**BSE**") having a scrip code as 524636. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(i) of the Regulations. The ISIN of the Target Company is INE102E01018.
- The key financial information of the Target Company based on the Certified Un-Audited Financial Statements for the nine months period ended December 31, 2023 and Audited Financial Statements for Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

(Amount in Lakhs, except EPS)

Particulars	As on December 31, 2023	FY 2022-2023	FY 2021-2022	FY 2020-2021
	Unaudited	Audited	Audited	Audited
Total Revenue (including Other Income)	2,911.93	3,100.52	6,052.94	5,211.83
Profit/(Loss) for the year/period	(1,107.43)	(1,157.10)	(61.05)	292.99
EPS (₹ per share)	(3.64)	(8.15)	(0.48)	2.87
Net Worth/Shareholders' Fund	(2,835.55)	(4,620.00)	(3,462.91)	(3,801.86)

### D. Details of the Offer:

- The Acquirer is giving this Open Offer to acquire up to 96,16,000 fully paid-up equity shares having face value of ₹10 each, representing 26.00% of the Emerging Voting Share Capital of the Target Company at a price of ₹16 per Equity Share ("**Offer Price**") aggregating to ₹15,38,56,000, payable in cash, subject to the terms and conditions set out in the Public Announcement ("**PA**"), this Detailed Public Statement ("**DPS**") and the Letter of Offer ("**LoF**"), which will be sent to the Eligible Equity Shareholders of the Target Company.
- All owners of the Equity Shares of the Target Company registered or unregistered except the Acquirer, existing Promoters/Promoter Group and Deemed PACs with the Acquirer, are eligible to participate in the Offer in terms of Regulation 7(6) of the SEBI (SAST) Regulations, 2011.
- As on date, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011.
- The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
- This Open Offer is not a competing offer in terms of Regulations 20 of SEBI (SAST) Regulations, 2011.
- The Equity Shares of the Target Company which will be acquired by the Acquirer are fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto and the tendering Eligible Equity Shareholders shall have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis.
- As on date, there are no instruments pending for conversion into Equity Shares except 15,00,000 warrants allotted to the Non-Promoters on April 26, 2023 which are intended to be converted on or before the 10th working day from the closure of the Tendering Period.
- The Manager to the Open Offer viz., Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment to act as Manager to the Open Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 (fifteen) days from the date on which the payment of consideration to the Eligible Equity Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn, as the case may be.
- The Acquirer does not have any intention to alienate any significant assets of the Target Company or any of its subsidiaries, if any, whether by way of sale, lease, encumbrance or otherwise outside the ordinary course of business for a period of 2 (two) years after the Offer Period. The Target Company's future policy for disposal of its assets, if any, within two (2) years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011.
- As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on continuous basis for listing. As a result of the acquisition of Equity Shares in this Open Offer, allotment under Preferential Issue, pursuant to the SPA with Promoter Sellers and MOU with Non-Promoter Sellers, the public shareholding in the Target Company will not fall below the minimum level required as per Rule 19A of the SCRR and in compliance with other applicable laws.

### II. BACKGROUND TO THE OFFER:

- The Acquirer has entered into a SPA with the Promoter 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.
- The Acquirer has also entered into a MOU with the Non-Promoter 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 MOU.
- On April 08, 2024, the Board of Directors of the Target Company approved an issue and allotment of 20,00,000 equity shares having face value of ₹10 each representing 5.41% of the Emerging Voting Share Capital of the Target Company at an Issue Price of ₹16 per equity share (including a share premium of ₹6 per equity share) to the Acquirer and Deemed PACs with the Acquirer on Preferential Allotment basis pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018, subject to Statutory/Requisite Approvals from Regulatory Authorities.
- Pursuant to Underlying Transaction mentioned in 1, 2 and 3 above, the Acquirer is making this Open Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 96,16,000 equity shares having face value of ₹10 each, representing 26.00% of the Emerging Voting Share Capital of the Target Company at a price of ₹16 per equity share ("**Offer Price**"), aggregating to ₹15,38,56,000, payable in cash, subject to the terms and conditions set out in the Public Announcement ("**PA**"), this Detailed Public Statement ("**DPS**") and the Letter of Offer ("**LoF**"), which will be sent to the Eligible Equity Shareholders of the Target Company. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer shall have joint control over the Target Company along with the remaining members of the Promoter/ Promoter Group and become one of the Promoter of the Target Company. Further, Deemed PACs to Acquirer will form part of the Promoter Group of the Target Company and the Promoter Shareholder (Mr. K Raghavender Rao) shall ceased to be Promoter of the Target Company and shall be classified as public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations, 2015.
- The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirer may reorganize the present Capital structure of the Company and also further strengthen the Board.
- The Object of the acquisition is to hold majority stake and control over the Management of the Target Company.

### III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirer in the Target Company and the details of their acquisitions are as under:

Particulars	Shareholding as on PA date		Shares agreed to be acquired pursuant to SPA, MOU and Preferential Allotment		Shares acquired between PA date and the DPS date		Shares proposed to be acquired in the Offer (assuming full acceptance)		Post Offer shareholding as on 10th working day after closing of Tendering Period	
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%
Acquirer	Nil	N.A.	94,52,600	25.56	Nil	N.A.	96,16,000	26.00	1,90,68,600	51.56
<b>TOTAL</b>	<b>Nil</b>	<b>N.A.</b>	<b>94,52,600</b>	<b>25.56</b>	<b>Nil</b>	<b>N.A.</b>	<b>96,16,000</b>	<b>26.00</b>	<b>1,90,68,600</b>	<b>51.56</b>

N.A. - Not Applicable.

### IV. OFFER PRICE:

- The Equity Shares of the Target Company are presently listed on BSE Limited, Mumbai ("**BSE**") having Scrip Code as 524636. The ISIN of the Target Company is INE102E01018.
- The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (April 2023 to March 2024) on the Stock Exchange on which the Equity Shares of the Target Company are listed is given below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Average No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Limited	24,34,464	3,20,43,356	7.59%

(Source: www.bseindia.com)

- Based on the above, the equity shares of the Target Company are infrequently traded during twelve (12) calendar months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations, 2011.
- The Offer Price of ₹16 is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011 on the basis of the following:

(Figures in ₹)

Sr. No.	Particulars	Amount
a)	Negotiated Price as per SPA	₹15.00
b)	Negotiated Price as per MOU	₹15.00
c)	Issue and Allotment of Equity Shares in the Preferential Issue	₹16.00
d)	The volume-weighted average price paid or payable per Equity Share for acquisition by the Acquirer, during 52 weeks immediately preceding the date of Public Announcement	N.A.
e)	The highest price paid or payable for any acquisition by the Acquirer, during 26 weeks immediately preceding the date of the Public Announcement	N.A.
f)	The volume-weighted average market price of Equity Shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and the shares are infrequently traded	N.A.
g)	Where the shares are not frequently traded, the price determined by the Valuer taking into account Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares	₹15.86

N.A. - Not Applicable.

- The Fair Value per Equity Share of the Target Company is ₹15.86 as certified by CA A Someswara Rao, Registered Valuer (Registration No.: IBB/VR/02/2019/11544) having office at Flat No. 301, Wayside Residency, Trimala Hills Colony, Manikonda, Hyderabad-500089, vide certificate dated April 08, 2024. His Contact No. is +91 9394690760 and Email IDs are somesha2000@gmail.com and somesh\_a2000@yahoo.com.
- In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Open Offer, the Offer Price of ₹16 per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.
- There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations, 2011.
- As on the date, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) Working Day before the commencement of the tendering period of this Offer in accordance Regulation 18(4) of the SEBI (SAST) Regulations, 2011. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, the SEBI and the Target Company at its registered office of such revision.
- If the Acquirer acquire or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations, 2011, provided that no such acquisition shall be made after the third working day prior to the

commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE and the Target Company at its Registered Office. Such revision would be done in compliance with other formalities prescribed under SEBI (SAST) Regulations, 2011.

- If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of shares of the Target Company in any form.

### V. FINANCIAL ARRANGEMENTS:

- The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 96,16,000 fully paid-up Equity Shares having face value of ₹10 each at a price of ₹16 per Equity Share is ₹15,38,56,000 ("**Maximum Consideration**").
- In accordance with Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has opened a Cash Escrow Account under the name and style of "**OPEN-OPEN OFFER-ESCROW ACCOUNT**" ("**Escrow Account**") with Axis Bank Limited ("**Escrow Banker**") bearing account number 924020021092003 and deposited an amount of ₹4,25,00,000 in cash, being 27.62% of the Maximum Consideration. The Acquirer has authorized the Manager to the Open Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011. The cash deposited in the Escrow Account has been confirmed vide Certificate dated April 15, 2024 issued by the Escrow Banker.
- The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation will be met by the Acquirer through his own resources and no borrowings from any bank and/or financial institution are envisaged. CA S. Siva Parvathi (Membership No.: 226087), Proprietor, M/s S. Siva Parvathi & Associates, Chartered Accountants (FRN: 0208725), having his office at #202, 2nd Floor, Pavani Annexe, Road Number 2, Banjara Hills, Hyderabad, Telangana-500 034. Contact No. is +91 80084 65990 and Email ID is parvathiatgore@gmail.com has certified vide certificate dated April 08, 2024 that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.
- Based on the above, the Manager to the Open Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011; and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.

### VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:

- As on date, to the best of the knowledge of the Acquirer, there are no Statutory Approvals required by him to complete the underlying transaction and this Open Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, this Open Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirer shall make the necessary applications for such Statutory Approvals.
- In the event of non-receipt of any of such Statutory Approvals which may become applicable prior to completion of Open Offer are not received, for reasons outside the reasonable control of the Acquirer, the Acquirer shall have the right to withdraw this Open Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011.  
In the event of withdrawal of this Offer, the Acquirer (through Manager to the Open Offer) shall issue a Public Announcement within two (2) working days of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, Stock Exchange and to the Target Company at its Registered Office.
- In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of the Offer, subject to Acquirer agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirer has the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of the SEBI (SAST) Regulations, 2011.
- If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBS and registered FPIs and FIs