

# POST-OFFER PUBLIC ANNOUNCEMENT

## IN TERMS OF REGULATION 18(12) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF RUIA AQUACULTURE FARMS LIMITED

(CIN: L05000MH1992PLC067862)

Registered Office: 18/2, Ruia House, Sainath Road, Malad (West), Mumbai 400064, Maharashtra, India.

Tel. No. +91-22-28884546; Email: ruiaaquaculturefarmsltd@gmail.com; Web: www.ruiaaquaculturefarmsltd.com

This Post Offer advertisement ("Post-Offer PA") is being issued by Systematix Corporate Services Limited ("Manager to the Offer"), on behalf of M/s. Air Control India Private Limited ("Acquirer 1"); M/s. Dewpoint Air and Systems Engineering Private Limited ("Acquirer 2"); Mr. Ashok Bhalchandra Patil ("Acquirer 3") and Mr. Nachiket Ashok Patil ("Acquirer 4") (Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 are collectively referred to as "the Acquirers"), pursuant to Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (the "Takeover Regulations") in respect of the Open Offer ("the Offer") to acquire upto 13,00,000 fully paid-up equity shares of ₹10/- each (the "Equity Shares") at a price of ₹ 21.00/- (Rupees Twenty One only) per Equity Share, representing 26.00% of the total Issued, Subscribed and Paid up equity capital of Ruia Aquaculture Farms Limited (the "Target Company"). The Detailed Public Statement ("DPS") with respect to the aforementioned Offer was published on September 11, 2017 in the following newspapers:

Newspaper	Language	Editions
The Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Apla Mahanagar	Marathi	Mumbai Edition

The terms used but not defined in this Post-Offer PA shall have the same meanings assigned to them as in the PA, the DPS, the Letter of Offer (LOF) and the Offer Opening PA.

The Shareholders of the Target Company are requested to kindly note the following information relating to the Offer:

- Name of the Target Company : Ruia Aquaculture Farms Limited
- Name of the Acquirers :
  - M/s. Air Control India Private Limited
  - M/s. Dewpoint Air and Systems Engineering Private Limited
  - Mr. Ashok Bhalchandra Patil
  - Mr. Nachiket Ashok Patil
- Name of the Manager to the Offer : Systematix Corporate Services Limited
- Name of the Registrar to the Offer : Purva Share Registry (India) Private Limited
- Offer Details
  - Date of Opening of the Offer : November 09, 2017 (Thursday)
  - Date of Closure of the Offer : November 22, 2017 (Wednesday)
- Date for communicating the rejection / acceptance of Equity Shares in the Offer and /or corresponding payment for the acquired Equity Shares and / or refund or credit of the rejected share certificate(s) or Equity Shares to corresponding Shareholders or accounts holders : November 29, 2017 (Wednesday)
- Details of Acquisition :

Sl. No.	Particulars	Proposed in the Offer Document		Actuals	
7.1	Offer Price • Fully Paid-up Shares • Partly Paid-up Shares	₹ 21.00/- per Equity Share Not applicable		₹ 21.00/- per Equity Share Not applicable	
7.2	Aggregate number of shares tendered	13,00,000		8,39,200	
7.3	Aggregate number of shares accepted	13,00,000		8,38,700 <sup>®</sup>	
7.4	Size of the Offer (Number of shares multiplied by Offer Price per share).	₹ 2,73,00,000/-		₹ 1,76,12,700/-	
7.5	Shareholding of the Acquirers before Agreement / Public Announcement • Number • % of Fully Diluted Equity Share Capital & Voting Capital	NIL NIL		NIL NIL	
7.6	Shares Acquired by way of Agreement • Number • % of total Share Capital & Voting Capital	31,39,800* (62.80%)		31,39,800* (62.80%)	
7.7	Shares Acquired by way of Open Offer • Number • % of total Share Capital & Voting Capital	13,00,000 (26.00%)		8,38,700 (16.77%)	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	NIL Not Applicable Not Applicable		NIL Not Applicable Not Applicable	
7.9	Post offer shareholding of the Acquirers • Number • % of total Share Capital & Voting Capital	44,39,800 (88.80%)		39,78,500 (79.57%)	
7.10	Pre & Post offer shareholding of the Public • Number • % of total Share Capital & Voting Capital	Pre-Offer 18,60,200 (37.20%)	Post-Offer 5,60,200 (11.20%)	Pre-Offer 18,60,200 (37.20%)	Post-Offer 10,21,500 (20.43%)

### Note:

- @ 500 physical Shares were rejected in the Offer by Registrar to the Offer as they did not receive any documents post bidding till the due date of acceptance of document from the two shareholders.
- \*Agreement indicates the Share Purchase Agreement (SPA).
- The Acquirers have completed the acquisition of the Sale Shares on November 29, 2017 in compliance with Regulation 22(1) of the Takeover Regulations.
  - Post acquisitions of the Open Offer Shares and the Sale Shares, the combined shareholding of the Acquirers in the Target Company is increased to 79.57% due to which minimum public shareholding (MPS) has been breached. However, the Acquirers have confirmed they will take necessary actions to maintain the MPS in accordance with applicable regulations.
  - The Acquirers (alongwith it's Directors, where applicable) are severally and jointly accept full responsibility for the information contained in this Post-Offer PA and also for the obligations under the Takeover Regulations.
  - A copy of this Post-Offer PA will be available on the websites of SEBI and BSE and at the registered office of the Target Company.

### ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

 <b>SYSTEMATIX GROUP</b> Investments Re-defined	<b>Systematix Corporate Services Limited</b> CIN: L91990MP1985PLC002969; SEBI Registration No.: INM 000004224 The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G - Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai - 400 051, Maharashtra. Tel. No: +91-22-6704 8000; Fax No. +91-22-6704 8022 Email: investor@systematixgroup.in; Website: www.systematixgroup.in Contact Person: Mr. Amit Kumar
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Sd/-

**Ashok Bhalchandra Patil**

(In his individual capacity and as Constituted Attorney of the other Acquirers)

Place: Mumbai.

Date: December 05, 2017.