

PRE OFFER PUBLIC ANNOUNCEMENT

SUMUKA AGRO INDUSTRIES LIMITED

(Formerly known as Superb Papers Limited)

Registered Office: Shop No. 1&7, Ground Floor, Empress Chambers, Plot No. 89A & B, Sector No. 1, Opp. NKGSB Bank, Kandivali (West), Mumbai, Maharashtra – 400 067

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(CIN No.: L74110MH1989PLC289950)

OPEN OFFER FOR ACQUISITION OF UP TO 18,47,865 (EIGHTEEN LAKHS FORTY SEVEN THOUSANDS EIGHT HUNDRED AND SIXTY FIVE) FULLY PAID UP EQUITY SHARES OF THE FACE VALUE OF ₹ 10/- EACH FROM THE SHAREHOLDERS OF SUMUKA AGRO INDUSTRIES LIMITED ("SUMUKA" / "TARGET COMPANY") BY MS. SHAILI PATEL ("ACQUIRER NO. 1") AND MR. GHANSHYAM PATEL ("ACQUIRER NO. 2") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 (1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This Advertisement ("Pre Offer Public Announcement") is being issued by GYR Capital Advisors Private Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirers along with PACs, in compliance with Regulation 18(7) of the SEBI (SAST) Regulations in respect of Open Offer ("Offer") to acquire up to 18,47,865 (Eighteen Lakhs Forty Seven Thousands Eight Hundred and Sixty Five) Equity Shares of the Face Value of ₹ 10/- each, being constituting 26.00% of Expanded Share Capital of the Target Company on a fully diluted basis at a price of ₹ 31.80/- (Rupees Thirty One and Eighty Paise Only) ("Offer Price"). This Pre-Offer Public Announcement is to be read with Public Announcement dated April 11, 2022 ("PA") and the Detailed Public Statement ("DPS") published on April 20, 2022 in Financial Express (English Daily - All Editions), Jansatta (Hindi Daily - All Editions), Navshakti (Marathi Daily - Mumbai Edition) and Financial Express (Gujarati Daily - Ahmedabad Edition) with respect to the aforementioned Offer.

- (1) The Offer Price is ₹ 31.80/- (Rupees Thirty One and Eighty Paise Only) per fully paid-up Equity Share. The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to terms and conditions mentioned in PA, the DPS and LoF. There has been no revision in the Offer Price.
- (2) Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommend that the Offer Price of ₹ 31.80/- is fair and reasonable. The recommendation of IDC was published on Thursday, June 02, 2022 in the same newspapers where the DPS was published.
- (3) This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to this Offer.
- (4) The Letter of Offer dated May 31, 2022 ("LoF") has been dispatched on May 31, 2022 to all the Eligible Shareholders of the Target Company whose names appeared in the Register of Members on May 24, 2022 (the "Identified Date").
- (5) Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" on Page No. 19 of the LoF in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein.
- (6) Please note that a copy of the LoF is also available on SEBI's website (www.sebi.gov.in).
- (7) Instructions for Public Shareholders:

In case the Equity Shares are in dematerialized form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in Point 8.12 on Page No. 20 of the LoF.

In case the Equity Shares are in physical form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in Point 8.13 on Page No. 20 of the LoF.

- (8) In terms of Regulation 16(1) of SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on April 27, 2022. The final observations letter from SEBI was received on May 20, 2022 in terms of Regulation 16(4) of the SEBI (SAST) Regulations and the observations have been duly incorporated in the LoF.
- (9) There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the DPS and the LoF.
- (10) As on the date of this advertisement, there are no statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

(11) Schedule of Activities:

Major Activities	Schedule
Public Announcement	Monday, April 11, 2022
Publication of Detail Public Statement	Wednesday, April 20, 2022
Last Date of Filing of Draft Letter of Offer with SEBI	Wednesday, April 27, 2022
Last Date for a Competing Offer*	Thursday, May 12, 2022
Receipt of Comments from SEBI on Draft Letter of Offer	Friday, May 20, 2022
Identified Date**	Tuesday, May 24, 2022
Date by which Letter of Offer will be dispatched to the Shareholder	Tuesday, May 31, 2022
Last date by which a Committee of Independent Directors constituted by the BODs of the Target Company shall give its recommendations	Thursday, June 02, 2022
Last Day of Revision of Offer Price / Share	Friday, June 03, 2022
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Monday, June 06, 2022
Date of Opening of the Offer	Tuesday, June 07, 2022
Date of Closing of the Offer	Monday, June 20, 2022
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Monday, July 04, 2022

*There has been no competing offer in this offer

**Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the LoF would be sent. All owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and PACs) are eligible to participate in the offer any time before the closure of the Offer.

The terms not defined herein will have the same meaning as defined in the PA, DPS and LoF. All other terms and conditions of the Offer shall remain unchanged. The Acquirers along with PACs jointly and severally accept the responsibility for the information contained in this Advertisement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. This Advertisement will also be available on the website of SEBI i.e. www.sebi.gov.in

THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS ALONG WITH PACS

GYR Capital Advisors Private Limited
(Formerly known as Alpha Numero Services Private Limited)

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SEBI Reg. No.: INM000012810



Place: Ahmedabad

Date: June 06, 2022