

SOURCE INDUSTRIES (INDIA) LIMITED

(CIN: L45400TG1984PLC004777)

Registered Office: Flat No. 301, DBN Padmavathi Arcade, 6-3-709/A/10/A, Punjagutta Officers Colony, Punjagutta, Hyderabad-500082, Telangana, India.

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Open Offer for acquisition up to 34,00,000 fully paid-up equity shares having face value of ₹10 each representing 29.82% of the Equity Share Capital (as defined below) of Source Industries (India) Limited ("Source"/"Target Company") at a price of ₹4.50 per equity share from the public shareholders (as defined below) of the 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") by Mr. Sudhir Reddy Posireddy ("Acquirer 1"), Mr. Naraharisetty Mohan Krishna ("Acquirer 2"), Mrs. Swathi Ramreddy ("Acquirer 3") and Arka Defence Private Limited ("Acquirer 4") ("Acquirer 1", "Acquirer 2", "Acquirer 3" and "Acquirer 4" hereinafter collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited ("Manager"/"Manager to the Open Offer") for and on behalf of the Acquirers, to the public shareholders of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3), and 15(2) and other applicable regulations of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011") pursuant to the Public Announcement ("PA") dated January 03, 2025 filed with BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and the Target Company in terms of SEBI (SAST) Regulations, 2011.

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

(i) "Eligible Equity Shareholders" shall mean all the public shareholders of the Target Company, who are eligible to tender their Equity Shares in the Offer, other than Acquirers, the existing Promoter Sellers of the Target Company and any persons deemed to be acting in concert ("Deemed PACs") with the parties to the SPA (as defined below), pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;

(ii) "Equity Share Capital" shall mean the total Voting Share Capital of ₹11,40,31,100 comprising of 1,14,03,110 equity shares having face value of ₹10 each fully paid up of the Target Company on a fully diluted basis expected as of the 10th (tenth) working day from the closure of the Tendering Period for the Open Offer;

(iii) "SEBI (SAST) Regulations, 2011" shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

(iv) "Promoter Sellers"/"Promoter Group Sellers"/"Sellers" shall mean (i) Mr. Lalit Kumar Gupta ("Seller 1"), (ii) Mr. Ritesh Kumar Gupta ("Seller 2"), (iii) Mrs. Lakshmi Gupta ("Seller 3"); (iv) Mr. Akshay Kumar Gupta ("Seller 4"); and (v) Mr. Adarsh Kumar Gupta ("Seller 5");

(v) "SPA"/"Agreement" shall mean Share Purchase Agreement entered between the Acquirers and the Sellers on January 03, 2025.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER:

A. Information about the Acquirers:

1. Information about Mr. Sudhir Reddy Posireddy ("Acquirer 1"):

1.1. Mr. Sudhir Reddy Posireddy, S/o Yagappareddy Posireddy, aged about 39 years, is resident of 12-42, Sark One, Mokila, K V Rangareddy, Telangana-501203. India. His Permanent Account Number under Indian Income Tax Act is APOPP6829F. He holds the degree of Master of Science in Mechanical Engineering from Florida International University, USA. He has around fifteen (15) years of experience in Designing and Manufacturing of complex and task specific Industrial Robots. His Contact No. is +91 9676004747 and Email ID is rihdus1@gmail.com.

1.2. Acquirer 1 is not part of any group.

1.3. The Net worth of Acquirer 1 is ₹773.23 Lakhs as on December 24, 2024 as certified by CA Srinivas Reddy Mettu, (Membership No.: 254436), Partner, M/s KRYR & Associates., Chartered Accountants (FRN: 017232S) vide certificate dated December 24, 2024, having Office at Flat No. 302, MCR Complex, Ayyappa Housing Society, Madhapur, Hyderabad-500081, Telangana. Contact No. is +91 8790577058/+91 7095326936 and Email ID is srenucas@gmail.com.

1.4. As on date, Acquirer 1 holds 8,78,871 Equity Shares representing 7.71% of Equity Share Capital of the Target Company. Further, Acquirer 1 has entered into a Share Purchase Agreement ("SPA") to acquire 6,34,400 equity shares representing 5.56% of the Equity Share Capital of the Target Company.

2. Information about Mr. Naraharisetty Mohan Krishna ("Acquirer 2"):

2.1. Mr. Naraharisetty Mohan Krishna, S/o Suryanarayana Naraharisetty, aged about 41 years, is resident of Villa No. 147, Primus Epsilon, Gundlupochampalli, Kompally, Hyderabad-500014, Telangana. India. His Permanent Account Number under Indian Income Tax Act is ASTPK0352L. He holds the degree of Bachelor of Technology in Electrical and Electronics Engineering from Shanmugha Arts, Science, Technology & Research Academy (SASTRA), Tirumalaisa mudram, Tamil Nadu. He has around two (2) decades of experience in Business Development and executing technology projects. His Contact No. is +91 9985814249 and Email ID is nmkofficialmail@gmail.com.

2.2. Acquirer 2 is not part of any group.

2.3. The Net worth of Acquirer 2 is ₹645.71 Lakhs as on December 24, 2024 as certified by CA Srinivas Reddy Mettu, (Membership No.: 254436), Partner, M/s KRYR & Associates., Chartered Accountants (FRN: 017232S) vide certificate dated December 24, 2024 having Office at Flat No. 302, MCR Complex, Ayyappa Housing Society, Madhapur, Hyderabad-500081, Telangana. Contact No. is +91 8790577058/+91 7095326936 and Email ID is srenucas@gmail.com.

2.4. As on date, Acquirer 2 holds 5,24,400 Equity Shares representing 4.60% of the Equity Share Capital of the Target Company. Further, Acquirer 2 has entered into a Share Purchase Agreement ("SPA") to acquire 3,15,400 equity shares representing 2.77% of the Equity Share Capital of the Target Company.

3. Information about Mrs. Swathi Ramreddy ("Acquirer 3"):

3.1. Mrs. Swathi Ramreddy, D/o Mallareddy Ramreddy, aged about 32 years, is resident of 303, Sai Brundhavan Apts, Model House Lane, Punjagutta, Hyderabad-500082, Telangana, India. Her Permanent Account Number under Indian Income Tax Act is BLKPR5847L. She is B. Tech in Computer Science & Engineering from Jawaharlal Nehru Technological University, Hyderabad. She is also admitted as Advocate on the Rolls of the Bar Council of the State of Telangana under the Advocates Act of 1961. She has around five years of experience as Legal consultant. Her Contact No. is +91 8498981155 and Email ID is swathiramreddy7@gmail.com.

3.2. Acquirer 3 is not part of any group.

3.3. The Net worth of Acquirer 3 is ₹1032.78 Lakhs as on December 24, 2024 as certified by CA Srinivas Reddy Mettu, (Membership No.: 254436), Partner, M/s KRYR & Associates., Chartered Accountants (FRN: 017232S) vide certificate dated December 24, 2024 having Office at Flat No. 302, MCR Complex, Ayyappa Housing Society, Madhapur, Hyderabad-500081, Telangana. Contact No. is +91 8790577058/+91 7095326936 and Email ID is srenucas@gmail.com.

3.4. As on date, Acquirer 3 holds 11,80,000 Equity Shares representing 10.35% of the Equity Share Capital of the Target Company. Further, Acquirer 3 has entered into a Share Purchase Agreement ("SPA") to acquire 3,80,310 equity shares representing 3.34% of the Equity Share Capital of the Target Company.

4. Information about Arka Defence Private Limited ("Acquirer 4"):

4.1. Arka Defence Private Limited ("Arka"/"Acquirer 4") is a Private Limited Company by shares. It was incorporated on June 19, 2024 under the provisions of the Companies Act, 2013 with Central Registration Centre of Registrar of Companies under the name "Arka Defence Private Limited". The Corporate Identification Number ("CIN") of Acquirer 4 is U30400TS2024PTC186685 and Permanent Account Number ("PAN") under the Income Tax Act, 1961, is ABACA8988M. There has been no change in the name of the Company since incorporation.

4.2. The registered office of Acquirer 4 is situated at Ground Floor, Villa No. 147, Primus Epsilon, Gundlupochampalli, Opp. Cricket Stadium, Kompally, Hyderabad-500100, Telangana, India. The contact number is +91 9100900140 and Email ID is info@arkadefence.com.

4.3. Acquirer 4 is not a part of any group.

4.4. As on date, Acquirer 4 is not carrying out any activity, however, its business as per the MoA, inter-alia includes to manufacture or develop various technological solutions for the defence forces, including support services for the products.

4.5. Acquirer 4 is a Private Limited Company, and its securities are not listed on any Stock Exchange in India or abroad.

4.6. The details of Promoters/Promoter Group Shareholders/Ultimate Beneficial Owners of the Acquirer 4 as on December 31, 2024, are as under:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	% of Equity Share Capital
1)	Alpha Alliance LLP	2,22,720	55.68%
2)	Dalip Kumar Pradhan	96,000	24.00%
3)	Suryanarayana Naraharisetty	65,280	16.32%
4)	Swathi Ramreddy	16,000	4.00%
	Total	4,00,000	100.00%

4.7. The summary of Key Financial Information of Acquirer 4 based on the Provisional Certified Financial Information for the period ending December 23, 2024, are as under:

(Rupees in Lakhs, unless otherwise stated)

Particulars	As of December 23, 2024 (Provisional)
Total Income (includes Other Income)	Nil
Profit/(Loss) for the year/period	(0.89)
Earnings Per Share (₹) (Basic & Diluted)	Negative
Net Worth	39.11

4.8. As on date, Acquirer 4 holds 2,00,000 Equity Shares representing 1.75% of the Equity Share Capital of the Target Company. Further, Acquirer 4 has entered into a Share Purchase Agreement ("SPA") to acquire 1,56,100 equity shares representing 1.37% of the Equity Share Capital of the Target Company.

5. Acquirer 1, Acquirer 2 and Acquirer 3 are the partners, amongst others, in Alpha Alliance LLP, which is holding 55.68% stake of Arka Defence Private Limited ("Acquirer 4").

6. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.

7. The Acquirers have not been categorized or declared as: (i) a 'wilful defaulter' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.

8. There are no Persons Acting in Concert ("PACs") for the purpose of this Open Offer within the meaning of Regulation 2(1)(g)(i) of the SEBI (SAST) Regulations, 2011.

9. As on the date, the Acquirers are holding in aggregate 27,83,271 equity shares representing 24.41% of the Equity share Capital of the Target Company and the details of the same are as below:

Sr. No.	Name of the Acquirers	Category	No. of Equity Shares	% of the Equity Share Capital
1)	Mr. Sudhir Reddy Posireddy	Acquirer 1	8,78,871	7.71%
2)	Mr. Naraharisetty Mohan Krishna	Acquirer 2	5,24,400	4.60%
3)	Mrs. Swathi Ramreddy	Acquirer 3	11,80,000	10.35%
4)	Arka Defence Private Limited	Acquirer 4	2,00,000	1.75%
	Total		27,83,271	24.41%

Apart from the above, the Acquirers have entered into Share Purchase Agreement with the Promoter/ Promoter Group Sellers for acquisition of 14,86,210 equity shares representing 13.03% of the Equity share Capital of the Target Company.

B. Information about the Sellers/Selling Shareholders:

1) Pursuant to the Share Purchase Agreement ("SPA") entered into between the Acquirers and the Promoter/ Promoter Group Sellers on January 03, 2025, the Acquirers have agreed to acquire 14,86,210 equity shares having face value of ₹10 each at a price of ₹4.50 per equity share representing 13.03% of the Equity Share Capital from the following Promoter/Promoter Group Seller of the Target Company ("Sellers"):

Sr. No.	Name, PAN & Address	Part of Promoter/ Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
1)	Mr. Lalit Kumar Gupta ("Seller 1") PAN: ACWPG4856A Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	1,56,100	1.37%	Nil	N.A.
2)	Mr. Ritesh Kumar Gupta ("Seller 2") PAN: ACAPG0997L Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	3,80,310	3.34%	Nil	N.A.
3)	Mrs. Lakshmi Gupta ("Seller 3") PAN: ACAPG1087H Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	3,25,300	2.85%	Nil	N.A.
4)	Mr. Akshay Kumar Gupta ("Seller 4") PAN: ACAPG1084E Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	3,15,400	2.77%	Nil	N.A.
5)	Mr. Adarsh Kumar Gupta ("Seller 5") PAN: ACWPG4522B Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	3,09,100	2.71%	Nil	N.A.
	Total		14,86,210	13.03%	Nil	N.A.

N.A. - Not Applicable.

2) The total purchase consideration for the above-mentioned SPA i.e. ₹66,87,945 have been paid by the acquirers to the respective Sellers.

3) The above-mentioned Equity Shares are currently lying in the Demat Account of the Selling Shareholders, which is in process of being transferred to the demat escrow account, operational authority of which will be lying with the Manager to the Offer, in compliance with SEBI (SAST) Regulations, 2011.

4) The Sellers have not 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 Regulations made under the SEBI Act, 1992.

C. Information about the Target Company-Source Industries (India) Limited ("Source"/"Target Company"):

1) The Target Company, bearing CIN L45400TG1984PLC004777 was originally incorporated on June 12, 1984 in the name of 'Tirumala Textile Processors Limited' and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh. Thereafter, the name of the Target Company was changed to 'Tirumala Seung Han Textiles Limited' on June 29, 1994 and a fresh certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh: Hyderabad. Subsequently, the name of the Target Company was changed to 'Source Industries (India) Limited' on January 24, 2012, and a fresh certificate of incorporation was issued by Registrar of Companies, Andhra Pradesh. Thereafter, there is no change in the name of the Target Company.

2) The Registered Office is presently situated at Flat No. 301, DBN Padmavathi Arcade, 6-3-709/A/10/A, Punjagutta Officers Colony, Punjagutta, Hyderabad-500082, Telangana, India. The Registered Office was shifted to the current address w.e.f. August 11, 2022.

3) The Target Company is engaged in the business of textile processing, manufacturing blankets and processed cloth.

4) The Authorized Share Capital of the Target Company is ₹12,00,00,000 comprising of 1,20,00,000 Equity Shares having face value of ₹10 each. The Paid-Up Equity Share Capital of the Target Company is ₹11,40,31,100 comprising of 1,14,03,110 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 521036. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE695C01015.

6) As on date, the Target Company is fully compliant with the listing requirements. Further, there has not been any penal/punitive action taken by BSE.

7) The key financial information of the Target Company is based on the Certified Un-Audited Financial Statements for the six months period ended September 30, 2024, and Audited Financial Statements for Financial Years ending on March 31, 2024, March 31, 2023, and March 31, 2022, are as follows:

(Figures in Lakhs, except EPS)

Particulars	As On September 30, 2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
Total Revenue (Including Other Income)	2.08	6.57	5.20	4.55
Profit/(Loss) for the Year/Period	(3.88)	(14.55)	(7.56)	(18.87)
EPS (₹ per share)	Negative	Negative	Negative	Negative
Net worth/Shareholders' Funds	425.34	429.22	443.77	451.33

D. Details of the Offer:

1) The Acquirers are giving this Open Offer to acquire up to 34,00,000 equity shares having face value of ₹10 each, representing 29.82% of the Equity Share Capital of the Target Company at a price of ₹4.50 per Equity Share ("Offer Price") aggregating to ₹1,53,00,000, 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.

2) All Eligible Equity Shareholders of the Target Company registered or unregistered are eligible to participate in the Offer in terms of Regulation 7(6) of the SEBI (SAST) Regulations, 2011.

3) As on this date, 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 will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the Regulations.

4) 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 SEBI (SAST) Regulations, 2011.

5) This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.

6) The Equity Shares of the Target Company which will be acquired by the Acquirers 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 after declared thereof.

7) As on date, there are no instruments pending for conversion into Equity Shares.

8) The Manager to the Offer viz., 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.

9) The Acquirers 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 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.

10) As per Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("SEBI (LODR) Regulations, 2015") 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. As a result of the acquisition of Equity Shares in this Open Offer and the Underlying Transaction, the public shareholding in the Target Company will not fall below the minimum level required as per Rule 19A of the SCRR read with SEBI (LODR) Regulations, 2015, as amended.

II. BACKGROUND TO THE OFFER:

1) The Acquirers have entered into a Share Purchase Agreement ("SPA") on January 03, 2025, with the existing Promoter/Promoter Group Sellers ("Sellers") to acquire 14,86,210 Equity Shares held by them having face value of ₹10 each representing 13.03% of the Equity Share Capital of the Target Company at a price of ₹4.50 each, aggregating to a sum of ₹66,87,945 payable in cash.

2) Pursuant to SPA, the Acquirers are making this Open Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 34,00,000 equity shares of face value of ₹10 each, representing 29.82% of the Equity Share Capital of the Target Company at a price of ₹4.50 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.

3) The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations, 2011.

4) At present, the Acquirers do not have any plans to make major changes to the existing line of business of the Target Company except for the ordinary course of business. The Acquirers may expand operations of the Target Company into new areas with the prior approval of the Shareholders. The Acquirers may reorganize the present Capital structure of the Company and also further strengthen the Board.

5) The Object of the takeover is substantial acquisition of Shares/Voting Rights and taking control over the Management of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS:

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

Particulars	Shareholding as on PA date		Shares agreed to be acquired through SPA		Shares acquired between PA date and the DPS date		Shares proposed to be acquired in the Offer (assuming full acceptance)		Post Offer shareholding as on 10 th working day after closing of Tendering Period	
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%
Acquirer 1	8,78,871	7.71	6,34,400	5.56	Nil	N.A.	34,00,000	29.82	76,69,481	67.26
Acquirer 2	5,24,400	4.60	3,15,400	2.77	Nil	N.A.				
Acquirer 3	11,80,000	10.35	3,80,310	3.34	Nil	N.A.				
Acquirer 4	2,00,000	1.75	1,56,100	1.37	Nil	N.A.				
TOTAL	27,83,271	24.41	14,86,210	13.03	Nil	N.A.	34,00,000	29.82	76,69,481	67.26

IV. OFFER PRICE:

1) The Equity Shares of the Target Company are presently listed on BSE Limited, Mumbai ("BSE") having a scrip code as 521036. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE695C01015.

2) The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (January 2024 to December 2024) on the Stock Exchange on which the equity shares of the Target Company are listed is given below:

Name of the Stock Exchange	Total Number of shares traded during the preceding twelve calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Limited	26,412	1,14,03,110	0.23%

(Source: www.bseindia.com)

3) Based on the above, the equity shares of the Target Company are infrequently traded on BSE during twelve (12) calendar months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulation 2(i) of the Regulations.

4) The Offer Price of ₹4.50 is justified in terms of Regulation 8(2) of the Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per Share Purchase Agreement.	₹4.50
b)	The volume-weighted average price paid or payable per Equity Share for acquisition by the Acquirer, for 52 weeks immediately preceding the date of Public Announcement.	₹4.40
c)	The highest price paid or payable for any acquisition by the Acquirers, during 26 weeks immediately preceding the date of the Public Announcement.	₹4.50
d)	The volume-weighted average market price of Equity Shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and such shares being infrequently traded.	N.A.
e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	₹3.73

5) The Fair Value per Equity Share of the Target Company is ₹3.73 per Equity Share as certified by Annamreddy Sravanthi, Registered Valuer (Registration No.: IBBI/RV/05/2019/12377 having office at Plot No. 35, Flat No. T3, Kalagara Residency, V. V. Nagar, Kukatpally, Hyderabad-500072, vide Valuation Report dated January 03, 2025, Contact No.: +91 9704338847 and Email ID: sravanthi.annamreddy@gmail.com.

6) In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹4.50 per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

7) There have been no corporate

Sr. No.	Nature of Activity	Day & Date ⁽¹⁾
4)	Last date for public announcement for competing offer(s)	Friday, January 31, 2025
5)	Last date for receipt of SEBI observations on the DLoF (in the event SEBI has not sought clarifications or additional information from the Manager)	Friday, February 07, 2025
6)	Identified Date ⁽²⁾	Tuesday, February 11, 2025
7)	Last date by which this LoF is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Tuesday, February 18, 2025
8)	Last date by which the committee of the independent directors of the Target Company is required to publish its recommendation to the Public Shareholders for this Open Offer	Friday, February 21, 2025
9)	Last date for upward revision of the Offer Price and/or Offer Size	Monday, February 24, 2025
10)	Date of Public Announcement for Opening the Offer	Tuesday, February 25, 2025
11)	Date of Commencement of the Tendering Period (" Offer Opening Date ")	Thursday, February 27, 2025
12)	Date of Closing of the Tendering Period (" Offer Closing Date ")	Wednesday, March 12, 2025
13)	Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/ return of unaccepted share certificates/credit of unaccepted shares to Demat Account	Wednesday, March 26, 2025

⁽¹⁾ The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations, 2011) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly.

⁽²⁾ Identified Date is only for the purpose of determining the names of the Eligible Equity Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the holders (registered or unregistered) of Equity Shares of the Target Company except the Acquirers, Promoter/Promoter Group Sellers of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF 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 i.e., the date falling on the tenth (10th) Working Day prior to the commencement of Tendering Period, 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. An accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from the website of SEBI i.e., 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 and their folio number, DP Identity, Client Identity, Current Address and Contact Details.
- In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirers shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.

- The Open Offer will be implemented by the Acquirers subject to applicable laws, through the stock exchange mechanism made available by the stock exchanges in the form of a separate window ("**Acquisition Window**"), as provided under the SEBI (SAST) Regulations, 2011 and SEBI circular bearing number CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as amended from time to time ("**Acquisition Window Circulars**") and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offer. Upon finalisation of the entitlement, only the accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
 - BSE Limited, Mumbai ("**BSE**") shall be the Stock Exchange for the purpose of tendering the equity shares in the Open Offer.
 - The Acquirers will appoint a registered broker as a Buying Broker for the purpose of this Open Offer through whom the purchases and settlements on account of the Offered Shares tendered during the tendering period under this Open Offer will be made.
 - All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective Stock Broker ("**Selling Broker**") within the normal trading hours of the secondary market, during the Tendering Period.
 - A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. The Selling Broker would be required to place an order / bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to the Indian Clearing Corporation ("**Clearing Corporation**").
 - As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations, 2011.
 - Equity Shares should not be submitted/tendered to the Manager to the Open Offer, the Acquirers or the Target Company.**
 - The detailed procedure for tendering Equity Shares in the Open Offer will be available in the Letter of Offer, which shall be available on the website of SEBI i.e., www.sebi.gov.in.
- IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.**
- X. OTHER INFORMATION:**
- For the purpose of disclosures in this DPS relating to the Target Company, the Acquirers have relied on the publicly available information and 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 accept the

responsibility for the information contained in the Detailed Public Statement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.

- Pursuant to Regulation 12 of SEBI (SAST) Regulations, 2011, the Acquirers have appointed Mark Corporate Advisors Private Limited as Manager to the Offer.
- The Acquirers have appointed Bigshare Services Private Limited, as Registrar to the Offer having Registered Office at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 , Tel. No.: +91 22 62638200, Email ID: investor@bigshareonline.com; Contact Person: Maruti Eate, SEBI Reg. No.: INR000001385.
- 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 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. Maharashtra. India. Contact Person: Mr. Manish Gaur Telephone No.: +91 22 2612 3207/08 Email ID: openoffer@markcorporateadvisors.com Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com SEBI Registration No.: INM000012128

For and on behalf of the Acquirers:

Sd/-	Sd/-
Sudhir Reddy Posireddy ("Acquirer 1")	Naraharisetty Mohan Krishna ("Acquirer 2")
For Arka Defence Private Limited ("Acquirer 4")	
Sd/-	Sd/-
Swathi Ramreddy ("Acquirer 3")	Swathi Ramreddy Authorised Director

Date : January 10, 2025

Place : Hyderabad