# GRANDEUR PRODUCTS LIMITED

(CIN: L15500TG1983PLC110115)

Registered Office: H No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad - 500 033 Tel. No.: +91 40 4852 6655; E-Mail ID: info@grandeurproducts.com; Website: www.grandeurproducts.com

Open Offer for acquisition of 58,01,200 Equity Shares of ₹ 10 each representing 26% of the Equity Share Capital from the Public Shareholders of Grandeur Products Limited (hereinafter referred to as the "GPL"/ "Target Company"), in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/ "Regulations"] by Mr. Suresh Atluri ("Acquirer 1"), Mr. Surinder Kumar Tikoo ("Acquirer 2"), Mr. Parthasarathi Bhattacharya ("Acquirer 3") and Mr. Satish Kumar Tondapu ("Acquirer 4") (hereinafter collectively referred to as "Acquirers"), Mrs. Sailaja Mannepalli ("PAC 1") and Mr. Srinivasa Rao Paturi ("PAC 2") (hereinafter collectively referred to as "PACs").

This Detailed Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited, Manager to the Offer ("Manager") for and on behalf of the Acquirers and the PACs, in compliance with Regulations 13(4) and 15(2) of the Regulations pursuant to the Public Announcement ("PA") sent to BSE Limited, Mumbai ("BSE") and to the Target Company on January 10, 2019 (Thursday) and filed with Securities and Exchange Board of India, Mumbai ("SEBI") on January 11, 2019 (Friday) in terms of Regulation 3(1) and 4 of the Regulations.

- ACQUIRERS, PACS, SELLERS, TARGET COMPANY AND THE OFFER:
- A. Information about the Acquirers:
- Information about Mr. Suresh Atluri (hereinafter referred to as "Acquirer 1") 1)
- 1.1. Suresh Atluri, S/o Sivaramabrahmam Atluri, aged about 58 years is presently residing at A-705, Avani Block, Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda, Hyderabad-500, 008 Contact No.: +91 99638 63000 and E-Mail ID: atlurisuresh@gmail.com. He has done B.Sc. (Ag) Hons from Kanpur University. His Permanent Account Number (PAN) under Indian Income Tax Act is AAWPA 6256 E. He has around 25 years of experience in Agri Input Space spreading Agro Chemicals Field Crops and Vegetable Seeds.
- 1.2. Acquirer 1 is not part of any group.
- As on date of PA. Acquirer 1 holds 10.00.000 Equity Shares representing 4.48% of Equity Share Capital of the 1.3. Target Company. Further, 12,55,000 Equity Shares representing 5.62% of the Equity Share Capital/Voting Capital of the Target Company will be acquired through SPA pursuant to completion of Open Offer
- Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 1.4. 11B of the SEBI Act or any other regulations made under the SEBI Act.
- The Net Worth of Acquirer 1 is ₹ 1388.50 Lakhs (Rupees Thirteen Hundred and Eighty Eight Lakhs and Fifty 1.5 Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 402339 1164, E-Mail ID: ca.medikonda@gmail.com der:

| 1.6. | The entities promoted/controlled/managed by Acquirer | 1 is as unde |
|------|--|--------------|
|      |  |              |

| Sr.<br>No. | Name of the Entities                | Designation       | % of total Equity Shares<br>held/Share of Partnership |
|------------|-------------------------------------|-------------------|---|
| 1)         | Tierra Seed Science Private Limited | Managing Director | 16.49%  |
| 2)         | Tidas Agrotech Private Limited      | Director          | Nil   |
| 3)         | Infinity Management Consultants     | Partner           | 70.00%  |

#### Information about Mr. Surinder Kumar Tikoo (hereinafter referred to as "Acquirer 2") 2)

- Surinder Kumar Tikoo, S/o Prem Nath Tikoo, aged about 70 years, is currently residing at D18, Hill View 2.1 Residency, Baner, Opp. Bikaner Sweets, Pune-411 045, having Contact No.: +91 98231 91393 and E-Mail ID: suren@tierraseedscience.com. He has done Ph.D. in Botany from Bangalore University. His Permanent Account Number (PAN) under Indian Income Tax Act is AATPT 1725 C. He has around 4 decades of experience in Breeding and Research Management.
- Acquirer 2 is not part of any group 2.2.
- As on date, Acquirer 2 does not hold any Equity Share of the Target Company. Further, 2,25,000 Equity Shares 2.3 2) representing 1.01% of the Equity Share Capital/Voting Capital of the Target Company will be acquired through SPA pursuant to completion of Open Offer.
- 2.4. Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- The Net Worth of Acquirer 2 is ₹ 526.10 Lakhs (Rupees Five Hundred and Twenty Six Lakhs and Ten Thousand 2.5 only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 402339 1164, E-Mail ID: ca.medikonda@gmail.com.
- The entities promoted/controlled/managed by Acquirer 2 is as under 2.6

| Sr.<br>No. | Name of the Entities                | Designation | % of total Equity Shares<br>held/Share of Partnership |
|------------|-------------------------------------|-------------|---|
| 1)         | Tierra Seed Science Private Limited | Director    | 16.49%  |

- Information about Mr. Parthasarathi Bhattacharya (hereinafter referred to as "Acquirer 3") 3)
- 3.1 Parthasarathi Bhattacharya, S/o Prafulla Kumar Bhattacharya, aged about 55 years, is presently residing at 6-3-1198, Flat No. 301, East Face Homes, Vaman Naik Lane, Kundan Bagh, Begumpet, Hyderabad-500 016, having Contact No.: +91 77993 12121 and E-Mail ID: partha@tierraseedscience.com. He has done Ph.D. in Chemical Engineering from IIT, Kharagpur. His Permanent Account Number (PAN) under Indian Income Tax Act is AEFPB 1849 D. He has around 25 years of experience in Biotechnology.
- 3.2. Acquirer 3 is not part of any group
- 3.3. As on date, Acquirer 3 does not hold any Equity Share of the Target Company. Further, 10,00,000 Equity Shares representing 4.48% of the Equity Share Capital/Voting Capital of the Target Company will be acquired through SPA pursuant to completion of Open Offer
- Acquirer 3 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under 3.4. section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- The Net Worth of Acquirer 3 is ₹ 374.30 Lakhs (Rupees Three Hundred Seventy Four Lakhs and Thirty Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, 3.5 Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad, Telangana-500 026, Tel No.: +91 402339 1164, E-Mail ID: ca.medikonda@gmail.com. 3.6 oted/controlled/managed by Acquirer 3 is as unde

| 5.0. | The entities promoted/controlled/managed by Acquirer 3 is as under: |                                     |                     |   |  |  |
|------|---|-------------------------------------|---------------------|---|--|--|
|      | Sr.<br>No.  | Name of the Entities                | Designation         | % of total Equity Shares<br>held/Share of Partnership |  |  |
|      | 1)  | Tierra Seed Science Private Limited | Whole Time Director | 16.49%  |  |  |

- Information about Mr. Satish Kumar Tondapu (hereinafter referred to as "Acquirer 4") 4)
- Satish Kumar Tondapu, S/o Bhaskara Rao Tondapu, aged about 42 years, is presently residing at H. No. 3-57, 4.1. Near Geetha Mandir, Geetha Mandir Street, Kodad Mandal, Suryapet, Kapugal, Telangana-508 238 having Contact No.: +91 9848429294 and E-Mail ID: satishtondapu@yahoo.com. He has done Masters in Compute Applications from Bharathidasan University. His Permanent Account Number (PAN) under Indian Income Tax Act is AODPT 1832 L. He has around 15 years of experience in Management and Administration
- 4.2 Acquirer 4 is not part of any group
- As on date, Acquirer 4 holds 5,54,590 Equity Shares representing 2.49% of Equity Share Capital of the 4.3. Target Company.
- Acquirer 4 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under 4.4. section 11B of the SEBI Act or any other regulations made under the SEBI Act.

- 7) PAC 1 is wife of Acquirer 1 and PAC 2 is a relative of Acquirer 4. Acquirer 1, Acquirer 2, Acquirer 3, and Acquirer 4 are business associates and came together to jointly control the Target Company
- The Acquirers and the PACs together currently holds 22,97,690 Equity Shares representing 10.30% of the Equity Share Capital of the Target Company.
- There is an informal arrangement between the Acquirers and the PACs with regard to the acquisition of Equity Shares through Open Offer.
- Neither the Acquirers and the PACs nor any of the entities with which they are associated, are in Securities related 10) business and registered with SEBI as a Market Intermediary.
- The Acquirers and PACs have not been declared as a fugitive economic offender under section 12 of Fugitive 11) Economic Offenders Act, 2018 (17 of 2018) as per Regulation 6B of SEBI (SAST) Regulations, 2011.
- Based on the information available, none of the Acquirers and PACs are in the list of 'wilful defaulters' issued 12) by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.
- None of the entities promoted or controlled by the Acquirers and the PACs as mentioned in point no. 1.6,2.6, 3.6, 13) 4.6, 5.6 and 6.6 above are either participating or acting in Concert with the Open Offer
- As on date, the Acquirers and the PACs do not have any interest in the Target Company, except for their 14) current holding of 22,97,690 Equity Shares and the proposed acquisition of 28,85,000 Equity Shares through SPA. Further, there are no Directors representing the Acquirers and the PACs on the Board of the Target Company
- 15) There are no persons Acting in Concert other than PAC 1 and PAC 2 in relation to the Offer within the meaning of 2(1)(g)(1) of the Regulations
- C. Information about the Seller:
- Pursuant to the Share Purchase Agreement ('SPA') entered on January 10, 2019, the Acquirers and the PACs have 1) agreed to acquire 28,85,000 Equity Shares of Face Value of ₹ 10 (Rupee Ten only) each at a price of ₹ 40 (Rupees Forty only) per share representing 12.93% of the Equity Share Capital from the following Shareholder of the Target Company (hereinafter referred as "Seller"/"Selling Shareholder"):

|     | Name, PAN & Address   | Part of           | Details of Shares/Voting Rights<br>held by the Selling Shareholders |  |                 |  |  |
|-----|---|-------------------|---|--|-----------------|--|--|
| Sr. |   | Promoter          | Pre Tra   | ansaction                              | Post            | Fransaction                            |  |
| No. |   | Group<br>(Yes/No) | No of<br>Shares   | % vis a vis<br>Equity Share<br>Capital | No of<br>Shares | % vis a vis<br>Equity Share<br>Capital |  |
| 1)  | Mr. Visweswara Rao K<br>PAN: BBGPK 4317 J   | Yes               | 20,05,750   | 8.99%                                  | 10,000          | 0.04%                                  |  |
|     | Address:<br>Lakshmi Narshima Nilayam,<br>H No 5-5-7/17/2, Devinagar,<br>Kukatpally, Hyderabad-500 072 |                   |   |  |                 |  |  |
| 2)  | Mr. Jayaramaprasad<br>Munnangi<br>PAN: ANTPM 7739 A   | Yes               | 10,89,250   | 4.88%                                  | 2,00,000        | 0.90%                                  |  |
|     | Address: Plot No. 342A, MLA<br>Colony, Road No. 12, Banjara Hills,<br>Hyderabad-500 034               |                   |   |  |                 |  |  |
|     | TOTAL   |                   | 30,95,000   | 13.87%                                 | 2,10,000        | 0.94%                                  |  |

The Acquirers and the PACs have paid a sum of ₹ 11,54,000 as Earnest Money Deposit to the Seller towards the proposed acquisition of the above Equity Shares. The said Equity Shares are lying in the Seller's Demat Account and the Delivery Instruction Slips duly signed are in the custody of Manager to the Offer. The said Equity Shares will be transferred to the Acquirers' and the PACs respective Demat Accounts upon completion of the Open Offer formalities with simultaneous payment for the said Shares to the sellers as per the terms of Share Purchase Agreement

- None of the Sellers mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act. 1992.
- D. Information about the Target Company (hereinafter referred to as "GPL"/"Target Company"):

The Target Company, bearing CIN L15500TG1983PLC110115 was incorporated on January 03, 1983 in the name of 'Chhajer Commercial Company Limited' in West Bengal pursuant to the provisions of the Companies Act, 1956 Subsequently, the name of the Company was changed to 'Vidyut Commercial Limited' vide certificate dated May 20, 1993. The name was further changed to 'Bul Steels and Energy Limited' vide Certificate of Incorporation dated July 15, 2008. Thereafter, the name was changed to 'Grandeur Products Limited' and a fresh Certificate of Incorporation was issued on April 17, 2013 by RoC, Kolkata.

- The Registered Office of the Target Company is presently situated at H No.1-62-192, 3rd Floor, Dwaraka Avenue, 2) Kavuri Hills, Madhapur, Hyderabad-500 033.
- The Target Company is in the Business of seed research, production and marketing
- The Authorized Share Capital of the Target Company is ₹ 25,00,00,000 comprising of 2,50,00,000 Equity shares of ₹10 each. The Paid-Up Equity Share Capital of the Target Company is ₹22,31,19,600, comprising of 2,23,11,960 Equity Shares of ₹ 10 each fully paid up.
- 5) The Equity Shares of the Target Company are listed on BSE Limited, Mumbai ("BSE") having a scrip code as 539235 and The Calcutta Stock Exchange Limited ("CSE") with Scrip Code as 032056. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the Regulations. The ISIN of the Target Company is INE545R01010.
- As on date, the Target Company is fully compliant with the listing requirements and there has not been any non-listing of Equity Shares on any of the Stock Exchanges.
- The key financial information of the Target Company, based on Certified Un-Audited Financials for the six months period ended September 30, 2018, Audited Financial Statements for FY 2017-2018, FY 2016-2017 and FY 2015-2016, are as follows

| (Amount in Lacs, except EPS           |                       |                 |                 |                 |
|---------------------------------------|-----------------------|-----------------|-----------------|-----------------|
| Particulars                           | September<br>30, 2018 | FY<br>2017-2018 | FY<br>2016-2017 | FY<br>2015-2016 |
|                                       | (Un-Audited)          | (Audited)       | (Audited)       | (Audited)       |
| Total Revenue                         | 12.66                 | 71.89           | 84.63           | 1635.19         |
| Net Income (Profit/Loss for the year) | (57.87)               | (32.10)         | 0.29            | 11.53           |
| EPS (In ₹ per share)                  | Negative              | Negative        | Negligible      | 0.02            |
| Net Worth/Shareholders Fund           | 4683.01               | 1569.36         | 1485.47         | 1023.92         |

The Board of Directors of the Target Company consists of Mr. Vijay Kumar Deekonda, Whole Time Directo (DIN: 06991267), Mr. Majeti Venkatasesha Sridhar Kumar, Independent Director (DIN: 06519699), Mrs. Sridevi Dasari, Independent Director (DIN: 07512095), Mr. Ramesh Babu Nemani, Independent Director (DIN: 08089820) The Compliance Officer of the Target Company is Ms. Priyanka Kumari.

tails of the Offer

Shares agreed Post Offer Shares proposed Shares acquired to be acquired to be acquired shareholding as or Shareholding between PA through Share in the Offer 10<sup>th</sup> working day as on PA date date and Particulars Purchase (assuming full after closing of the DPS date acceptance) Tendering Period Agreement No of No of No of No of No of % % % % % Shares Shares Shares Shares Shares Acquirer 1 10,00,000 4.48 12,55,000 5.63 Nil NA NA. N.A. Nil 2,25,000 1.01 Ni Acquirer 2 Nil NA. 10.00.000 4.48 Ni NA Acauirer 3 58,01,200 26.00 1,09,83,890 49.23 5,54,590 2.49 Nil N.A. Ni NA Acquirer 4 7,43,100 3.33 4,00,000 1.79 Ni NA PAC1 PAC2 Nil N.A. 5,000 0.02 Ni NA 22,97,690 10.30 28,85,000 12.93 Nil N.A. 58,01,200 26.00 1,09,83,890 49.23 TOTAL

#### OFFER PRICE: IV.

- The Equity Shares of the Target Company are presently listed on BSE Ltd, Mumbai ("BSE") having a scrip code as 539235 and The Calcutta Stock Exchange Limited ("CSE") having scrip code as 032056.
- The annualized trading turnover of the Equity Shares of the Target Company during Twelve(12) calendar months preceding the month of PA i.e. January 2018 till December 2018 on the Stock Exchange on which the Equity Shares of the Target Company are listed is given below:

| Name of the<br>Stock<br>Exchange | Total Number of shares traded during<br>the preceding 12 calendar months<br>prior to the month of PA | Equity Shares | Annualized trading<br>turnover (as % of total<br>number of listed shares |
|----------------------------------|--|---------------|--|
| BSE Ltd                          | 65.140   | 2.23.11.960   | 0.29   |
| DSE LIU                          | 03,140   | 2,23,11,700   | 0.27   |

(Source: www.bseindia.com)

- Based on the above, the Equity Shares of the Target Company are infrequently traded during twelve (12) calendar 3) months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulation 2(j) of the Regulations
- The Offer Price of ₹ 40 (Rupees Forty only) is justified in terms of Regulation 8(2) of the Regulations on the basis of the following:

| Sr.<br>No. | Particulars  |   | Amount (In. ₹)                               |
|------------|--|---|--|
| a)         | Negotiated Price as per SPA  | : | 40.00  |
| b)         | The volume-weighted average price paid or payable for acquisition whether by the Acquirers and the PACs, during 52 weeks preceding the date of PA  | : | 40.00  |
| c)         | The highest price paid or payable for any acquisition, by the Acquirers and the PACs, during 26 weeks preceding the date of the PA   | : | 40.00  |
| d)         | The volume-weighted average market price of Equity shares of the Target<br>Company for a period of sixty (60) trading days immediately preceding the<br>date of PA as traded on BSE, being the Stock Exchange where the<br>maximum volume of trading in the shares of the Target Company are<br>recorded during such period, the Equity Shares being infrequently traded | : | Not Applicable                               |
| e)         | Other Financial Parameters as at:  | : | September 30, 2018<br>(Certified/Un-Audited) |
|            | (i) Return on Net worth (%)  | : | Negative                                     |
|            | (ii) Book Value Per Share (₹)  | : | 20.99  |
|            | (iii) Earnings Per Share (₹)   | : | Negative                                     |

Note: The Trading data with respect of BSE has been taken from the website of BSE i.e. www.bseindia.com

The Fair Value per share of the Target Company is ₹ 40 (Rupees Forty only) per share as certified vide Valuation Report dated January 10, 2019 issued by Mr. V Gangadhara Rao N (Membership No. 219486), Partner of NSVR & Associates LLP., Chartered Accountants (FRN:008801S/S200060) having office at Flat No 202, Nestcon Gayatri, Plot No 28, Panchavati Cooperative Society, Near South Indian Bank, Road No 10, Banjara Hills, Hyderabad-500034, Tel. No.: +91 99633 77678, E-Mail ID: nvenkatca@gmail.com.

The Offer Price of ₹ 40 (Rupees Forty only) per share have been determined taking into account the methodology adopted under Hindustan Lever Employees Union v/s Hindustan Lever Ltd case

- In view of the parameters considered and presented in the table above and in the opinion of the Acquirers, the PACs and Manager to the Offer, the Offer Price of ₹ 40 (Rupees Forty only) per Equity Share is justified in terms of Regulation 8 (2) of the Regulations.
- There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- As on date, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers and the PACs shall comply with regulation 18 of the Regulations and all the provisions of the Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size
- If the Acquirers and the PACs acquire or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirers and the PACs shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the Regulations
- 10) If the Acquirers and the PACs acquires Equity Shares of the Target Company during the period of twenty-six (26) weeks after the tendering period at a price higher than the Offer Price, the Acquirers and the PACs shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form
- 11) If there is any revision in the offer price on account of future purchases/competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and would be notified to the shareholders.

#### V. FINANCIAL ARRANGEMENTS:

- The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 58,01,200 fully paid up Equity Shares of Face Value ₹ 10 each at a price of ₹ 40 (Rupees Forty only) per Equity Share is ₹ 23,20,48,000 (Rupees Twenty Three Crores Twenty Lakhs Forty Eight Thousand only) ("Maximum Consideration").
- In accordance with Regulation 17 of Regulations, the Acquirers and the PACs have opened a Cash Escrow 2) Account under the name and style of "GPL-OPEN OFFER-CASH ESCROW ACCOUNT" ('Escrow Account')

- 4.5. The Net worth of Acquirer 4 is ₹ 887.69 Lakhs (Rupees Eight Hundred and Eighty Seven Lakhs and Sixty Nine Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad, Telangana-500 026, Tel No.: +91 402339 1164, E-Mail ID: ca medikonda@gmail.com
- 4.6. The entities promoted/controlled/managed by Acquirer 4 is as under

| Sr.<br>No. | Name of the Entities              | Designation | % of total Equity Shares<br>held/Share of Partnership | 2) |
|------------|-----------------------------------|-------------|---|----|
| 1)         | Genesis I.B.R.C. Private Limited  | Director    | Nil   | ]  |
| 2)         | Sainaren Holdings Private Limited | Director    | Nil   | 3) |

B. Information about the PACs:

#### Information about Mrs. Sailaia Mannepalli (hereinafter referred to as "PAC 1") 5)

- Sailaja Mannepalli, W/o Suresh Atluri, aged about 51 years, is presently residing at A-705, Avani Block, 5.1 Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda Hyderabad-500 008, having Contact. No.: +91 96180 23636 and E-Mail ID: sailaiaas@vahoo.co.in. She has done M.Sc. (Mathematics) from Osmania University. Her Permanent Account Number (PAN) under Indian Income Tax Act is AUYPM 9310 M. She has around 15 years of experience in Freelance Teaching
- 5.2. PAC 1 is not part of any group
- 5.3. As on date of PA, PAC 1 holds 7,43,100 Equity Shares representing 3.33% of Equity Share Capital of the Target Company. Further, 4,00,000 Equity Shares representing 1.79% of the Equity Share Capital/Voting Capital of the Target Company will be acquired through SPA pursuant to completion of Open Offer
- PAC 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B 5.4. of the SEBI Act or any other regulations made under the SEBI Act.
- The Net Worth of PAC 1 is ₹557.80 Lakhs (Rupees Five Hundred and Fifty Seven Lakhs and Eighty Thousand 5.5. only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi (Membership No. 240707), Chartered Accountants having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 402339 1164, E-Mail ID: ca.medikonda@gmail.com
- The entities promoted/controlled/managed by PAC 1 is as under: 5.6.

| Sr.<br>No. | Name of the Entities                | Designation | % of total Equity Shares<br>held/Share of Partnership |
|------------|-------------------------------------|-------------|---|
| 1)         | Evisca Agro Science Private Limited | Director    | 50.00%  |
| 2)         | Infinity Management Consultants LLP | Partner     | 30.00%  |

#### Information about Mr. Srinivas Rao Paturi (hereinafter referred to as "PAC 2") 6)

- 6.1 Srinivas Rao Paturi, S/o Sivaram Prasad Paturi, aged about 51 years, is currently residing at 8-2-465, Flat No. 108, Road No. 4, Studio Sikhamore Apartments, Banjara Hills, Hyderabad-500 034 having Contact No.: +91 98480 18646 and E-Mail ID: psrao1967@gmail.com. He is a Company Secretary from Institute of Company Secretaries of India. His Permanent Account Number (PAN) under Indian Income Tax Act is AEJPP 6161 J. He has more than 2 decades of Experience in Corporate Laws and other Secretarial & Legal assignment
- 6.2. PAC 2 is not part of any group.
- 6.3. As on date, PAC 2 does not hold any Equity Share of the Target Company. Further, 5,000 Equity Shares representing 2) 0.02% of the Equity Share Capital/Voting Capital of the Target Company will be acquired through SPA pursuant to completion of Open Offer
- PAC 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under 6.4. section 11 B of the SEBI Act or any other regulations made under the SEBI Act.
- 6.5 The Net Worth of PAC 2 is ₹ 2356.12 (Rupees Two Thousand Three Hundred and Fifty Six Lakhs and Twelve Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountants having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad -500 026, Tel No.: +91 402339 1164, E-Mail ID: ca.medikonda@gmail.com
- The entities promoted/controlled/managed by PAC 2 is as under: 6.6.

| Sr.<br>No. | Name of the Entities            | Designation        | % of total Equity Shares<br>held/Share of Partnership |   |
|------------|---------------------------------|--------------------|---|---|
| 1)         | Arun Power Projects Limited     | Director           | 13.55%  | 5 |
| 2)         | P.S. Rao Corporate Advisors LLP | Designated Partner | 80.00%  |   |
| 3)         | Ram Infratech LLP               | Individual Partner | 25.00%  |   |
| 4)         | CLS Publishers LLP              | Designated Partner | 20.00%  |   |

9)

5)

8)

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- The Acquirers and the PACs are making this Open Offer to acquire upto 58,01,200 Equity Shares of ₹ 10 each representing 26% of the Equity Share Capital of the Target Company at a price of ₹ 40 (Rupee Forty only) per Equity Share ('Offer Price') aggregating to ₹ 23,20,48,000 (Rupees Twenty Three Crores Twenty Lakhs Forty Eight Thousand only), payable in cash, subject to the terms and conditions set out in the Public Announcement ('PA'), this Detailed Public Statement ('DPS') and the Letter of Offer ('LoF') which will be sent to the Public Shareholders of the Target Company
- All the owners of the equity shares of the Target Company registered or unregistered except the Acquirers and the PACs and the Selling Shareholders are eligible to participate in the Offer in terms of Regulation 7(6) of the Regulations.
- As on date, to the best of knowledge and belief of the Acquirers and the PACs, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers and the PACs will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the Regulations.
- This Offer is not conditional upon any minimum level of acceptance by the Equity Shareholders of the Target Company in terms of Regulation 19(1) of the Regulations.
- This is not a competing offer in terms of Regulation 20 of the Regulations.
- The Equity Shares of the Target Company which will be acquired by the Acquirers and the PACs are fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- As on date, there are no instruments pending for conversion into Equity Shares.
- The Manager to the Offer i.e. Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment to act as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date on which the payment of consideration to the shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn as the case may be.
- The Acquirers and the PACs do 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 (2) years except in the ordinary course F. of business. The Target Company's future policy for disposal of its assets, if any, within two (2) years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of the Regulations.
  - As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding. on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will fall not below the minimum public shareholding requirement as per SCRR as amended and the SEBI (LODR) Regulations, 2015.

## BACKGROUND TO THE OFFER:

- The Acquirers and the PACs have entered into a Share Purchase Agreement ("SPA") on January 10, 2019 (Thursday) with the existing Promoter/Promoter Group (the "Selling Shareholders"/"Sellers") to acquire the 28,85,000 Equity Shares of ₹ 10 each representing 12.93% of the Equity Share Capital of the Target Company
- Pursuant to SPA, the Acquirers and the PACs are making an Offer in terms of Regulation 3(1) and 4 of the Regulations to acquire upto 58,01,200 Equity Shares of ₹ 10 each, representing 26% of the Equity Share Capital of the Target Company ("Offer Size") at a price of ₹ 40 (Rupee Forty only) per Equity Share ("Offer Price"), payable in cash, subject to the terms and conditions set out in the PA, this DPS and the LoF that will be sent to the Public Shareholders of the Target Company.
- The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations, 2011.
- At present, the Acquirers and the PACs do 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 Acquirers and the PACs may expand the existing business of the Target Company and may diversify into new businesses with the prior approval of the Shareholders. The Acquirers and the PACs may reorganize the present Capital structure of the Company and also further strengthen the Board.
- The Object of the acquisition is substantial acquisition of Shares/Voting Rights accompanied by controlling the Management of the Target Company

### SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirers and the PACs in the Target Company and the details of their acquisitions are as follows

with IndusInd Bank Limited ('Escrow Banker') bearing account number 250556040673 and deposited an amount of ₹ 200.00 Lakhs (Rupees Two Hundred Lakhs only), in cash, being 8.62% of the Maximum Consideration. The same has been confirmed vide their letter dated January 14, 2019 issued by the Escrow Banker. The Acquirers and the PACs have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. Further, in accordance with Regulation 17 of Regulations, the Acquirers and the PACs have also transferred securities amounting to ₹ 600.50 Lakhs (net of 25% margin) being 25.88% of the maximum consideration to the Demat Escrow Account viz., "GPL-OPEN OFFER-DEMAT ESCROW ACCOUNT" opened with Zen Securities Limited ("Registered Broker") bearing account number IN302863-10466859 on January 14, 2019. The Registered Broker has confirmed the same vide Statement of Holdings dated January 14, 2019. The details of the securities kept in Escrow Demat Account and Margin are given hereunder:

| Sr. No. | Name of the Scrip             | Quantity | Face Value (in ₹) | Market Price* | Total Value   |
|---------|-------------------------------|----------|-------------------|---------------|---------------|
| 1)      | Reliance Industries Limited   | 16       | 10.00             | 1096.80       | 17,548.80     |
| 2)      | State Bank of India           | 680      | 1.00              | 300.40        | 204,272.00    |
| 3)      | CCL Products Limited          | 3,00,000 | 2.00              | 266.15        | 79,845,000.00 |
|         | TOTAL                         |          |                   |               | 80,066,820.80 |
|         | Less: Margin @ 25%            |          |                   |               | 20,016,705.20 |
|         | Value of Securities available |          |                   |               |               |
|         | for Escrow                    |          |                   |               | 60,050,115.60 |

\* Market Price is as on January 14, 2019 on NSE.

- The securities deposited in the Demat Escrow Account are free of lien/encumbrances.
- The securities deposited in the Demat Escrow Account are carrying the voting rights and there is no suspension or freeze of the voting rights.
- The Manager to the Offer is authorized to operate and realize the value of the Escrow Account with the Escrow Banker & also authorized to operate and maintain the Escrow Demat Account with Escrow Agent in terms of the Regulations
- The Manager to the Offer will make good any such deficit, if any, on realization of value of the securities in 6) accordance with Regulation 17(7) of the Regulations.
- The Acquirers and the PACs have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the Regulations. The Open Offer obligation shall be met by the Acquirers and the PACs through their own resources and no borrowings from any bank and/or financial institution are envisaged.
- Ms. K Bhargavi (Membership No. 240707) having Office at Flat No. 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad, Telangana-500 026, Tel. No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com, vide certificate dated January 10, 2019 has certified that sufficient resources are available with the Acquirers and the PACs for fulfilling the obligations under this 'Offer' in full.
- Based on the above, the Manager to the Offer is satisfied that the firm arrangements have been put in place by the Acquirers and the PACs to implement the offer in full in accordance with the Regulations
- 10) In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers and the PACs shall deposit additional appropriate amount into an Escrow Account and/or deposit additional securities in the Escrow Demat Account to ensure compliance with Regulation 18 (5) of the Regulations, prior to effecting such revision.
- STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:
- As of the date of this DPS, to the best of the knowledge of the Acquirers and the PACs, there are no Statutory Approvals required by the Acquirers or the PACs to complete this Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirers and the PACs shall make the necessary applications for such Statutory Approvals
- In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the Regulations, SEBI 2) may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirers and the PACs to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirers and the PACs agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirers and the PACs have the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirers and the PACs in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account and securities being in Escrow Demat Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of the Regulations.
- The acquisition of the Equity Shares tendered by Non-Resident India ("NRI") and Overseas Corporate Bodies ("OCB") are subject to approval/exemption, if applicable, from Reserve Bank of India ("RBI"). NRI and OCB holders of the Equity Shares in the Target Company, if any, must obtain all requisite Approvals required to tender

the Equity Shares held by them pursuant to this Offer (including from RBI and submit such approvals, along with the other requisite documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, OFIs and FIIs) had required any approvals (including RBI or FIPB in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding such Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Offer.

## VII. TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

| Nature of Activity  | Date              | Day       |
|---|-------------------|-----------|
| Date of the PA  | January 10, 2019  | Thursday  |
| Date of publishing the Detailed Public Statement  | January 17, 2019  | Thursday  |
| Last date for filing of Draft Letter of Offer with SEBI   | January 22, 2019  | Tuesday   |
| Last date of a competing offer  | February 07, 2019 | Thursday  |
| Latest date by which SEBI's observations will be received   | February 14, 2019 | Thursday  |
| Identified Date*  | February 18, 2019 | Monday    |
| Last date by which the Letter of Offer will be dispatched to the Shareholders ( <i>Except the Acquirers, the PACs and the Selling Shareholder</i> ) as on the identified date   | February 26, 2019 | Tuesday   |
| Last date by which the recommendation of the committee of Independent<br>Directors of the Target Company will be given and published  | March 01, 2019    | Friday    |
| Last Date for revising the Offer Price/number of shares   | March 05, 2019    | Tuesday   |
| Date of Commencement of the Tendering Period ("Offer Opening date")   | March 06, 2019    | Wednesday |
| Date of Closing of the Tendering Period ("Offer Closing date")  | March 19, 2019    | Tuesday   |
| Last date for communicating Rejection/acceptance and payment of<br>consideration for accepted equity shares or equity share certificate/return of<br>unaccepted share certificates/credit of unaccepted shares to demat account | March 27, 2019    | Wednesday |

\*Identified Date is only for the purpose of determining the names of the Shareholders (except the Acquirers, the PACs and the Selling Shareholders) as on such date to whom the Letter of Offer will be sent. It is clarified that all the public shareholders (registered or unregistered) of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

## II. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER:

- All the Public Shareholders (*except the Acquirers, the PACs and the Selling Shareholders*) holding the Equity Shares, whether in dematerialized form or physical form, registered or unregistered, are entitled to participate in this Offer, any time before the closure of the tendering period of this Offer.
- Persons who acquired Equity Shares of the Target Company but (a) who have not received the Letter of Offer ('LoF'), (b) who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company as on the Identified Date or unregistered owners may participate in this Open Offer.
- The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by the Stock Exchanges in the form of a separate window ("Acquisition Window") as provided under Circular Nos. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI.
- BSE Limited, Mumbai ("BSE") shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.
- The Acquirers and the PACs have appointed Sparkle Securities Solutions Private Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of the Shares tendered in the Open Offer shall be made.
- The Contact Details of the Buying Broker are mentioned below:
- Sparkle Securities Solutions Private Limited
- E-501, Remi Bizcourt, Off Veera Desai Road,
- Andheri (W), Mumbai-400 053
- Tel. No.: +91 22 6759 2033
- Contact Person: Ms. Kunjal Anjaria
- The Letter of Offer would be available on the website of SEBI i.e. www.sebi.gov.in.
- THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

## . OTHER INFORMATION:

For the purpose of disclosures in this DPS relating to the Target Company, the Acquirers and the PACs 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 Acquirers and the PACs accepts the responsibility for the information contained in the Public Announcement and also for the obligations of the Acquirers and the PACs laid down in the Regulations.

- Pursuant to Regulation 12 of the Regulations, the Acquirers and the PACs have appointed Mark Corporate Advisors Private Limited as the Manager to the Offer.
- The Acquirers and the PACs have appointed Venture Capital & Corporate Investments Private Limited, as Registrar to the Offer having office at 12-10-167, Bharat Nagar, Hyderabad, Telangana-500 018, Tel. No.: +91 40 2381 8475/76, E-Mail ID: info@vccilindia.com, Contact Person: Mr. P. V. Srinivas, SEBI Reg. No.: INR000001203.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- This DPS and the PA will also be available on the website of SEBI i.e. www.sebi.gov.in.

# Issued by the Manager to the Offer:



- MARK CORPORATE ADVISORS PRIVATE LIMITED
- CIN: U67190MH2008PTC181996
- 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane),
- Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Contact Person: Mr. Manish Gaur
- Tel. No.: +91 22 2612 3207/08
- F-Mail ID: onepoffer@
  - E-Mail ID: openoffer@markcorporateadvisors.com SEBI Regn No.: INM000012128

## For and on behalf of the Acquirers and the PACs:

| Sd/-                  | Sd/-                  | Sd/-                       |
|-----------------------|-----------------------|----------------------------|
| Suresh Atluri         | Surinder Kumar Tikoo* | Parthasarathi Bhattacharya |
| ("Acquirer 1")        | ("Acquirer 2")        | ("Acquirer 3")             |
| Sd/-                  | Sd/-                  | Sd/-                       |
| Satish Kumar Tondapu* | Sailaja Mannepalli*   | Srinivasa Rao Paturi*      |
| ("Acquirer 4")        | ("PAC 1")             | ("PAC 2")                  |

\* Signed by duly constituted Power of Attorney holder, Mr. Suresh Atluri.

Place: Mumbai

Date : January 17, 2019