

## LETTER OF OFFER ("LOF")

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as Equity Shareholder(s) of Frontier Informatics Limited ("Target Company"). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have sold your Equity Shares in the Target Company, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, and the transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

#### OPEN OFFER BY

**Mr. Ramarao Atchuta Mullapudi ("Acquirer")**

**Address:** 4588, Kentucky DR Plano, Texas- 75024, United States of America

To the Shareholder(s) of

**FRONTIER INFORMATICS LIMITED ("Target Company")**

**Registered Office:** Plot No.235, Sai Sadan, Survey of India Employees Society, Khanampet, Madhapur, Hyderabad - 500081, Telangana, India.

**Tel:** 040-65178456 **Email:** [frontier@fitlindia.com](mailto:frontier@fitlindia.com) **Website:** [www.fitlindia.com](http://www.fitlindia.com);

**Corporate Identification Number:** L72200TG1986PLC006644

To acquire upto **32,90,352** (Thirty Two Lacs Ninety Thousand Three Hundred And Fifty Two Only) Equity Shares of the face value of ₹ 1 each ("Offer Shares"), representing **26%** of the total Equity Share Capital of the 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 ₹ 1 per equity share ("Offer Price").

#### Please Note:

1. This Offer is being made by the Acquirer pursuant to regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("Takeover Regulations").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of Takeover Regulations.
3. This Open Offer is not a competing offer in terms of regulation 20 of the Takeover Regulations.
4. **There has been no competing offer as on the date of this Letter of Offer.**
5. To the best of the knowledge of the Acquirer, there are no statutory approvals required for the purpose of this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirer, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. February 15, 2018 the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website: [www.sebi.gov.in](http://www.sebi.gov.in).

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b><br>605, Sixth Floor, Centre Point, J. B. Nagar,<br>Andheri (East), Mumbai - 400 059, India;<br><b>Tel. No.:</b> +91 22 4082 0914/906;<br><b>Fax No.:</b> +91 22 4082 0999;<br><b>Email id:</b> <a href="mailto:openoffers@saffronadvisor.com">openoffers@saffronadvisor.com</a> ;<br><b>Website:</b> <a href="http://www.saffronadvisor.com">www.saffronadvisor.com</a> ;<br><b>Investor grievance:</b><br><a href="mailto:investorgrievance@saffronadvisor.com">investorgrievance@saffronadvisor.com</a> ;<br><b>SEBI Registration Number:</b> INM 000011211;<br><b>Contact Person:</b> Amit Wagle/Varsha Gandhi | <b>KARVY COMPUTERSHARE PRIVATE LIMITED</b><br>Karvy Selenium, Tower- B, Plot No. 31 & 32,<br>Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032<br><b>Tel. No.:</b> + 91 40- 67162222/18003454001; (D);<br><b>Fax No.:</b> +91 40- 23431551<br><b>E-mail:</b> <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> ;<br><b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a> ;<br><b>SEBI Registration Number:</b> INR000000221;<br><b>Contact Person:</b> Mr. Murali Krishna M |

## SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

| <b>Activity</b>                                                                                                                                                    | <b>Day and Date<br/>[Original]</b> | <b>Day and Date<br/>[Revised]</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------|
| Public Announcement (PA)                                                                                                                                           | Monday ,December 04, 2017          | Monday ,December 04, 2017         |
| Publication of DPS in the newspapers                                                                                                                               | Monday ,December 11, 2017          | Monday ,December 11, 2017         |
| Filing of the draft letter of offer with SEBI                                                                                                                      | Monday ,December 18, 2017          | Monday ,December 18, 2017         |
| Last date for a competitive bid                                                                                                                                    | Tuesday, January 02, 2018          | Tuesday, January 02, 2018         |
| Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer) | Tuesday, January 09, 2018          | Thursday, February 01, 2018       |
| Identified Date*                                                                                                                                                   | Thursday, January 11, 2018         | Monday, February 05, 2018         |
| Letter of Offer to be dispatched to shareholders                                                                                                                   | Thursday, January 18, 2018         | Monday, February 12, 2018         |
| Last date for revising the Offer price/ number of shares                                                                                                           | Monday, January 22, 2018           | Thursday, February 15, 2018       |
| Last Date by which the committee of the independent directors of the Target Company shall give its recommendation                                                  | Tuesday, January 23, 2018          | Friday, February 16, 2018         |
| Date of publication of Offer Opening Public Announcement                                                                                                           | Wednesday, January 24, 2018        | Tuesday, February 20, 2018        |
| Date of commencement of Tendering Period (Offer Opening Date)                                                                                                      | Thursday, January 25, 2018         | Wednesday, February 21, 2018      |
| Date of Expiry of Tendering Period (Offer Closing Date )                                                                                                           | Thursday, February 08, 2018        | Wednesday, March 07, 2018         |
| Last Date for completion of all requirements including payment of consideration                                                                                    | Tuesday, February 26, 2018         | Wednesday, March 21, 2018         |

*\* Identified Date is only for the purpose of determining the names of the Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirer and Promoter group shareholders of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

**I. RISK FACTORS RELATING TO THE TRANSACTION**

- To the best of the knowledge and belief of the Acquirer, there are no other statutory or regulatory approvals required by the Acquirer to complete this Open Offer. However, in case of any statutory or regulatory approvals being required by the Acquirer at a later date, this Open Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) of the Takeover Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirer shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the Takeover Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
- The Target Company has made an application to BSE vide letter dated January 22, 2018 for obtaining In- Principle Approval for issue and allotment of 60,00,000 equity shares to be issued on a preferential basis to the Acquirer in terms of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. BSE approval for the same is pending. In terms of and in accordance with Regulation 23(1) of the Takeover Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirer, the Open Offer would stand withdrawn. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the Takeover Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

**II. RISKS RELATING TO THE OFFER**

- This Open Offer is an offer to acquire not more than 26% of the Voting Share Capital of the Target Company from the Eligible Shareholders. In the case of Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.
- In the event that either: (a) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirer from performing his obligations hereunder, or (b) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity Shares not accepted under the Offer by the Acquirer may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the Takeover Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to

pay interest to the validly tendering Shareholders.

- The Equity Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirer makes no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer / Detailed Public Statement / Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirer, or the Manager to the Offer) would be doing so at his/her/their own risk.
- Shareholders should note that the Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.
- This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

### **III. Risks relating to Acquirer and the Target Company**

- Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.
- The Acquirer cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and the Acquirer expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

***The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer, but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by a Shareholder. The Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.***

## INDEX

| <b><i>Sr. No.</i></b> | <b><i>Description</i></b>                            | <b><i>Page No.</i></b> |
|-----------------------|------------------------------------------------------|------------------------|
| 1.                    | Key Definitions                                      | 6                      |
| 2.                    | Disclaimer Clause                                    | 8                      |
| 3.                    | Details of the Offer                                 | 9                      |
| 4.                    | Object of the Acquisition/Offer                      | 13                     |
| 5.                    | Background of the Acquirer                           | 14                     |
| 6.                    | Background of the Target Company                     | 16                     |
| 7.                    | Terms & Conditions of the Offer                      | 24                     |
| 8.                    | Procedure for Acceptance and Settlement of the Offer | 26                     |
| 9.                    | Documents for Inspection                             | 30                     |
| 10.                   | Declaration by the Acquirer                          | 32                     |
| 11.                   | Form of Acceptance-cum-Acknowledgement               | -                      |

## I. KEY DEFINITIONS

|                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Acquirer</b>                              | Mr. Ramarao Atchuta Mullanpudi residing at 4588, Kentucky DR Plano, Texas - 75024, United States of America.                                                                                                                                                                                                                                                                                                                                                           |
| <b>Board of Directors</b>                    | Board of directors of the Target company                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>BSE</b>                                   | BSE Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>CDSL</b>                                  | Central Depository Services (India) Limited                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Companies Act</b>                         | The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.                                                                                                                                                                                                                                                                                                                                  |
| <b>Depositories</b>                          | CDSL and NSDL                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Detailed Public Statement/ DPS</b>        | Detailed Public Statement dated December 08, 2017 issued by the Manager to the Offer, on behalf of the Acquirer, in relation to the Offer and published in all editions of Business Standard (English), Business Standard (Hindi), Mumbai Tarun Bharat (Marathi) and Nav Telangana (Telugu) on December 11, 2017 in accordance with the regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the Takeover Regulations. |
| <b>DP</b>                                    | Depository participant                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Equity Share(s)/ Share(s)</b>             | The fully paid up equity share(s) of the Target Company having a face value of ₹ 1 (Rupee One) per equity share                                                                                                                                                                                                                                                                                                                                                        |
| <b>Equity Share Capital</b>                  | The Issued, Subscribed and Paid Up Equity Share Capital of the Target Company is ₹ 66,55,200 comprising of 66,55,200 Equity Shares of face value ₹ 1 each.                                                                                                                                                                                                                                                                                                             |
| <b>Escrow Agreement</b>                      | Escrow Agreement entered between the Acquirer, Escrow Agent and Manager to the Offer                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Escrow Bank / Escrow Agent</b>            | ICICI Bank Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>FEMA</b>                                  | The Foreign Exchange Management Act, 1999, as amended or modified from time to time                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>FII(s)</b>                                | Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors                                                                                                                                                                                                       |
| <b>FIPB</b>                                  | Foreign Investment Promotion Board                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Form of Acceptance-cum-Acknowledgment</b> | Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Identified Date</b>                       | Monday, February 05, 2018 i.e., the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent                                                                                                                                                                                                                                  |
| <b>Letter of Offer/ LOF</b>                  | The Letter of Offer, duly incorporating SEBI's comments on the Letter of Offer, including the Form of Acceptance-cum-Acknowledgement                                                                                                                                                                                                                                                                                                                                   |
| <b>LODR Regulations</b>                      | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015                                                                                                                                                                                                                                                                                                                                                             |
| <b>Manager to the Offer</b>                  | Saffron Capital Advisors Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>NECS</b>                                  | National Electronic Clearing System                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>NEFT</b>                                  | National Electronic Funds Transfer                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>NRI</b>                                   | Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended                                                                                                                                                                                                                                                                                                                                                                  |
| <b>NSDL</b>                                  | National Securities Depository Limited                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>OCB</b>                                   | Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Offer/Open Offer</b>                      | The Offer being made by the Acquirer for acquiring upto <b><u>32,90,352</u></b> (Thirty Two Lacs Ninety Thousand Three Hundred And Fifty Two Only)                                                                                                                                                                                                                                                                                                                     |

|                               |                                                                                                                                                                                                                           |
|-------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                               | Equity Shares representing 26% of the Total Equity Share Capital, from the Public Shareholders at the Offer Price payable in cash.                                                                                        |
| <b>Offer Consideration</b>    | The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 32,90,352 (Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only)                                                    |
| <b>Offer Period</b>           | Period commencing from December 04, 2017 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be. |
| <b>Offer Price</b>            | ₹ 1 (Rupee One Only) per Equity Share                                                                                                                                                                                     |
| <b>Offer Size</b>             | Up to <u>32,90,352</u> (Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only) Equity Shares representing 26% of the Voting Share Capital of the Target Company.                                        |
| <b>Public Announcement/PA</b> | Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirer on December 04, 2017 in accordance with Takeover Regulations                                                             |
| <b>RBI</b>                    | Reserve Bank of India                                                                                                                                                                                                     |
| <b>Registrar to the Offer</b> | Karvy Computershare Private Limited                                                                                                                                                                                       |
| <b>SCRR</b>                   | Securities Contract (Regulations) Rules, 1957, as amended                                                                                                                                                                 |
| <b>SEBI</b>                   | Securities and Exchange Board of India                                                                                                                                                                                    |
| <b>SEBI Act</b>               | SEBI Act, 1992, as amended                                                                                                                                                                                                |
| <b>Stock Exchange</b>         | BSE Limited                                                                                                                                                                                                               |
| <b>Target Company</b>         | Frontier Informatics Limited having its registered office at Plot No.235, Sai Sadan, Survey Of India Employees Society, Khanampet, Madhapur, Hyderabad - 500081, Telangana, India.                                        |
| <b>Tendering Period</b>       | Wednesday, February 21, 2018 to Wednesday, March 07, 2018                                                                                                                                                                 |
| <b>Voting Share Capital</b>   | The Issued, Subscribed and Paid Up Equity Share Capital of the Target Company is ₹ 1,26,55,200 comprising of 1,26,55,200 Equity Shares of face value ₹ 1 each.                                                            |
| <b>Working Day</b>            | Working days of SEBI                                                                                                                                                                                                      |

## II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF FRONTIER INFORMATICS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 15, 2017 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”



### III. DETAILS OF THE OFFER

#### A) Background of the Offer

1. This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirer in compliance with Regulations 3(1) and 4 of and other applicable provisions of the Takeover Regulations, to acquire 26% of the voting rights accompanied with management control of the Target Company.
2. The Board of Directors of the Target Company in their meeting held on December 04, 2017 have subject to receipt of shareholders approvals and other applicable approvals, resolved to allot 60,00,000 equity shares on preferential basis to the Acquirer at a price of Re.1 per equity share in terms of Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009. Shareholders of the Target Company in their meeting held on December 29, 2017 have given their approval for the said preferential allotment. Target Company has made application dated January 22, 2018 with BSE for obtaining In Principle approval (“BSE Approval”) for the said preferential allotment and the same is still pending. Post receipt of BSE Approval the Acquirer shall hold 60,00,000 equity shares representing 47.41% of the Voting Share capital of the Target Company post Preferential Allotment.
3. The pre and post Preferential Allotment capital of the Target Company would be as follows:

| Particulars                     | No of Equity Shares | Nominal Value (₹) |
|---------------------------------|---------------------|-------------------|
| Pre Preferential Allotment      | 66,55,200           | 66,55,200         |
| Proposed Preferential Allotment | 60,00,000           | 60,00,000         |
| Post Preferential Allotment     | 1,26,55,200         | 1,26,55,200       |

4. The Acquirer hereby makes this Offer to Public Shareholders of the Target Company (other than the Promoter and Promoter Group members) to acquire Offer Shares, representing in aggregate 26% of the Voting Share Capital of the Target Company at a price of ₹ 1 (Rupee One only) per fully paid up equity share (“Offer Price”) payable in cash subject to the terms and conditions mentioned in the PA and in the letter of offer that will be circulated to the shareholders in accordance with the Takeover Regulations (“Letter of Offer”).
5. The Target Company has been in the business for about 30 years and has over 11,000 public shareholders. By acquiring shares and control over the Target Company the Acquirer plans to increase the value of the Target Company by focusing business on Oracle Cloud applications and acquisitions to grow the revenue. The Acquirer plans to raise additional capital for the growth of the Target Company and believes that the Target Company has lot of potential to grow and benefit all stakeholders.
6. The proposed change in control is not through an arrangement.
7. The Offer Price is payable in cash, in accordance with Regulation 9 (1) of the Takeover Regulations.
8. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
10. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal.
11. The Acquirer confirms that he is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
12. The Acquirer shall become the director of the Target Company after the Offer. The performance of the existing directors of the Target Company will be evaluated by the Acquirer and recommendation of board of directors, if any, will be done subject to ratification by shareholders.

12. 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.
13. 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.
14. 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. Shareholders of the Target Company have approved the same in the Annual General Meeting. Target Company has made application dated January 08, 2018 with BSE for seeking its approval for the said denotification. BSE approval is still pending.
15. The Committee of Independent Directors on the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Friday, February 16, 2018.

**B) Details of the proposed Offer:**

1. The Public Announcement announcing the Open offer, under Regulation 3(1) and Regulation 4 was made on December 04, 2017 to BSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office
2. The Acquirer has published the DPS on December 11, 2017 which appeared in the following newspapers:-

| <i>Sr. no.</i> | <i>Newspapers</i>   | <i>Language</i> | <i>Editions</i>                                    |
|----------------|---------------------|-----------------|----------------------------------------------------|
| 1              | Business Standard   | English & Hindi | All Editions                                       |
| 2              | Mumbai Tarun Bharat | Marathi         | Mumbai                                             |
| 3              | Nav Telangana       | Telugu          | Hyderabad- Registered office of the target company |

A copy of the DPS is also available on the SEBI's website: [www.sebi.gov.in](http://www.sebi.gov.in)

3. Pursuant to the Open Offer, the Acquirer proposes to acquire **32,90,352** Equity Shares representing 26% of the fully paid up Voting Share Capital of the Target Company, as of the tenth (10th) working day from the closure of the tendering period, at the Offer Price of ₹ 1, (Rupee One only) per Equity Share, to be paid in cash, in accordance with the Takeover Regulations and subject to the terms and conditions set out in the Letter of Offer.
4. The Offer is being made to all the Public Shareholders of the Target Company (other than the Promoter and Promoter Group Members and the Acquirer). All Equity Shares validly tendered in the Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this Letter of Offer. The Equity Shares to be acquired under the Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
5. The Acquirer has deposited 100% of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulation 22(2A) of the Takeover Regulations. Accordingly, the Acquirer intends to obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS and complete the acquisition of Equity Shares proposed to be allotted to him pursuant to Regulation 74(3) of the extant SEBI (ICDR) Regulations, 2009. Further, in accordance with Regulation 24(1) of the Takeover Regulations, the Acquirer may make changes to the current board of directors of the Target Company by appointing either himself and/or his nominees to represent him.
6. There are no partly paid-up Equity Shares in the Target Company.
7. The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
8. The Manager to the Offer does not hold any Equity Shares as on the date of this Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
9. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the Takeover Regulations.
10. As on the date of this Letter of Offer, the Acquirer does not hold any Equity Shares in the Target Company
11. The Acquirer confirms that he has not acquired any Equity Shares of Target Company after the date of PA i.e. December 04, 2017, and up to the date of this Letter of Offer.

12. In the event that the Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, the acquisition of Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph VIII of this Letter of Offer.
13. There are no Persons Acting in Concert with the Acquirer in the Open Offer.

#### IV. OBJECT OF THE ACQUISITION/ OFFER

---

1. 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 continue to support the existing business of the Target Company. However, in case the Acquirer intends to build new business it shall be subject to the prior approval of the Shareholders
2. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two 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 Takeover Regulations.
3. The Target Company has been in the business for about 30 years and has over 11,000 public shareholders. By acquiring shares and control over the Target Company the Acquirer plans to increase the value of the Target Company by focusing business on Oracle Cloud applications and acquisitions to grow the revenue. The Acquirer plans to raise additional capital for the growth of the Target Company and believes that the Target Company has lot of potential to grow and benefit all stakeholders.

## V. BACKGROUND OF THE ACQUIRER

### A. MR. RAMARAO ATCHUTA MULLAPUDI (“Acquirer ”)

- (a) Acquirer, aged 53 years, S/o Mr. Sri Raghunayakulu, is residing at 4588, Kentucky DR Plano, Texas - 75024, United States of America, **Email:** ramaraao@aol.com; **Tel:** 0019723356539.
- (b) Acquirer is an Overseas Citizen of India (OCI Card No. A 022983).
- (c) Acquirer is holding a Permanent Account Number- **AOTPM9805Q**.
- (d) Acquirer holds a Bachelor’s Degree in Science and Master’s Degree in Computer Applications from Andhra University. He has completed Owner/President Management Program from Harvard Business School.
- (e) Acquirer is the founder of XTGlobal, Inc, a Company engaged in providing technology services and IT business services. He has an experience of about 30 years in the field of Operations and Finance.
- (f) The details of the ventures promoted/controlled/managed by Acquirer in India as well as in the United States of America are as given hereunder:

| <b>Sr. No.</b> | <b>Name of the Entities</b>                   | <b>Country of incorporation</b> | <b>Nature of Interest</b>              |
|----------------|-----------------------------------------------|---------------------------------|----------------------------------------|
| 1              | Xenosoft Technologies (India) Private Limited | India                           | Non-Executive Director and Shareholder |
| 2              | XT Global Inc                                 | USA                             | Director & CEO                         |
| 3              | Circulus LLC                                  | USA                             | Partner                                |
| 4              | Mullapudi Ventures LLC                        | USA                             | Partner                                |
| 5              | VRM Family Holdings LP                        | USA                             | Member                                 |
| 6              | Sunnyside Enterprises LLC                     | USA                             | Partner                                |

- (g) Acquirer has confirmed that he is not categorized as “willful defaulters” in terms of regulation 2(1)(ze) of the Takeover Regulations.
- (h) The Networth of Acquirer as on November 17, 2017, is **₹9,57,80,200** (Rupees Nine Crore Fifty Seven Lakhs Eighty Thousand and Two Hundred Only) and the same is certified by Mr. K. Chiranjeeva Rao, Proprietor of KCR & Associates, Chartered Accountants (Membership No.224275; FRN No. 012731S) having office at H. No. 1-3-176/4/G/6, 1<sup>st</sup> Floor Gandhi Nagar, Kavadi guda, Hyderabad- 500080; Email Id: [ca.chiranjeevi@yahoo.in](mailto:ca.chiranjeevi@yahoo.in), vide certificate dated November 17, 2017.
- (i) Acquirer confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (j) Acquirer undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.
- (k) Acquirer does not belong to any group.
- (l) Acquirer confirms that there are no pending litigations pertaining to securities market where he is made party to.
- (m) Acquirer confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.

- (n) Acquirer has not held and does not hold any Equity Shares of the Company as on the date of this Letter of offer. Therefore the provisions of chapter V of the Takeover Regulations and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the holding of the Acquirer is concerned.

## VI. BACKGROUND OF THE TARGET COMPANY

---

*(The disclosures mentioned under this section have been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)*

1. The Target Company was incorporated on July 29, 1986 under the Companies Act 1956 as Frontier Information Technologies Private Limited. It was converted to public company and its name was changed to Frontier Information Technologies Limited. A fresh Certificate of Incorporation pursuant to such conversion was issued on January 16, 1995. The name of the company was further changed to Frontier Informatics Limited on October 14, 2011. There has been no change in the name of the Target Company during the last three years.
2. The registered office of the Target Company is situated at Plot No.235, Sai Sadan, Survey Of India Employees Society, Khanampet, Madhapur, Hyderabad - 500081, Telangana, India, **Email:** [frontier@fitlindia.com](mailto:frontier@fitlindia.com), **Website:** [www.fitlindia.com](http://www.fitlindia.com) (Source: [www.mca.gov.in](http://www.mca.gov.in)).
3. Corporate Identification Number of the Target Company is L72200TG1986PLC006644. (Source: [www.mca.gov.in](http://www.mca.gov.in))
4. The main object of the Target Company as per its Memorandum of Association inter-alia includes:-
  - i. To design, develop, use, implement, lease, purchase, sell import, export, distribute, Maintain and support various kinds of software for any information, processing application.
  - ii. To design, develop, assemble, manufacture, use, install, purchase , sell, value add and resell, import, export, distribute, maintain and support computers, micro- processors, communication equipment and any other electronic, mechanical, electro- mechanical, optical, electro- magnetic equipment and any combination of these for information processing application.
  - iii. To design integrated and other electronic circuits and lubricate them.
5. The Authorized Share Capital of the Target Company is ₹ 18 Crores comprising of 18,00,00,000 Equity Shares of face value ₹ 1 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 66,55,200 comprising of 66,55,200 Equity Shares of face value ₹ 1 each (Source: [www.mca.gov.in](http://www.mca.gov.in) ).
6. The Board of Directors of the Target Company in their meeting held on December 04, 2017 have subject to receipt of shareholders approvals and other applicable approvals, resolved to allot 60,00,000 Equity Shares of face value ₹1 each on preferential basis constituting 47.41% on the Voting Share Capital of the Target Company to the Acquirer at a price of Re.1 per equity share In terms of Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009.Shareholders of the Target Company in their meeting held on December 29, 2017 have given their approval for the said preferential allotment. Target Company has made application dated January 22, 2018 with BSE for obtaining In Principle approval ("BSE Approval") for the said preferential allotment and the same is still pending. Post receipt of BSE Approval , the paid up capital of the Target Company shall increase to ₹1,26,55,200 comprising of 1,26,55,200 Equity shares of face value ₹ 1 each.
7. There are no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.
8. The Equity Shares of the Target Company were initially listed on Hyderabad Stock Exchange Limited ("HSE") and BSE pursuant to the maiden Public Issue. Subsequently, HSE got derecognized as a



Stock Exchange vide SEBI Order dated January 25, 2013 and the equity shares of the Target Company are currently listed only on BSE (Scrip Code: 531225) (Source: [www.bseindia.com](http://www.bseindia.com))

9. In 2016, a Scheme of Reduction of Capital ("**Scheme**") under Section 100 to 104 of the Companies Act, 1956 and Section 66 of the Companies Act, 2013 between the Target Company, its shareholders and creditors was sanctioned by Hon'ble High Court of Telangana and Andhra Pradesh vide order dated June 06, 2016. The synopsis of the Scheme is as under:
  - The Target Company's paid up equity capital was reduced by 95% from ₹ 13,31,04,000 consisting of 1,33,10,400 Equity Shares of face value ₹ 10 each to ₹ 66,55,200 consisting of 1,33,10,400 Equity Shares of face value ₹ 0.50 each.
  - Every 2 Equity Shares of the reduced face value of ₹ 0.50 each were consolidated into 1 equity share of the face value of ₹ 1 each. Thus making the reduced paid up capital of the Target Company to ₹ 66,55,200 consisting of 66,55,200 Equity Shares of ₹ 1 each.
10. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the Takeover Regulations. (Source: [www.bseindia.com](http://www.bseindia.com)).
11. The trading in Equity Shares of the Target Company was suspended for the period May 15, 2017 to October 15, 2017 due to pendency of approval of reduction of Scheme.
12. The name of the Target Company appeared in the list of 331 shell companies issued by Ministry of Corporate Affairs ("**MCA**"). Securities and Exchange Board of India ("**SEBI**") vide its Letter No. **SEBI/HO/ISD/ISD/OW/P/2017/18183** dated August 07, 2017 placed trading restrictions on promoters/ directors of the Target Company and also placed the scrip in the Trade to Trade category with limitation on the frequency of trades and imposed a limitation on the buyer by way of 200% deposit on the trade value. The Target Company aggrieved by the notice dated August 07, 2017 issued by SEBI and BSE, filed an appeal No. 218 of 2017 before Hon'ble Securities Appellate Tribunal ("**SAT**"). SAT vide order dated September 11, 2017 directed SEBI dispose the representation made by the Target Company. The Whole Time Member vide Order No: **SEBI/HO/ISD/OW/P/2017/24643/1** dated October 05, 2017 directed to revoke the actions envisaged in SEBI's Letter dated August 07, 2017 and consequential actions taken by Stock Exchange against the Target Company.
13. As on the date of this Letter of Offer, the Trading in equity shares of the Target Company is restricted on account of GSM. The name of the Target Company currently appears in GSM- Stage 3. (Source: [www.bseindia.com](http://www.bseindia.com))
14. The capital structure of the Target Company as of the date of this Letter of Offer is:

| Issued and Paid-up Equity Share Capital | Pre- Offer                                                 |                                           | § Post- Offer                                              |                                           |
|-----------------------------------------|------------------------------------------------------------|-------------------------------------------|------------------------------------------------------------|-------------------------------------------|
|                                         | Number of Equity Shares (Face Value - ₹ 1/-)/Voting Rights | Percentage of Equity Shares/Voting Rights | Number of Equity Shares (Face Value - ₹ 1/-)/Voting Rights | Percentage of Equity Shares/Voting Rights |
| Fully paid-up equity shares             | 66,55,200                                                  | 100                                       | 1,26,55,200                                                | 100                                       |
| Partly paid-up equity shares            | NIL                                                        | NIL                                       | NIL                                                        | NIL                                       |
| Total paid-up equity shares             | 66,55,200                                                  | 100                                       | 1,26,55,200                                                | 100                                       |
| Total Voting Rights in Target Company   | 66,55,200                                                  | 100                                       | 1,26,55,200                                                | 100                                       |

§ The Board of Directors of the Target Company in their meeting held on December 04, 2017 have subject to receipt of shareholders approvals and other applicable approvals, resolved to allot 60,00,000 Equity Shares of face value ₹1 each on preferential basis constituting 47.41% on the Voting Share Capital

of the Target Company to the Acquirer. Shareholders of the Target Company in their meeting held on December 29, 2017 have given their approval for the said preferential allotment. Target Company has made application dated January 22, 2018 with BSE for obtaining In Principle approval ("BSE Approval") for the said preferential allotment and the same is still pending. Post receipt of BSE Approval, the paid up capital of the Target Company shall increase to ₹1,26,55,200 comprising of 1,26,55,200 Equity shares of face value ₹ 1 each.

15. As on the date of this Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

| <b>Sr. No.</b> | <b>Name, PAN and Address</b>                                                                                                                | <b>Designation</b>     | <b>DIN</b> | <b>Date of Appointment</b> |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------|----------------------------|
| 1.             | Vunnava Purnachandra Rao<br>PAN: ABPPV2319F<br><br>Address: Flat No 86,<br>S.B.I Officers Colony,<br>Musarambagh,<br>Hyderabad - 500016     | Non-Executive Director | 01173383   | 15.08.2011                 |
| 2.             | Vivekananda Sreepakalapati<br><br>PAN: BBXPS5035G<br><br>Address: Plot No. 14<br>Daspalla Hills<br>Vishakapatnam 530002,<br>Andra Pradesh   | Non-Executive Director | 01727971   | 24.04.2014                 |
| 3.             | Potail Yadav Varun<br><br>PAN: ASMPP8548G<br><br>Address: 1-3-183/40/A,<br>Viyasa Bank, Gokul<br>Nilayam, Gandhinagar,<br>Hyderabad- 500062 | Non-Executive Director | 03607817   | 15.08.2011                 |
| 4.             | Archana Singh<br><br>PAN: AGQPS2243F<br><br>Address: 32A, Journalist<br>Colony, Jubilee Hills,<br>Hyderabad- 500033                         | Non-Executive Director | 07328641   | 14.02.2017                 |
| 5.             | Rajan Babu Mothe<br><br>PAN: AOPM9095G<br><br>Address:1- 104/16,<br>Gowdapuri Colony Ecil<br>Post, Kapra ,Hyderabad-<br>500062              | Non-Executive Director | 07740978   | 14.02.2017                 |
| 6.             | Sambasiva Prasad Mallela<br><br>PAN: ARSPM5932A                                                                                             | Executive Director     | 07975692   | 28.10.2017                 |

|                                                                                                                           |  |  |  |
|---------------------------------------------------------------------------------------------------------------------------|--|--|--|
| Address: 5-2-114/1, Plot No. 133, Saheb Nagar Kalan, Medical and Health Colony, Vanasthalipur Am, Hayath Hyderabad-500070 |  |  |  |
|---------------------------------------------------------------------------------------------------------------------------|--|--|--|

(Source: www.mca.gov.in)

16. None of the members on the Board of Directors of the Target Company represent the Acquirer.
17. No merger / demerger / spin off have taken place in the Target Company during the last three years.
18. Brief financial details of the Target Company, as obtained from its audited standalone financial statements as at and for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 and the unaudited standalone financials for the six month period ended September 30, 2017 are as follows:

(Amount in Lacs)

| <b>Profit &amp; Loss Statement</b>               | <b>Unaudited Financials for Six Months Ended on September 30, 2017</b> | <b>Audited Financials for the year ended March 31, 2017**</b> | <b>Audited Financials for the year ended March 31, 2016</b> | <b>Audited Financials for the year ended March 31, 2015</b> |
|--------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| Total Income                                     | 1.24                                                                   | 3.42                                                          | 4.83                                                        | 4.89                                                        |
| Total Expenditure                                | 13.5                                                                   | 22.80                                                         | 49.35                                                       | 20.08                                                       |
| Profit Before Depreciation Interest and Tax      | (12.26)                                                                | (19.38)                                                       | (44.52)                                                     | (15.19)                                                     |
| Depreciation                                     | 0.25                                                                   | 0.75                                                          | 3.71                                                        | 10.63                                                       |
| Interest                                         | 2.25                                                                   | -                                                             | -                                                           | -                                                           |
| Profit / (Loss) before Exceptional items and Tax | (14.76)                                                                | (20.13)                                                       | (48.23)                                                     | (25.82)                                                     |
| Exceptional Items                                | -                                                                      | -                                                             | -                                                           | -                                                           |
| Profit Before Tax                                | (14.76)                                                                | (20.13)                                                       | (48.23)                                                     | (25.82)                                                     |
| Provision for Tax                                | -                                                                      | -                                                             | -                                                           | -                                                           |
| Profit After Tax                                 | (14.76)                                                                | (20.13)                                                       | (48.23)                                                     | (25.82)                                                     |
| <b>Balance Sheet Statement</b>                   | <b>Unaudited Financials for Six Months Ended on September 30, 2017</b> | <b>Audited Financials for the year ended March 31, 2017</b>   | <b>Audited Financials for the year ended March 31, 2016</b> | <b>Audited Financials for the year ended March 31, 2015</b> |
| Paid up share capital                            | 66.55                                                                  | 66.55                                                         | 1,331.04                                                    | 1,331.04                                                    |
| Reserves and Surplus                             | (287.90)                                                               | (273.15)                                                      | (1,517.50)                                                  | (1,469.27)                                                  |
| Networth                                         | (221.35)                                                               | (206.59)                                                      | (186.46)                                                    | (138.23)                                                    |

|                               |                                                                        |                                                             |                                                             |                                                             |
|-------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| Short Term Borrowings         | 249.75                                                                 | 237.73                                                      | 228.77                                                      | 200.68                                                      |
| Trade Payables                | -                                                                      | -                                                           | -                                                           | 4.25                                                        |
| Other Current Liabilities     | 5.66                                                                   | 5.78                                                        | 5.96                                                        | 15.50                                                       |
| Short term Provisions         | 9.01                                                                   | 5.74                                                        | 5.26                                                        | 6.09                                                        |
| Total Liabilities             | 43.07                                                                  | 42.66                                                       | 53.54                                                       | 88.29                                                       |
| Net fixed assets              | 11.10                                                                  | 11.34                                                       | 12.10                                                       | 15.81                                                       |
| Long Term Loans & Advances    | -                                                                      | -                                                           | -                                                           | -                                                           |
| Inventories                   | -                                                                      | -                                                           | -                                                           | -                                                           |
| Trade Receivables             | -                                                                      | -                                                           | 1.51                                                        | 31.31                                                       |
| Cash and Bank Balances        | 1.08                                                                   | 0.43                                                        | 5.46                                                        | 0.55                                                        |
| Short Term Loans and Advances | 30.89                                                                  | 30.89                                                       | 34.47                                                       | 40.62                                                       |
| Total Assets                  | 43.07                                                                  | 42.66                                                       | 53.54                                                       | 88.29                                                       |
| <b>Other Financial Data</b>   | <b>Unaudited Financials for Six Months Ended on September 30, 2017</b> | <b>Audited Financials for the year ended March 31, 2017</b> | <b>Audited Financials for the year ended March 31, 2016</b> | <b>Audited Financials for the year ended March 31, 2015</b> |
| Dividend (%)                  | -                                                                      | -                                                           | -                                                           | -                                                           |
| Earnings Per Share (Rs.)      | (0.22)                                                                 | (0.30)                                                      | (0.36)                                                      | (0.19)                                                      |
| Return on Net worth (%)*      | 7.14                                                                   | 10.80                                                       | 34.89                                                       | 22.97                                                       |
| Book Value per share (Rs.)    | (3.33)                                                                 | (3.10)                                                      | (1.40)                                                      | (1.04)                                                      |

(\*On the basis of Opening Networth)

\*\*The Financials for the Year ended on 31<sup>st</sup> March, 2017 have been approved by the Board of Directors of the Target Company vide their resolution dated May 29, 2017 and approved by the Shareholders in their meeting held on December 29, 2017..

19. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Letter of Offer is and shall be as follows:

| Shareholders' Category       | Shareholding & voting rights prior to the acquisition and Open Offer |   | Equity Shares/voting rights agreed to be acquired which has triggered the Regulations |   | Equity Shares/voting rights to be acquired in Open Offer (Assuming full acceptances) |   | Shareholding / voting rights after and Open Offer (Assuming full acceptances) |   |
|------------------------------|----------------------------------------------------------------------|---|---------------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------|---|
|                              | (A)                                                                  |   | (B)                                                                                   |   | (C)                                                                                  |   | (D) = (A) + (B) + (C)                                                         |   |
|                              | No.                                                                  | % | No.                                                                                   | % | No.                                                                                  | % | No.                                                                           | % |
| (1) Promoter/ promoter group |                                                                      |   |                                                                                       |   |                                                                                      |   |                                                                               |   |

|                                                        |                  |                        |                             |              |                  |           |                               |              |
|--------------------------------------------------------|------------------|------------------------|-----------------------------|--------------|------------------|-----------|-------------------------------|--------------|
| a. Parties to agreement, if any                        | -                | -                      | -                           | -            | -                | -         | -                             | -            |
| b. Promoters other than (a) above                      | 3,11,395         | 4.68                   | -                           | -            | -                | -         | 3,11,395                      | 2.46         |
| <b>Total (1)</b>                                       | <b>3,11,395</b>  | <b>Note 1<br/>4.68</b> | -                           | -            | -                | -         | -                             | -            |
| (2) Acquirer                                           | -                | -                      | 60,00,000                   | 47.41        | 32,90,352        | 26.00     | 92,90,352                     | 73.41        |
| (3) Parties to Agreements other than (1) & (2)         | -                | -                      | -                           | -            | -                | -         | -                             | -            |
| (4) Public (other than parties to agreement, Acquirer) | 63,43,805        | 95.32                  | -                           | -            | -                | -         | 30,53,453                     | 24.13        |
| <b>Total (4)</b>                                       | <b>63,43,805</b> | <b>95.32</b>           | -                           | -            | -                | -         | <b>30,53,453</b>              | <b>24.13</b> |
| <b>Grand Total (1+2+3+4)</b>                           | <b>66,55,200</b> | <b>100</b>             | <b>Note 3<br/>60,00,000</b> | <b>47.41</b> | <b>32,90,352</b> | <b>26</b> | <b>Note 2<br/>1,26,55,200</b> | <b>100</b>   |

Note 1: (on total paid up share capital- Pre Preferential Allotment)

Note 2: (on the fully diluted Voting Share Capital as at the end of the tenth working day from the expiry of the tendering period)

Note 3: (The Board of Directors of the Target Company in their meeting held on December 04, 2017 have subject to receipt of shareholders approvals and other applicable approvals, resolved to allot 60,00,000 equity shares on preferential basis to the Acquirer at a price of Re.1 per equity share in terms of Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009). Shareholders of the Target Company in their meeting held on December 29, 2017 have given their approval for the said preferential allotment. Target Company has made application dated January 22, 2018 with BSE for obtaining In Principle approval ("BSE Approval") for the said preferential allotment and the same is still pending.

Note 4 : Promoter and Promoter Group shareholding will be classified as part of Public after approval of shareholders and subject to the conditions specified in Regulation 31A of the SEBI (LODR) Regulations, 2015. Target Company has made application dated January 08, 2018 with BSE for seeking its approval for the said denotification. BSE approval is still pending.

## 20. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### A) JUSTIFICATION FOR THE OFFER PRICE

- The equity shares of the Target Company are listed on BSE only.
- The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA is as given below:

| Stock Exchange | Total no. of equity shares traded during the twelve calendar months prior to the month of PA | Total no. of listed equity shares | Annualized trading turnover (as % of shares listed) |
|----------------|----------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------|
| BSE            | 123130                                                                                       | 66,55,200                         | 1.85                                                |

(Source: www.bseindia.com)

- Based on the information provided in point above, the Equity Shares of the Target Company are **infrequently traded** on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the Takeover Regulations.
- The Offer Price of ₹ 1 (Rupee One only) is justified in terms of regulation 8 of the Takeover Regulations, **being the highest of the following:**

|    |                                                                                                                                                                                                                                                                                               |                |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| a) | Highest negotiated price per share for acquisition under the agreement attracting the obligations to make a public announcement for the offer;                                                                                                                                                | ## ₹ 1         |
| b) | The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirer or by any person(s) acting in concert, during the fifty-two weeks immediately preceding the date of public announcement;                                                                        | Not Applicable |
| c) | The highest price paid or payable for any acquisition, whether by the Acquirer or by any person(s) acting in concert, during the Twenty-six weeks immediately preceding the date of the Public Announcement                                                                                   | Not Applicable |
| d) | The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period       | Not Applicable |
| e) | Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters per Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares | ₹ (1.79)       |
|    | Other Financial Parameters as at March 31, 2017                                                                                                                                                                                                                                               |                |
|    | Return on Networth (%)                                                                                                                                                                                                                                                                        | (9.75)         |
|    | Book Value per share (₹)                                                                                                                                                                                                                                                                      | (3.10)         |
|    | Earnings per share (Diluted) (₹)                                                                                                                                                                                                                                                              | (0.30)         |

# CA S. Ramesh Kumar Rao, proprietor of Ramesh Kumar Rao & Co, Chartered Accountants (Membership No.212769, FRN: 010307S) having office at 6-410, Near Rajiv Gandhi E/M School, Porter's Lane, Guntakal- 515801; Email id:itssrkr@rediffmail.com, vide certificate dated November 27, 2017, has certified that he has in terms of Supreme Court decision in the case of Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30), considered the (i) Net Assets Value ("NAV") Method and (ii) Market Price Method and accorded weights of 2 and 1 respectively to the values arrived at under each methodology for the purpose of arriving at the fair value for the Shares of the Target Company. As per the certification given, the Fair Value has been arrived at Rs. (1.79) per Equity Share.

## The Board of Directors of the Target Company in their meeting held on December 04, 2017 have subject to receipt of shareholders approvals and other applicable approvals, resolved to allot 60,00,000 equity shares on preferential basis to the Acquirer in terms of Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2009.

The Open Offer is being made at a price of ₹ 1 which is higher of the Fair Market Valuation arrived and the negotiated price, hence, justified.

5. In view of the above parameters considered and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ 1 per equity share is justified in terms of regulation 8 of the Takeover Regulations.
6. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Letter of Offer.
8. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last three working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph V(4) of the DPS; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

## B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirements to meet this Offer is **₹32,90,352** (Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only).
2. The Networth of Acquirer as on November 17, 2017 is **₹9,57,80,200** (Rupees Nine Crore Fifty Seven Lakh Eighty Thousand and Two Hundred Only) and the same is certified by Mr. K. Chiranjeeva Rao, Proprietor of KCR & Associates, Chartered Accountants (Membership No.224275; FRN No. 012731S ) having office at 1<sup>st</sup> Floor D. No. 1-3-176/4/G/6, Kavadiguda, Hyderabad- 500080; Email Id: [ca.chiranjeevi@yahoo.in](mailto:ca.chiranjeevi@yahoo.in), vide certificate dated **November 17, 2017**.
3. In accordance with Regulation 17(1) of the Takeover Regulations the Acquirer has opened an escrow cash account bearing Account No: **000405115821** ("**Escrow Cash Account**") with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara-390007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020, and have made a cash deposit of ₹ **32,90,352** (Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only) in the Escrow Cash Account. The cash deposited in Escrow Cash Account represents 100% of the total consideration payable to the Equity Shareholders under this Offer. Escrow Bank vide email dated December 12, 2017 has confirmed the credit balance of ₹ **32,90,352** (Rupees Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two) as on December 12, 2017. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of the Escrow Account in terms of the Takeover Regulations.
4. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.
5. The funds required in relation to the Offer have been met from the own funds of the Acquirer.
6. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to implement the offer in full accordance with the Takeover Regulations.

## VII. TERMS AND CONDITIONS OF THE OFFER

---

1. The tendering period will commence on Wednesday February 21, 2018 and will close on Wednesday, March 07, 2018.
2. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is Monday, February 05, 2018
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE547B01028. (Source: [www.bseindia.com](http://www.bseindia.com))
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 01. (Source: [www.bseindia.com](http://www.bseindia.com))
7. The Equity Shares proposed to be allotted to the Acquirer on preferential basis shall be subject to Lock-in as per applicable regulation of SEBI (ICDR) Regulations, 2009. Except as aforesaid, none of the other Equity Shares are subject to Lock-in.

### A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders, parties to the Agreements and Acquirer) whose names appear in register of Target Company as on Monday, February 05, 2018, the Identified Date.
2. This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.
3. All Equity Shareholders/Beneficial Owners (except the present Promoter Group, parties to the Agreements and the Acquirer) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.
4. The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, Karvy Computershare Private Limited, Karvy Selenium, Tower-B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032; Tel. No.: +91 40- 67162222/18003454001;(D); Fax No.: 91 40- 23431551; E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com); Contact Person: Mr. Murali Krishna M between 10.00 am to 5.00 pm on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.
5. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in). In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the SEBI's website for applying in the Offer.
6. Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.
7. The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.



8. The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/Beneficial owner(s) of Target Company.
9. The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms, Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
10. The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

#### **B) STATUTORY AND OTHER APPROVALS**

1. ., As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.
2. If any of the public shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter alia from the Reserve Bank of India, the Foreign Investment Promotion Board or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserves the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
3. The Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.
4. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the Takeover Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the Takeover Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
5. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.

## VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

---

1. The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
2. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”)
3. For implementation of the Open Offer, the Acquirer has appointed (the “**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirer. The contact details of the Buying Broker are as follows:

**Name:** Choice Equity Broking Private Limited  
**Address:** Shree Shakambhari Corporate Park,  
Plot No. 156-158, J B Nagar,  
Andheri (East), Mumbai-400099  
**Contact Person:** Mr. Bhavik Gandhi  
**Tel.:** 022-67079855  
**E-mailID:** bhavik.gandhi@choiceindia.com

4. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
5. The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for demat equity shares as well as physical equity shares.
6. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
7. Shareholders can tender their shares only through a broker with whom they are registered as client (KYC Compliant).

### PROCEDURE TO BE FOLLOWED BY SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM:

1. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:
  - i. The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
  - ii. Original share certificates;
  - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
  - iv. Self-attested copy of the Shareholder's PAN Card;
  - v. Any other relevant documents such as (but not limited to):
    - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
    - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
    - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.

- vi. Self attested copy of address proof such as valid Adhaar Card, Voter ID, Passport or Driving License.
2. The Selling Broker shall place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
3. After placement of order, as mentioned above, the Seller Broker/shareholder shall deliver the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents either by registered post or courier or hand delivery to the Registrar to the Offer not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as "Frontier Informatics Limited – Open Offer".
4. Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be displayed on BSE's Website.
5. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

#### **SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:**

1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker, indicating details of Shares they wish to tender in Open Offer.
2. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.
3. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
4. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation, before the opening of the Offer.
5. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip ("TRS") generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Shares tendered etc.
6. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

**The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode will be required to fill the Form of Acceptance. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance.**

#### **ACCEPTANCE OF SHARES**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including Demat Shares and Physical Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

#### **PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF THE LETTER OF OFFER**

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance along with the Letter of Offer. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company.

The Letter of Offer along with the Form of Acceptance would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the said website.

#### **SETTLEMENT PROCESS**

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

The direct credit of shares shall be given to the demat accounts of the Acquirer indicated by the Acquirer's Buying Broker. For the same, the existing facility of client direct payout in the capital market segment shall be available.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the Buying Broker's pool account.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

#### **SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION**

**For Equity Shareholders holding Equity Shares in demat and physical mode:**

The settlement of fund obligation for demat and physical shares shall be effected by clearing corporation. For the equity shares accepted under the open offer, the payment will be made by the Clearing Corporation to the shareholders directly to their bank account.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Public Shareholder will receive funds payout in their settlement bank account.

The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Public Shareholder.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

**NOTE ON TAXATION****For Equity Shareholders holding Equity Shares in demat and physical mode:**

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

**SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.**

## IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6<sup>th</sup> floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate dated November 17, 2017 issued by Mr. K.Chiranjeeva Rao, Proprietor of KCR & Associates, Chartered Accountants (*Membership No.224275; FRN No. 012731S*) having office at H. No. 1-3-176/4/G/6, 1<sup>st</sup> Floor Gandhi Nagar, Kavadiguda, Hyderabad- 500080, certifying the net worth of the Acquirer;
- Certificate dated, November 17, 2017 by Mr. K.Chiranjeeva Rao, Proprietor of KCR & Associates, Chartered Accountants (*Membership No. 224275; FRN: 012731S*), confirming that the Acquirer has adequate financial resources available for meeting their obligations under the Open Offer;
- Certificate dated November 27, 2017 issued by Mr. S Ramesh Kumar Rao, proprietor of Ramesh Kumar Rao & Co, Chartered Accountants (Membership No.212769; FRN: 010307S) for the Fair Market Valuation of the Target Company
- Annual reports of the Target Company for the financial years ending March 31, 2016, March 31, 2015 and March 31, 2014;
- Statutory Auditor's Report of the Target Company as on March 31, 2017;
- Unaudited Financial Results and Limited Review Report for the Half Year ended on September 30, 2017.
- Email dated December 12, 2017 from ICICI Bank Limited confirming the cash deposit of ₹ 32,90,352 (Rupees Thirty Lacs Ninety Thousand Three Hundred And Fifty Two Only) in the Escrow Account with a lien marked in favor of the Manager to the Offer;
- Copy of Escrow Agreement between the Acquirer, Manager to the Offer and Escrow Bank;
- Copy of Public Announcement dated December 04, 2017, published copy of the Detailed Public Statement dated December 08, 2017;
- Copy of the comments letter from SEBI; and
- Copy of the Recommendation of the Independent Directors

## **X. DECLARATION BY THE ACQUIRER**

---

For the purpose of disclosures in this Letter of Offer relating to the Target Company the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer, accepts full responsibility for the information contained in this Letter of Offer and also accept responsibility for the obligations of the Acquirer as laid down in the Takeover Regulations. The Acquirer shall be solely responsible for ensuring compliance with the Takeover Regulations.

**Acquirer**

Sd/-

**Ramarao Atchuta Mullapudi**

**(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:** February 05, 2018

Encl: 1) Form of Acceptance-cum-Acknowledgement

THIS PAGE IS INTENTIONALLY LEFT BLANK



**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOA)**  
**FRONTIER INFORMATICS LIMITED-OPEN OFFER**  
**(FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**(Please send this Form with TRS generated by Broker and enclosures to Registrar to the Offer, KARVY COMPUTERSHARE PRIVATE LIMITED, at their address given in the Letter of Offer as per the mode of delivery mentioned in the Letter of Offer)**

(All terms and expressions used herein shall have the same meaning as described thereto in this LOF)

| OFFER SCHEDULE |   |                              |
|----------------|---|------------------------------|
| OPENS ON       | : | Wednesday, February 21, 2018 |
| CLOSES ON      | : | Wednesday, March 07, 2018    |

| STATUS (please tick appropriate box) |                |                          |                 |                          |                  |
|--------------------------------------|----------------|--------------------------|-----------------|--------------------------|------------------|
| <input type="checkbox"/>             | Individual     | <input type="checkbox"/> | FII             | <input type="checkbox"/> | Insurance Co.    |
| <input type="checkbox"/>             | Foreign Co.    | <input type="checkbox"/> | NRI/OCB         | <input type="checkbox"/> | FVCI             |
| <input type="checkbox"/>             | Body Corporate | <input type="checkbox"/> | Bank / FI       | <input type="checkbox"/> | Pension / PF     |
| <input type="checkbox"/>             | VCF            | <input type="checkbox"/> | Partnership/LLP | <input type="checkbox"/> | Others (specify) |

From,  
Folio No.  
Name:  
Address:

Tel No.

Email:

Fax:

To,  
Mr. Ramarao Atchuta Mullapudi  
("Acquirer")

Dear Sir,

**Sub: Open Offer for acquisition of upto 32,90,352 (Thirty Two Lacs Ninety Thousand Three Hundred and Fifty Two Only) Equity Shares of the face value of Re. 1 each ("Offer Shares"), representing 26% of the total share capital of Frontier Informatics Limited ("Target Company" or "FIL") 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 by Mr. Ramarao Atchuta Mullapudi ("Acquirer")**

- I/We refer to the Public Announcement dated December 04, 2017, Detailed Public Statement published on December 11, 2017 and Letter of Offer dated February 05, 2018 for acquiring the equity shares held by me/us in FIL. I/We, the undersigned have read the Public Announcement, Detailed Public Statement and Letter of Offer and understood their contents and unconditionally accept the terms and conditions as mentioned therein.
- I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.
- I/We, unconditionally Offer to sell to the Acquirer the following equity shares in Target Company held by me/us at a price of Re. 1/- (Rupee One Only) per fully paid-up Equity Share.
- SHARES HELD IN PHYSICAL FORM**

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

| Sr. No.                       | Folio No. | Certificate No. | Distinctive Nos |    | No. of shares |
|-------------------------------|-----------|-----------------|-----------------|----|---------------|
|                               |           |                 | From            | To |               |
|                               |           |                 |                 |    |               |
|                               |           |                 |                 |    |               |
| Total number of equity shares |           |                 |                 |    |               |

(In case the space provided is inadequate, please attach a separate sheet with details)

- **ENCLOSURES (please tick as appropriate, if applicable)**
  - Original Share Certificate(s), Valid Transfer Form duly signed and Form of Acceptance.
  - Self-attested copy of the PAN Card.
  - Photocopy or counterfoil of the delivery instructions in “off market” mode.
  - Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance form or transfer deed(s).
  - Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.
  - Duly attested Death Certificate and Succession Certificate (in case of single shareholder) in case the original shareholder has expired.
  - RBI or any other regulatory body approval required to tender Shares in the Offer by NRIs and OCBs
  - Others (please specify):
  
- I/We confirm that the equity shares of FIL, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.
- I/We are not debarred from dealing in shares.
- I/We note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
- I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which he may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s) in respect of which the Open Offer is not found valid/not accepted without specifying the reasons thereof.
- I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer.
- I/We also note and understand that the Acquirer will pay the purchase consideration only after (i) verification of the documents and signatures; (ii) obtaining the necessary approvals and as mentioned in the Letter of Offer. In case of shares tendered in physical form, where the original share certificates are required to be split, all the documents will be returned only upon receipt of share certificates from the Target Company.
- I/We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961.
- I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/apellate authority.
- I/We authorize the Acquirer, the Registrar to the Offer and the Manager to the Offer to send by Speed Post/Registered Post or through electronic mode as may be applicable at my/our risk, crossed account payee cheques/ demand drafts/pay order or electronic transfer of funds, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned above.
- I/We authorize the Acquirer to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s)/shares in respect of which the offer is not found valid/not accepted without specifying the reasons thereof.

Yours faithfully,

| <b><i>Signed &amp; Delivered by</i></b> | <b><i>Full Name(s) of the Shareholder</i></b> | <b><i>PAN</i></b> | <b><i>Signature</i></b> |
|-----------------------------------------|-----------------------------------------------|-------------------|-------------------------|
| First/Sole Holder                       |                                               |                   |                         |
| Joint Holder 1                          |                                               |                   |                         |
| Joint Holder 2                          |                                               |                   |                         |

Note: In case of joint holdings all must sign. In case of body corporate, the company seal should be affixed.

Place:

Date:

So as to avoid fraudulent encashment in transit, Shareholder(s) may provide details of bank account of the first / Sole Shareholder and the consideration cheque or demand draft will be drawn accordingly.

| <b>Particulars Required</b>                          | <b>Details</b> |
|------------------------------------------------------|----------------|
| Bank Name                                            |                |
| Complete Address of the Bank                         |                |
| Account Type (CA/SB/NRE/NRO/Others – Please Mention) |                |
| Account Number                                       |                |
| 9 Digit MICR Code                                    |                |
| IFSC Code (for RTGS/NEFT/NECS transfers)             |                |

**SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT, TRS, ORIGINAL SHARE CERTIFICATE(S), VALID SHARE TRANSFER FORM(S) AND OTHER DOCUMENTS EITHER BY REGISTERED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE OFFER NOT LATER THAN 2 (TWO) DAYS FROM THE OFFER CLOSING DATE (BY 5 PM). THE ENVELOPE SHOULD BE SUPERSCRIBED AS “FRONTIER INFORMATICS LIMITED – OPEN OFFER”.**

**INSTRUCTIONS:**

1. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
2. Eligible Persons who wish to tender their Equity Shares in response to this Open Offer should submit the documents as mentioned in the “Enclosures” above to the selling member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA.
3. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.

-----Tear along this line-----

Acknowledgement Slip Sr. No. \_\_\_\_\_  
Received from Mr./Ms./Mrs. \_\_\_\_\_ Address \_\_\_\_\_  
Physical Shares: Folio No. \_\_\_\_\_ Form of Acceptance along with No. of Shares \_\_\_\_\_;  
No. of certificate(s) enclosed \_\_\_\_\_  
Signature of Official: \_\_\_\_\_ Date of Receipt \_\_\_\_\_ Stamp of Collection Centre \_\_\_\_\_

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

**KARVY COMPUTERSHARE PRIVATE LIMITED**

**Unit: Frontier Informatics Limited- Open Offer**

**Address:** Karvy Selenium, Tower- B, Plot No. 31 & 32,  
Financial district, Nanakramguda, Serilingampally Mandal,  
Hyderabad, Telangana, 500032.

**Tel. No.:** +91 40- 67162222/18003454001; (D);

**Fax No.:** +91 40- 23431551;

**E-mail:** einward.ris@karvy.com;

**Website:** www.karvycomputershare.com;

**SEBI Registration Number:** INR000000221

**Contact Person:** Mr. Murali Krishna M

THIS PAGE IS INTENTIONALLY LEFT BLANK

**Form No. SH-4**  
**Securities Transfer Form**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution \_\_/\_\_/2018

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

**CIN: L72200TG1986PLC00664**

Name of the company (in full): **FRONTIER INFORMATICS LIMITED**

Name of the Stock Exchange where the company is listed, if any: **BSE Limited**

**DESCRIPTION OF SECURITIES:**

| Kind/ Class of Securities (1) | Nominal value of each unit of security (2) | Amount called up per unit of security (3) | Amount paid up per unit of security (4) |
|-------------------------------|--------------------------------------------|-------------------------------------------|-----------------------------------------|
| Equity                        | Re. 1/-                                    | Re.1/-                                    | Re.1/-                                  |

| No. of securities being transferred |          | Consideration received |            |
|-------------------------------------|----------|------------------------|------------|
| In figures                          | In words | In words               | In figures |
|                                     |          |                        |            |

|                                 |      |  |  |  |  |  |
|---------------------------------|------|--|--|--|--|--|
| Distinctive number              | From |  |  |  |  |  |
|                                 | To   |  |  |  |  |  |
| Corresponding Certificates Nos. |      |  |  |  |  |  |

**Transferor's Particulars-**

Registered Folio Number:

Name (s) in full

signature(s)

I, hereby confirm that the transferor has signed before me

Signature:

Witness:

**Transferee's Particulars**

| <b>Name in Full</b> | <b>Father's/n ame</b> | <b>Address &amp; E-mail id</b> | <b>Occupation</b> | <b>Existing folio No., if any</b> | <b>Signature</b> |
|---------------------|-----------------------|--------------------------------|-------------------|-----------------------------------|------------------|
| <b>(1)</b>          | <b>(2)</b>            | <b>(3)</b>                     | <b>(4)</b>        | <b>(5)</b>                        | <b>(6)</b>       |
|                     |                       |                                |                   |                                   |                  |
|                     |                       |                                |                   |                                   |                  |

Folio No. of Transferee:

Specimen Signature of Transferee

.....

Value of stamp affixed:

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

**Stamps:**

**For office use only**

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on ..... vide Transfer No.....

Approval Date.....

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on ..... at .....

No.....