Post Open Offer Report under Regulation 27(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER MADE BY DR. SRI KAKARLAPUDI SRIHARI RAJU (“ACQUIRER 1”) AND VEERAT FINANCE & INVESTMENT LIMITED (“ACQUIRER 2”) (HEREINAFTER COLLECTIVELY REFERRED TO AS “ACQUIRERS”) TO ACQUIRE SHARES OF EVEREST ORGANICS LIMITED (“TARGET COMPANY”)

A. Names of the parties involved

1.	Target Company (TC)	Everest Organics Limited
2.	Acquirers	Dr. Sri Kakarlapudi Srihari Raju and Veerat Finance & Investment Limited
3.	Persons acting in concert with Acquirers (PAC(s))	Not Applicable
4.	Manager to the Open Offer	Corporate Professionals Capital Private Limited
5.	Registrar to the Open Offer	Cameo Corporate Services Limited

B. Details of the offer – Not Applicable

- **Whether conditional offer –** No
- **Whether voluntary offer –** No
- **Whether competing offer –** No

C. Activity Schedule

Sl. No.	Activity	Due dates as Specified in the SAST Regulations	Actual Dates
1.	Date of the Public Announcement (PA)	July 30, 2016, Saturday	July 30, 2016, Saturday
2.	Date of publication of the Detailed Public Statement (DPS)	August 05, 2016, Friday	August 05, 2016, Friday
3.	Date of filing of draft letter of offer (LOF) with SEBI	August 11, 2016, Thursday	August 11, 2016, Thursday
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	August 11, 2016, Thursday	August 11, 2016, Thursday
5.	Date of receipt of SEBI comments	September 06, 2016, Tuesday	October 03, 2016, Monday
6.	Date of dispatch of LOO to the shareholders / custodian in case of	September 19, 2016, Monday	October 14, 2016, Friday

	Depositary Receipts		
7.	Dates of price revisions / offer revisions (if any)	September 20, 2016, Tuesday	October 17, 2016, Monday
8.	Date of publication of recommendation by the independent directors of the TC	September 21, 2016, Wednesday	October 18, 2016, Tuesday
9.	Date of issuing the offer opening advertisement	September 23, 2016, Friday	October 20, 2016, Thursday
10.	Date of commencement of the tendering period	September 26, 2016, Monday	October 21, 2016, Friday
11.	Date of expiry of the tendering period	October 07, 2016, Friday	November 04, 2016, Friday
12.	Date of making payments to shareholders / return of rejected shares	October 25, 2016, Tuesday	November 21, 2016, Monday

Reason for delays beyond the due dates: *The observation letter from SEBI received on October 03, 2016, Monday, whereas the expected date for the same was September 06, 2016, Tuesday.*

D. Details of the payment consideration in the open offer

(Value in Rs. Lacs)

Sl. No.	Item	Details
1.	**Offer Price** for fully paid shares of TC (Rs. per share)	Rs. 18.00 per share
2.	**Offer Price** for partly paid shares of TC, if any	Not Applicable
3.	**Offer Size** (no. of shares x offer price per share)	Rs. 37,440,000/-
4.	**Mode of payment of consideration** (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5.	**If mode of payment is other than cash, i.e. through shares / debt or convertibles:**	
a.	**Details of offered security** • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the security	NA
b.	**Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	NA

E. Details of market price of the shares of TC

1. **Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC**

The Equity Shares of the Target Company were listed on BSE Limited ("BSE") and Hyderabad Stock Exchange Limited ("HSE"), later HSE got derecognized vide SEBI order dated January 25, 2013. At present the equity shares of Target Company are listed and traded on BSE and are **infrequently traded** within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).

2. **Details of Market Price of the shares of TC are the aforesaid Stock Exchange in the following format:**

Sr. No.	**Particulars**	**Date**	**Rs. per share**
			BSE
1.	1 trading day prior to the PA date	July 29, 2016, Friday	Nil
2.	On the date of PA	July 30, 2016, Saturday	Nil
3.	On the date of commencement of the tendering period	October 21, 2016, Friday	61.15
4.	On the date of expiry of the tendering period	November 04, 2016, Friday	73.35
5.	10 working days after the last date of the tendering period	November 21, 2016, Monday	49.20
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	October 21, 2016 to November 04, 2016	70.05

F. Details of escrow arrangements

1. Details of creation of Escrow account, as under:

	Date(s) of creation	**Amount**	**Form of escrow account (Cash or Bank guarantee (BG) or Securities)** (In case escrow consists of BG or securities, at least 1 % consideration is to be deposited in cash; the same may be indicated separately)
Escrow Account	August 01, 2016, Monday	Acquirers have deposited cash of Rs. 9,360,000 (Rupees Ninety Three Lacs and Sixty Thousand Only) being equal to 25% of the Total Consideration payable	Cash

2. **For such part of escrow account, which is in the form of cash, give following details:**

i. **Name of the Scheduled Commercial Bank where cash is deposited:** Kotak Mahindra Limited

ii. **Indicate when, how and for what purpose the amount deposited in escrow account was released, as under**

Release of escrow account		
Purpose	**Date**	**Amount (Rs)**
Transfer to Special Escrow Account, if any	November 08, 2016	3,240
Amount released to Acquirers • Upon withdrawal of Offer • Any other purpose (to be clearly specified) • Other entities on forfeiture	Not Applicable	Nil

3. **For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details:**

<u>For Bank Guarantee</u>

Name of Bank	Amount of Bank Guarantee	Date of creation/ revalidation of Guarantee	Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

<u>For Securities</u>

Name of company whose security is deposited	Type of security	Value of securities as on date of creation of escrow account	Margin considered while depositing the securities	Date of Release if applicable	Purpose of release
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

G. Details of response to the open offer

Shares proposed to be acquired	Shares tendered	Response level (no of times)	Shares accepted	Shares rejected

No	% to total diluted share capital of TC	No	% w.r.t (A)	(C) / (A)	No.	% w.r.t (C)	No = (C) - (F)	Reasons
A.	B.	C.	D.	E.	F.	G.	H.	I.
2,080,000 Equity Shares	26.00 %	280 Equity Shares	0.01%	0.00%	180 Equity Shares	0.00%	100	Old Share Certificates

H. Payment of Consideration

Due date for paying consideration to shareholders whose shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
November 21, 2016, Monday	November 11, 2016, Friday	Not Applicable

- **Details of special account where it has been created for the purpose of payment to shareholders:** CPCPL-EOL-OPEN OFFER SPECIAL RUPEE ACCOUNT

- **Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted**:

Mode of paying the consideration	No. of Shareholders	Amount of Consideration (Rs. lacs)
Physical mode	Not Applicable	Not Applicable
Electronic mode (ECS/ direct Transfer, etc.)	03	Rs. 3,240/-

I. Pre and post offer Shareholding of Acquirers in TC

	Shareholding of Acquirers	No of shares	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	733,500	9.17%*
2.	Shares acquired by way of an agreement/ preferential allotment, if applicable	Nil	NA

3.	Shares acquired after the PA but before 3 business days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	4,661,720#	58.27%*
4.	Shares acquired in the open offer	180	0.00%*
5.	Shares acquired during exempted 21-day period after offer (if applicable)	Nil	NA
6.	Post - offer shareholding	5,395,400	67.44%*

Note:

(*) These percentages have been calculated on the expanded paid up equity share capital of the Target Company i.e. 8,000,000 (Eighty Lacs) Equity Shares of Rs.10/- each.

(#) These shares also include 711,720 (Seven Lacs Eleven Thousand Seven Hundred and Twenty) warrants, which are convertible into equal number of Equity Shares.

J. Give further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table -

1.	Name(s) of the entity/ individual who acquired the shares	Dr. Sri Kakarlapudi Srihari Raju and Veerat Finance & Investment Limited
2.	Whether disclosure about the above entity(s) was given in the LOF as either Acquirers or PAC.	Yes
3.	No of shares acquired	180 Equity Shares
4.	Purchase price per share	Rs. 18.00/- per share
5.	Mode of acquisition	Demat
6.	Date of acquisition	November 10, 2016, Thursday
7.	Name of the Sellers in case identifiable	Annexure - A

K. Pre and post offer Shareholding Pattern of the Target Company

		Shareholding in a TC			
	Class of entities	**Pre- offer**		**Post offer (Actuals)**	
		No.	**%***	**No.**	**%****
1.	Acquirers	733,500	21.97	5,395,400	67.44
2.	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)	Nil	NA	Nil	NA
3.	Continuing Promoters	433,764	12.99	433,764	5.42
4.	Sellers if not in 1 and 2	Nil	NA	Nil	NA
5.	Other Public Shareholders	2,171,016	65.03	2,170,836	27.14

	TOTAL	**3,338,280**	**100.00**	**8,000,000**	**100.00**

Note:

(*) These percentages have been calculated on the basis of present equity share capital of the Target Company i.e. 3,338,280 (Thirty Three Lacs Thirty Eight Thousand Two Hundred and Eighty) Equity Shares of Rs.10/- each.

(#)These percentages have been calculated on the expanded paid up equity share capital of the Target Company i.e. 8,000,000 (Eighty Lacs) Equity Shares of Rs.10/- each.

L. Details of Public Shareholding in TC

1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing.	2,000,000 Equity Shares	25.00%
2.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the further steps which will take in accordance with the disclosures given in the LOF.	2,170,836 Equity Shares	27.14%

M. Other relevant information, if any

Manager to the Offer

Corporate Professionals

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED
D-28, South Extn. Part-1, New Delhi – 110049
Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma
Ph.: 91-11-40622228/ 91-11-40622248, Fax: 91-11-40622201
Email: manoj@indiacp.com/ruchika.sharma@indiacp.com
SEBI Regn. No: INM000011435

Date: November 21, 2016
Place: New Delhi

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