

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF HINDUSTAN AGRIGENETICS LIMITED UNDER REGULATION 3(1) AND REGULATION 4 READ ALONG WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO**

**Open Offer for the acquisition of upto 11,44,052 (Eleven Lakh Forty Four Thousand and Fifty Two only) fully paid-up equity shares of the face value of ₹ 10 (Indian Rupees ten only) each (“Equity Shares”) of Hindustan Agrigenetics Limited (The “Target Company”/“HAGL”) constituting 26% (twenty six percent) of the Voting Equity Share Capital (as defined below) (“Open Offer”/ “Offer”) from the Public Shareholders of the Target Company by Mr. Rajendra Naniwadekar (the “Acquirer”), pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the “SEBI (SAST) Regulations”) (the “Open Offer”).**

This Public Announcement (“**Public Announcement**” or “**PA**”) is being issued by Bajaj Capital Securities Limited (formerly Bajaj Capital Holdings Limited) (the “**Manager to the Offer**”) for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to and in compliance with and pursuant to Regulations 3(1) and 4 read with Regulations 13(1), 14 and 15(1) of SEBI (SAST) Regulations.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- (1) “Board of Directors” means the Board of Directors of the Target Company.
- (2) “Equity Shares” means fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each.
- (3) “Promoter and Promoter Group” shall mean the persons mentioned in Promoter and Promoter Group in the quarterly shareholding pattern for the quarter ended September 30, 2024 of the Target Company as appearing on BSE’s website.
- (4) “Public Shareholders” means all the equity shareholders of the Target Company excluding the Promoters and Promoter group of the Target Company, the Acquirer and parties to the Share Purchase Agreement pursuant to and in compliance with the SEBI (SAST) Regulations.
- (5) “SEBI” means Securities and Exchange Board of India.
- (6) “Selling Promoter Shareholder” is Mr. Pritam Kapur, Promoter and Director of the Target Company.
- (7) “Tendering Period” has the meaning ascribed to it under the SEBI (SAST) Regulations.
- (8) “Voting Equity Share Capital” means the voting equity share capital of the Target Company on a fully diluted basis expected as of the tenth working day from the closure of the Tendering Period for the Open Offer.
- (9) “Working Day” has the same meaning as ascribed to it in the SEBI SAST Regulations.

## **1. OPEN OFFER DETAILS**

- 1.1 **Open Offer Size:** The Acquirer hereby makes this Open Offer for the acquisition of up to 11,44,052 (**Eleven Lakh Forty Four Thousand and Fifty Two**) Equity Shares constituting 26% (Twenty Six Percent) of the Voting Equity Share Capital of the Target Company from the Public Shareholders, subject to the terms and conditions mentioned in this PA, the detailed public statement, that will be published in connection with the Offer (the “**Detailed Public Statement**”/ “**DPS**”) and the Letter of Offer that will be sent to the Public Shareholders in accordance with the SEBI (SAST) Regulations.
- 1.2 **Open Offer Price/Consideration:** The Open Offer is made at a price of ₹ 54/- (Indian Rupees Fifty Four only) for each Equity Share of Target Company. The total consideration payable by the Acquirer under the Open Offer, at the Offer Price will be, ₹ 6,17,78,808/- (Indian Rupees Six Crore Seventeen Lakh Seventy Eight Thousand Eight Hundred and Eight Only).
- 1.3 **Mode of Payment:** The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4 **Type of Offer:** This Open Offer is a Triggered/~~Mandatory Offer~~ made in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

**2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)**

On January 13, 2025, the Acquirer has entered into a Share Purchase Agreement ('SPA') with Mr Pritam Kapur, one of the promoters of the Target Company to acquire 44,000 (Forty Four Thousand) Equity Shares representing 1% of the paid up equity share capital of the Target Company of face value of ₹ 10.00/- (Indian Rupees Ten Only) at a negotiated price of ₹ 50/- (Indian Rupees Fifty Only) per Equity Share of the Target Company.

| Details of underlying transaction     |   |  |   |   |                                     |  |
|---------------------------------------|---|--|---|---|-------------------------------------|--|
| Type of Transaction (direct/indirect) | Mode of Transaction (Agreement/ Allotment/ market purchase) | Shares / Voting rights acquired /proposed to be acquired |   | Total Consideration for shares/voting rights (VR) acquired ( In ₹ ) | Mode of Payment ( Cash/ securities) | Regulation which has triggered                                   |
|                                       |   | Number   | % vis a vis current total equity capital / Voting Share Capital |   |                                     |  |
| Direct                                | Share Purchase Agreement dated January 13, 2025             | 44,000 (Forty Four Thousand Only)                        | 1% of Shares/Voting Rights                                      | 22,00,000   | Cash                                | Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations. |

*Note: 1. Pursuant to the consummation of the Underlying Transaction, the Acquirer's shareholding shall exceed 25% of the Voting Share Capital. Accordingly, this mandatory Open Offer is being made by the Acquirer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Post the successful completion of the Open Offer subject to compliance with the SEBI (SAST) Regulations, the Acquirer will assume control over the Target Company and will be classified as part of the Promoter and Promoter Group of the Target Company.*

*2. The Selling Promoter Shareholder, Mr. Pritam Kapur, will continue to be the Promoter alongwith the existing members of the Promoter and promoter group.*

**3. DETAILS OF THE ACQUIRER:**

| Details  | Acquirer  |
|--|---|
| Name of the Acquirer   | Mr. Rajendra Naniwadekar  |
| Address  | Dev-Chhaya," 3-4-252/1, Kachiguda, Hyderabad<br>Telangana – 500 027.  |
| Name(s) of persons in control / promoters of Acquirer/PACs where Acquirer/PACs are companies                                       | Not Applicable  |
| Name of the Group, if any, to which the Acquirer belongs to  | None and Not Applicable   |
| Pre-Transaction shareholding<br>- Number<br>- % of total share capital   | 10,57,196 Equity Shares<br>24.026%  |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer (excluding shares acquired in the open offer) | 11,01,196 Equity Shares (Eleven Lakh One Thousand One Hundred and Ninety Six) representing 25.026% of the paid up share capital of the Target Company.  |
| Any other interest in the Target Company   | As on the date of the PA, except for being the shareholder of the Target Company and having executed the Share Purchase Agreement, the Acquirer does not have any other interest or any other relationship in or with the Target Company. |

**4. DETAILS OF SELLING PROMOTER SHAREHOLDER**

| Name         | Part of Promoter/Promoter Group (Yes/No) | Pre-Transaction |          | Post Transaction |          |
|--------------|--|-----------------|----------|------------------|----------|
|              |  | Number          | %        | Number           | %        |
| Pritam Kapur | Yes                                      | 44,000          | 1        | 44,000           | 1        |
| <b>Total</b> |  | <b>44,000</b>   | <b>1</b> | <b>44,000</b>    | <b>1</b> |

## 5. TARGET COMPANY

5.1 **Name:** Hindustan Agrigenetics Limited

5.2 **CIN.:** L01119DL1990PLC040979

5.3 **Registered office:** 806, Meghdoot, 94 Nehru Place, New Delhi 110019

5.4 **Exchanges where listed:** The Equity Shares of the Target Company are listed on BSE Limited: (Security Code - 519574, ISIN: INE092301014)

## 6. OTHER DETAILS

- 6.1. A Detailed Public Statement (“DPS”) specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI SAST Regulations on or before Monday, January 20, 2025. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, the Selling Promoter Shareholder, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- 6.2 The Acquirer undertakes that he is fully aware of and will comply with his obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulations 25(1) under the SEBI Takeover Regulations and accepts full responsibility for the information contained in this Public Announcement.
- 6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI Takeover Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations.
- 6.4 The Acquirer has no intention to delist the equity shares of the Target Company and intends to retain the listed status on BSE Limited.
- 6.5 All information in relation to the Target Company contained in this Public Announcement is based on publicly available information.

### Issued by the Manager to the Open Offer on Behalf of the Acquirer

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|---|---|
|  | <p><b>Bajaj Capital Securities Limited</b><br/><b>(Formerly Bajaj Capital Holdings Limited)</b><br/>Mezzanine Floor 97, Bajaj House,<br/>Nehru Place, New Delhi -110019, India<br/><b>Tel No:</b> 011-41693000; 011-67000000<br/><b>Contact Person:</b> G.Akila<br/><b>Email:</b> <a href="mailto:info@bajajcapitalsec.com">info@bajajcapitalsec.com</a><br/><b>Website:</b> <a href="http://www.bajajcapitalsec.com">www.bajajcapitalsec.com</a><br/><b>SEBI Registration Number:</b> INM000013208</p> |
|---|---|

**Signed by Acquirer**

Sd/-  
**Rajendra Naniwadekar**

**Place:** Hyderabad  
**Date:** January 13, 2025