

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

FRONTIER INFORMATICS LIMITED

[Corporate Identification Number: L72200TG1986PLC006644]

UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (“TAKEOVER REGULATIONS”)

OPEN OFFER (“OFFER”) FOR ACQUISITION OF UP TO ~~32,90,352~~(THIRTY TWO LACS NINETY THOUSAND THREE HUNDRED AND FIFTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 1 EACH (“EQUITY SHARES”), REPRESENTING 26% OF THE TOTAL SHARE CAPITAL OF FRONTIER INFORMATICS LIMITED (“TARGET COMPANY”) ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER (“VOTING SHARE CAPITAL”), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF RE. 1/- PER EQUITY SHARE BYMR. RAMA RAO ATCHUTA MULLAPUDI(‘ACQUIRER’).

THIS PUBLIC ANNOUNCEMENT (“PA”) IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED (“MANAGER TO THE OFFER”), FOR AND ON BEHALF OF THE ACQUIRER TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS READ WITH REGULATION 15(1) OF THE TAKEOVER REGULATIONS.

1) **OFFERDETAILS**

1.1 **Offer Size:** The Acquirer hereby makes this Open Offer to all the Public Shareholders of the Target Company, other than the current promoters of the Target Company to acquire up to ~~32,90,352~~(Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only) fully paid equity shares of the Target Company, of face value Re. 1/- each (each an “Offer Share”) representing 26% (twenty six per cent) of the Voting Share Capital (*1,26,55,200 Equity Shares being the total paid up capital of the Target Company as of the 10th working day from the closure of the tendering period), at a price of Re.1(Indian Rupee Oneonly) per Offer Share (“**Offer Price**”) aggregating to Rs. ~~32,90,352~~ (Indian Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two only),(the “**Offer Size**”), subject to the terms and conditions mentioned in this Public Announcement (“PA”), the Detailed Public Statement (“DPS”) and the letter of offer that may be issued in accordance with the Takeover Regulations.

(* on fully diluted capital post preferential allotment)

1.2 **Offer Price/ Consideration:** Re. 1-per Offer Share of face value of Re. 1 each, is calculated in accordance with Regulation 8 of the Takeover Regulations, aggregating to a consideration of Rs. ~~32,90,352~~ (Indian Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Twoonly), assuming full acceptance in the OpenOffer

1.3 **Mode of payment:** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the Takeover Regulations.

1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations.

1.5 There are no Persons Acting in Concert with the Acquirer.

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 /VRs acquired (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	\$ % vis a vis total Voting Share Capital.			
Direct	Resolution passed at the meeting of the Board Directors of the Target Company held on December 04, 2017 for issue of shares to the Acquirer on preferential basis under Section 62 and Section 42 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009 as amended, subject to shareholders and statutory / regulatory approvals	60,00,000	47.41%	60,00,000	Cash	3(1) & 4 of the Takeover Regulations
	Total	60,00,000	47.41%	60,00,000		

\$ Calculated on Voting Share Capital

3) **ACQUIRER/ PAC**

Details	Acquirer	Total
Name of Acquirer/ PAC(s)	Mr. Rama Rao Atchuta Mullapudi	-
Address/ Registered Office	4588 Kentucky DR Plano TX- 75024	-
Name(s) of persons in control / promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Not Applicable	-
Name of the Group, if any, to which the Acquirer/ PAC belongs to	Not Applicable	-

Pre Transaction shareholding		
• Number	NIL	NIL
• % of total sharecapital	NIL	NIL
Proposed shareholding after the acquisition of shares which triggered the OpenOffer	\$60,00,000	*47.41%
Any other interest in the TC	Except the proposed preferential allotment of 60,00,000 Equity Shares in the Target Company, the Acquirer doesn't have any other interests in the Target Company.	

*Calculated on Voting Share Capital

\$ Board Directors of the Target Company in their meeting held on December 04, 2017 have resolved for issue of shares to the Acquirer on preferential basis under Section 62 and Section 42 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009 as amended, subject to shareholders and statutory / regulatory approvals

4) **DETAILS OF SELLING SHAREHOLDERS: NOT APPLICABLE [Refer notes below]**

1. The Promoter and Promoter Group of Target Company currently holds 3,11,395 Equity Shares representing 2.46% of the Voting Share Capital of the Target Company. They have not entered into any agreement with the Acquirer for selling their shareholding and consequently, upon successful completion of Open Offer and subject to compliance of Regulation 31A of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, the shareholding of the Promoter and Promoter Group of Target Company shall be classified under 'Public' category.

2. Mr. V K Premchand has vide letter dated November 27, 2017 on behalf of Promoter and Promoter Group of the Target Company undertaken to relinquish the management control in favor of the Acquirer, subject to completion of the open offer formalities by the Acquirer, receipt of regulatory approvals and shareholders approval.

3. All Promoter and Promoter Group Members except Mr. V. K. Premchand have requested the Target Company to denotify them as Promoter and Promoter Group Members. The same is pending for shareholders approval in the ensuing Annual General Meeting.

5) **TARGET COMPANY**

5.1 **Name:** Frontier Informatics Limited

5.2 **Corporate Identification Number:** L72200TG1986PLC006644

5.3 **Registered Office:** Plot No.235, Sai Sadan, Survey Of India Employees Society, Khanampet, Madhapur, Hyderabad – 500081, India

5.4 **Exchanges where listed:** BSE Limited (*BSE Script Code:531225*)

6) **OTHERDETAILS**

- 6.1 The details of the open offer would be published in the newspapers vide a Detailed Public Statement (“DPS”) on or before December 11, 2017 in compliance with Regulation 13(4) of the Regulations.
- 6.2 The Acquirer undertakes that he is fully aware of and will comply with his obligations, laid down in the Takeover Regulations and that he has adequate financial resources to meet his obligations in relation to the Offer.
- 6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Regulations and is not a competitive bid in terms of Regulation 20 of the Regulations.
- 6.4 Completion of the Offer is subject to receipt of statutory approvals required, if any.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER



SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

[Corporate Identification Number: U67120MH2007PTC166711]

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SEBI Registration Number: INM 000011211;

Contact Person: Amit Wagle/Varsha Gandhi

ACQUIRER

MR. RAMA RAO ATCHUTA MULLAPUDI

Address: 4588 Kentucky DR Plano TX- 75024; Email: ramarao@aol.com

Sd/-

(Signed by Mr. V S R R Prasad, for and on behalf of the Acquirer, holding Specific Power of Attorney dated, November 10, 2017)

Place: Hyderabad

Date: December 04, 2017