DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

KAKATIYA TEXTILES LIMITED

(CIN: L18100TZ1981PLC013940)

IN TERMS OF REGULATION 3(1) AND 4 READ WITH REGULATIONS 13(4) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Registered Office: Elgi Towers, Green Fields, 737 D, Puliakulam Road, Coimbatore-641 045, Tel No.: +91 422 2311711, Fax No.: +91 422 2311611

E-Mail ID: investorskaktex@ssh.saraelgi.com, Website: www.kakatiyatextiles.com

Open Offer for acquisition upto 15,10,800 fully paid-up Equity Shares of ₹ 10 each representing 26% of the Equity Share Capital and 26.12% of the Voting Capital from the Public Shareholders of Kakatiya Textiles Limited (hereinafter referred to as the 'KTL'/'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. Ravindra Nath Vanka ("Acquirer 1"), Mrs. Raja Kumari Vanka ("Acquirer 2"), Mr. Raghuveer Vanka ("Acquirer 3") and Ms. Ravali Vanka ("Acquirer 4") (hereinafter collectively referred to as "Acquirers").

This Detailed Public Statement **('DPS')** is being issued by **Mark Corporate Advisors Private Limited**, the Manager to the Offer **('Manager')**, for and on behalf of the Acquirers, in compliance with Regulation 13(4) of SEBI (SAST) Regulations pursuant to the Public Announcement **('PA')** sent to BSE Limited, Mumbai **('BSE')** and the Target Company at its Registered Office on May 04, 2015 and filed with Securities and Exchange Board of India **("SEBI")** on May 05, 2015 in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Definitions:

(i) **"Voting Capital"** shall mean the paid up Equity Share Capital of ₹ 578.50 Lakhs of the Target Company comprising of 57,75,200 fully paid-up Equity shares of ₹ 10 each and 35,400 partly paid-up Equity Shares of ₹ 10 each.

(ii) **"Shares"** shall mean fully paid-up Equity shares of ₹ 10 each of the Target Company.

I. ACQUIRERS, TARGET COMPANY AND OFFER:

A. Information about the Acquirers:

1. Information about Mr. Ravindra Nath Vanka ("Acquirer 1")

1.1. **Mr. Ravindra Nath Vanka ('Acquirer 1'),** S/o Satyanarayana, aged 54 years, residing at D. No. 23-7-11, Park Street, Sajjapuram, Tanuku-534 211, Dist.: West Godavari, State: Andhra Pradesh, Tel. No.: +91 8819 224 005, Fax No.: +91 8819 224 112, Email: vanka36@gmail.comholding a Diploma of Licentiatein Sugar Technology from Government Polytechnic, Vizag, Andhra Pradesh. His Permanent Account Number (PAN) is ACKPR1797H.

1.2. Acquirer 1 has an experience of about three (3) decades in the business of wigs and more than a decade in the textile processing.

1.3. Acquirer 1 is not part of any group.

1.4. As on the date of this DPS, Acquirer 1 holds 500 Equity Shares representing 0.01% of the Equity Share Capital and Voting Capital of the Target Company.

1.5. Acquirer 1 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.

1.6. The Net Worth of Mr. Ravindra Nath Vanka is ₹ 1000.27 Lakhs (Rupees One Thousand Lakhs and Twenty Seven Thousand only) as on March 31, 2015 as certified vide certificate dated May 04, 2015 issued by Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s.Cherukuri Associates, Chartered Accountants (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel. No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com.

1.7. The major entities promoted/controlled/managed by Mr. Ravindra Nath Vanka are as under:

Sr. No.	Name of the Company	Current Designation
1)	Ravali Spinners Private Limited	Managing Director
2)	Indian Hair Industries Private Limited	Chairman
3)	R. K. Hair Products Private Limited	Managing Director
4)	Raghuveer Infra & Fashions Private Limited	Director
5)	SVR Spinning Mills Private Limited	Additional Director

Note: None of the above entities are listed on any Stock Exchanges.

2. Information about Mrs. Raja Kumari Vanka ("Acquirer 2"):

2.1. **Mrs. Raja Kumari Vanka ('Acquirer 2')**, w/o Mr. Ravindra Nath Vanka, aged 50 years, residing at D. No. 23-7-11, Park Street, Sajjapuram, Tanuku-534 211, Dist.: West Godavari, State: Andhra Pradesh, Tel. No.: +91 8819 224 005, Fax No.: +91 8819 224 112, Email: vanka36@gmail.com is M.A in Economics from Andhra University. Her Permanent Account Number (PAN) is ABQPV1640L.

2.2. Acquirer 2 has an experience of about 2 decades in the business of wigs and about a decade in the textile processing.

2.3. Acquirer 2 is not part of any group.

2.4. As on the date of this DPS, Acquirer 2 does not hold any Equity Shares in the Target Company.

2.5. 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.

2.6. The Net Worth of Mrs. Raja Kumari Vanka is ₹ 422.90 Lakhs (Rupees Four Hundred and Twenty Two Lakhs and Ninety Thousand only) as on March 31, 2015 as certified vide certificate dated May 04, 2015 issued by Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s. Cherukuri Associates, Chartered Accountants (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel. No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com.

2.7. The major entities promoted/controlled/managed by Mrs. Raja Kumari Vanka are as under:

Sr. No.	Name of the Company	Current Designation
1)	Ravali Spinners Private Limited	Whole Time Director
2)	Indian Hair Industries Private Limited	Whole Time Director
3)	R.K. Hair Products Private Limited	Director
4)	Raghuveer Infra & Fashions Private Limited	Managing Director
5)	SVR Spinning Mills Private Limited	Additional Director

Note: None of the above entities are listed on any Stock Exchanges.

3. Information about Mr. Raghuveer Vanka ("Acquirer 3"):

3.1. **Mr. Raghuveer Vanka ('Acquirer 3')**, s/o Mr. Ravindra Nath Vanka, aged 28 years, residing at D. No. 23-7-11, Park Street, Sajjapuram, Tanuku-534 211, Dist.: West Godavari, State: Andhra Pradesh, Tel. No.: +91 8819 224 005, Fax No.: +91 8819 224 112, Email: vanka36@gmail.com is a MBA in International Business from TASMAC. His Permanent Account Number (PAN) is AQHPV4971G.

3.2. Acquirer 3 has an experience of more than two (2) years in the business of wigs and textile processing.

3.3. Acquirer 3 is not part of any group.

3.4. As on the date of this DPS, Acquirer 3 does not hold any Equity Shares in the Target Company.

3.5. Acquirer 3 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.

3.6. The Net Worth of Mr. Raghuveer Vanka is ₹ 185.55 Lakhs (Rupees One Hundred and Eighty Five Lakhs and Fifty Five Thousand only) as on March 31, 2015 as certified vide certificate dated May 04, 2015 issued by Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s. Cherukuri Associates, Chartered Accountants (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel. No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com.

3.7. The major entities promoted/controlled/managed by Mr. Raghuveer Vankaare as under:

Sr. No.	Name of the Company	Current Designation
1)	Ravali Spinners Private Limited	Director
2)	Indian Hair Industries Private Limited	Director
3)	R. K. Hair Products Private Limited	Director

Note: None of the above entities are listed on any Stock Exchanges.

4. Information about Ms. Ravali Vanka ("Acquirer 4"):

4.1. **Ms. Ravali Vanka ('Acquirer 4')**, d/o Mr. Ravindra Nath Vanka, aged 24 years, residing at D. No. 23-7-11, Park Street, Sajjapuram, Tanuku-534 211, Dist.: West Godavari, State: Andhra Pradesh, Tel. No.: +91 8819 224 005, Fax No.: +91 8819 224 112, Email: vanka36@gmail.com is BBA from SRM University and LLB from Amity University. Her Permanent Account Number (PAN) is AQCPV5471A.

4.2. Acquirer 4 has an experience of more than two (2) years in the business of wigs.

4.3. Acquirer 4 is not part of any group.

4.4. As on the date of this DPS, Acquirer 4 does not hold any Equity Shares in the Target Company.

4.5. Acquirer 4 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.

4.6. The Net Worth of Ms. Ravali Vanka is ₹ 184.10 Lakhs (Rupees One Hundred and Eighty Four Lakhs and Ten Thousand only) as on March 31, 2015 as certified vide certificate dated May 04, 2015 issued by Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s. Cherukuri Associates, Chartered Accountants (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel. No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com.

4.7. The major entities promoted/controlled/managed by Ms. Ravali Vanka are as under:

Sr. No.	Name of the Company	Current Designation
1)	Ravali Spinners Private Limited	Director
2)	Indian Hair Industries Private Limited	Director
3)	R. K. Hair Products Private Limited	Director

Note: None of the above entities are listed on any Stock Exchanges.

5. Mrs. Raja Kumari Vanka ("Acquirer 2") is wife of Mr. Ravindra Nath Vanka, Mr. Raghuveer Vanka ("Acquirer 3") is son of Mr. Ravindra Nath Vanka and Ms. Ravali Vanka ("Acquirer 4") is daughter of Mr. Ravindra Nath Vanka.

6. Except Mr. Ravindra Nath Vanka who had acquired 400 shares of the target company on February 20, 2015 at ₹ 2.70 each during the 12 months period prior to the public announcement, the other acquirers have not acquired any shares of the Target Company during the said period.

7. Neither the Acquirers nor any of the entities with which they are associated with, are in Securities related business and registered with SEBI as a Market Intermediary.

8. All the Acquirers will acquire the shares in equal proportion which are proposed to be acquired through SPA and under Open Offer.

9. None of the entities promoted or controlled by the Acquirers are either participating or Acting in Concert in the Open Offer.

10. As on date, the Acquirers do not have any interest in the Target Company except for 500 Equity shares held by Mr. Ravindra Nath Vanka. Further, there are no Directors representing the Acquirers on the Board of the Target Company.

11. There are no persons Acting in Concert in relation to the Offer within the meaning of 2(1)(q)(1) of SEBI (SAST) Regulations, 2011.

B. Information about the Sellers:

1. Pursuant to the Share Purchase Agreement ('SPA') dated May 04, 2015, the Acquirers have agreed to purchase 29,32,812 fully paid up Equity Shares representing 50.47% of the Equity share Capital and 50.71% of the Voting Capital from the following shareholders of the Target Company (hereinafter referred as **"Sellers"/"Selling Shareholders"**):

Sr. No.	Name & PAN	Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders: Pre Transaction: No. of Shares	Pre Transaction: % of Share Capital	Pre Transaction: % of Voting Capital	Post Transaction: No. of Shares	Post Transaction: % of Share Capital	Post Transaction: % of Voting Capital
1.	**Mr. Sumanth Ramamurthi PAN:** ALMPS1683A	74, Appusamy Layout, Red Fields, Coimbatore-641 018	Yes	29,32,808	50.47%	50.70%	Nil	Nil	Nil
2.	**M/s. Elgi Electric and Industries Limited CIN:** U31200TZ 1963PLC000487	Elgi Towers, Green Fields, 737 D, Puliakulam Road, Coimbatore-641 045	Yes	2	Negligible	Negligible	Nil	Nil	Nil
3.	**M/s. Super Farm Products Private Limited CIN:** U01211TZ 1984PTC001522	Elgi Towers, Green Fields, 737 D, Puliakulam Road, Coimbatore-641 045	Yes	2	Negligible	Negligible	Nil	Nil	Nil
	TOTAL			**29,32,812**	**50.47%**	**50.70%**	**Nil**	**Nil**	**Nil**

Note: There has been no change in the name of the above mentioned companies since incorporation except M/s Super Farm Products Private Limited which has changed its status from the public to private w.e.f. from August 27, 2014.

2. The Shares acquired through SPA will be transferred to a separate Demat Escrow Account namely 'M/s KTL-SELLING SHAREHOLDERS ACCOUNT-OPERATED BY-MCAPL, opened with SW Capital Private Limited, whose operating authority rests with the Manager to the Offer.

3. None of the sellers as mentioned above including the directors of M/s. Elgi Electric and Industries Limited and M/s. Super Farm Products Private Limited, has 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.

C. Information about the Target Company-Kakatiya Textiles Limited ('KTL'):

1. The Target Company, Kakatiya Textiles Limited, bearing CIN: L18100TZ1981PLC013940 was incorporated on August 26, 1981 under the provisions of the Companies Act, 1956. There has been no change in the name of the Company during the last three years.

2. The Registered Office of the Target Company is situated at "Elgi Towers", Green Fields, 737 D, Puliakulam Road, Coimbatore-641 045, Tamil Nadu, India.

3. The Target Company is engaged in the business of manufacturing of cotton yarn.

4. The Target Company came out with the Initial Public Offering of 37,50,000 Equity Shares at a price of ₹ 10 per share at par aggregating to ₹ 375.00 Lakhs in the FY 1992-1993.

5. The Target Company was taken over by the present promoters pursuant to Open Offer made in the calendar year 2006 at a price of ₹ 1.00 per Equity Share as per SEBI (SAST) Regulations, 1997.

6. The Authorized Share Capital of the Target Company is ₹ 11,50,00,000 representing 65,00,000 Equity shares of ₹ 10 each and 5,00,000 (9% Cumulative Redeemable) Preference Shares of ₹ 100 each. The paid-up Share Capital of the Target Company is ₹ 1078.50 Lakhs comprising of ₹ 578.50 Lakhs of Equity Share Capital and ₹ 500.00 Lakhs 9% Cumulative Redeemable Preference Share Capital.

7. As on date of this DPS, the Target Company has 35,400 partly paid up Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage.

8. As on date of DPS, the Promoter/Promoter Group holds in aggregate 29,32,812 Equity Shares representing 50.47% of the Equity Share Capital and 50.70% of the Voting Capital of the Target Company.

9. The Equity shares of the Target Company are listed on BSE Limited, Mumbai ("BSE"). The Equity Shares of KTL are not frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE092E01011.

10. The Trading in the Equity shares of the Target Company was suspended on BSE for non-compliance of various clauses of the Listing Agreement which was later revoked by BSE Limited w.e.f. February 08, 2010. 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 BSE.

11. The key financial information of the KTL based on the audited financial statements for the financial years ended March 31, 2013 and March 31, 2014 and provisional but certified figures for March 31, 2015 are as follows:

(Amount in lakhs except EPS)

Particulars	FY 2014-2015 (Provisional)	FY 2013-2014 (Audited)	FY 2012-2013 (Audited)
Total Revenue	1,068.64	2,390.34	1,924.19
Net Income (Profit/Loss for the year)	(182.64)	(45.65)	46.84
EPS (In ₹ per share) (Basic & Diluted)	Negative	Negative	0.81
Net Worth/Shareholders' Fund	Negative	Negative	Negative

(Source: Annual Reports for the financial year ended March 31, 2012, March 31, 2013, March 31, 2014 and certified provisional accounts for the FY ended March 31, 2015).

12. The Board of Directors of KTL consists of Mr. Sumanth Ramamurthi, Managing Director (DIN: 00002773), Mr. Idupuganti Venkat Rao, Independent Director (DIN: 00724742), Mr. Sreerama Koteswara Rao Surapaneni, Independent Director (DIN: 00964290), Mr. CSK Prabhu, Independent Director (DIN: 00002913), and Mrs. Sumanth Ramamurthi Hemalatha, Professional Additional Director (DIN: 02363051).

13. The Compliance Officer of the Target Company is Mr. Sumanth Ramamurthi.

D. Details of the Offer:

1. The Acquirers are making an Open Offer to acquire upto 15,10,800 fully paid up Equity Shares of ₹10 each, representing 26% of the Equity Share Capital and 26.12% of the Voting Capital of the Target Company at a price of ₹ 7.00 (Rupees Seven only) per Equity Share, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement (DPS) and the Letter of Offer (LoF) which will be sent to the Public Shareholders of the Target Company. The shareholders who are holding partly paid-up equity shares will be eligible to participate in the Offer only upon making the equity shares fully paid-up i.e. after paying the amount due on allotment along with the interest, as per the terms of the issue.

2. All the owners of fully paid up equity shares of the Target Company, registered or unregistered, except the Acquirers and the Selling Shareholders are eligible to participate in the Offer in terms of regulation 7(6) of SEBI (SAST) Regulations, 2011.

3. As on date of this DPS, to the best of knowledge and belief of the Acquirers, 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 SEBI (SAST) Regulations, 2011.

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 SEBI (SAST) Regulations, 2011.

6. The payment of consideration will be made to all the public shareholders, who have tendered their shares in acceptance of the Offer, within 10 working days from the expiry of the Tendering Period. Credit for the consideration will be made to the shareholders who have tendered shares in the Offer, by crossed account payee Cheques/Demand Drafts/National Electronic Clearance Service (NECS), where applicable, including Real Time Gross Settlement (RTGS)/National Electronic Funds Transfer (NEFT). It is desirable that shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the Cheque/Demand Draft/Pay Order.

7. 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 offer declared thereof.

8. As of the date of this DPS, there are no instruments pending for conversion into Equity Shares.

9. 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 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 of closure of this Open Offer.

E. 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 years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

F. Upon completion of the Open Offer and assuming full acceptances, from the public shareholding of the Target Company, if the Voting Rights of the Acquirers exceed 75% of the Total Voting Rights including Shares agreed to be acquired through this SPA and the shares acquired under Open Offer, the Acquirers will restrict their acquisition from Sellers to such extent that the Acquirers holding does not cross 75% of the Total Voting Rights and the Sellers will be categorized as Public Shareholders, post the completion of the Open Offer formalities.

II. BACKGROUND TO THE OFFER:

1. The Acquirers have entered into a Share Purchase Agreement ('SPA') with the existing Promoters for the entire Shareholding held by them i.e. 29,32,812 Equity Shares representing 50.47% of the Equity Capital and 50.70% of the Voting Capital.

2. The Acquirers are making an Offer pursuant to regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 to acquire upto 15,10,800 Equity Shares of ₹ 10 each, representing 26% of the Equity Share Capital and 26.12 of Voting Capital of the Target Company **('Offer Size')** for a price of ₹ 7.00 (Rupees Seven only) per fully paid up Equity Share **('Offer Price')**, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer that will be sent to the public shareholders of the Target Company.

3. At present, the Acquirers does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers would continue to support the existing business of the Target Company.

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

5. The object of the acquisition is substantial acquisition of Shares/Voting Rights accompanied by controlling 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 acquisition are as follows:

Details	Shareholding as on PA date: No. of Shares	Shareholding as on PA date: % to Voting Capital	Shares agreed to be acquired through SPA: No. of Shares	Shares agreed to be acquired through SPA: % to Voting Capital	Shares acquired between PA date and the DPS date: No. of Shares	Shares acquired between PA date and the DPS date: % to Voting Capital	Shares proposed to be acquired in the Offer (assuming full acceptance): No. of Shares	Shares proposed to be acquired in the Offer (assuming full acceptance): % to Voting Capital	Post Offer shareholding as on 10th working day after closing of Tendering Period: No. of Shares	Post Offer shareholding as on 10th working day after closing of Tendering Period: % to Voting Capital
Acquirer 1	500	0.01	7,33,203	12.68%	Nil	Nil	3,77,700	6.53	11,11,403	19.22
Acquirer 2	Nil	Nil	7,33,203	12.68%	Nil	Nil	3,77,700	6.53	11,10,903	19.21
Acquirer 3	Nil	Nil	7,33,203	12.67%	Nil	Nil	3,77,700	6.53	11,10,903	19.20
Acquirer 4	Nil	Nil	7,33,203	12.67%	Nil	Nil	3,77,700	6.53	11,10,903	19.20
TOTAL	**500**	**0.01**	**29, 32, 812**	**50.70%**	**Nil**	**Nil**	**15,10,800**	**26.12**	**44,44,112**	**76.83%**

IV. OFFER PRICE:

1. The Equity Shares of the Target Company are presently listed on BSE Ltd (BSE) having a scrip code of 521054.

2. The annualized trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (May 2014-April 2015) on the Stock Exchange on which the equity shares of the Target Company are listed is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 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 Ltd	88,536	58,10,600	1.52%

(Source: www.bseindia.com)

3. There has been no active trading in the shares of the Target Company during twelve calendar months before the month in which PA is made. The Equity Shares of KTL are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011.

4. The Offer Price of ₹ 7.00 (Rupees Seven Only) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011 on the basis of the following:

Sr. No.	Particulars		Amount (In ₹)
a)	Negotiated Price as per SPA	:	4.09
b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers, during 52 weeks preceding the date of PA	:	2.70
c)	The highest price paid or payable for any acquisition, whether by the Acquirers, during 26 weeks preceding the date of the PA	:	Not Applicable
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty 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 , the shares being infrequently traded	:	2.70
e)	**Other Financial Parameters as at**	:	**31.03.2014 (Audited)**
	(i.) Return on Net Worth	:	Negative
	(ii.) Book Value Per Share	:	Negative
	(iii.) Earnings Per Share	:	Negative

Note: The Trading data with respect of BSE has been taken from BSE's website www.bseindia.com

The Fair Value of the Target Company is ₹ 5.50 (Rupees Five and Paise Fifty only) per share as certified vide Valuation Report dated May 04, 2015 issued by Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s Cherukuri Associates (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com.

5. 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 ₹ 7.00 (Rupees Seven only) per share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.

6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

7. 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 shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

8. The Shareholders who are holding partly paid-up equity shares where allotment/call money is in arrears will be eligible to participate in the Offer only upon making the equity shares fully paid-up i.e. after paying the amount due on allotment/calls along with the interest, if any.

9. If the Acquirers 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 SEBI (SAST) Regulations, 2011. 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 SEBI (SAST) Regulations, 2011, 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 shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to BSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.

10. If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers 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 an Open Offer under the SEBI (SAST) Regulations, 2011, 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:

1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 15,10,800 fully paid up Equity Shares of ₹ 10 each at a price of ₹ 7.00 (Rupees Seven only) per Equity Share is ₹1,05,75,600 (Rupees One Crore Five Lakhs Seventy Five Thousand and Six Hundred only) **("Maximum Consideration")**.

2. In accordance with regulation 17(4) of SEBI (SAST) Regulations, 2011, the Acquirers have opened a Cash Escrow Account under the name and style of **"KTL-Cash Escrow Account"** ('Escrow Account') with HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai-400 001 ('Escrow Banker') bearing account number 00600350138259 and made a cash deposit of ₹ 50.00 Lakhs (Rupees Fifty Lakhs Only) in the account, being more than 25% of the Maximum Consideration. The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 2011. The cash deposit in the Escrow Account has been confirmed vide the statement of account/Certificate dated May 08, 2015 issued by the Escrow Banker.

3. The Acquirers have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation shall be met by the Acquirers through personal resources and no borrowings from any bank and/or financial institution are envisaged.

4. Mr. Srinivasa Rao Cherukuri (Membership No. 209237) proprietor of M/s Cherukuri Associates, Chartered Accountants (FRN: 008823S) having office at D. No. 22-20-6, Gubbala Vari Street, Society Road, Tanuku-534 211, Tel No.: +91 8819 221234, Email: cherukuri_tnk@yahoo.com vide certificate dated May 04, 2015 have certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.

5. Based on the above, the Manager to the Offer is satisfied that the firm arrangements have been put in place by the Acquirers to implement the offer in full in accordance with the SEBI (SAST) Regulations.

6. In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:

1. As of the date of this DPS, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to acquire the shares tendered pursuant to this Offer other than an approval of the Reserve Bank of India, if any, for the acquisition of the Equity Shares from the Non-Resident Shareholders (Non-Resident Indians ("NRIs") or Overseas Corporate Bodies ("OCBs"/"Foreign Shareholders") of the Target Company. NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender. The Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other 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 and FIIs) had required any approvals (including from the RBI or the 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 the 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 reserve the right to reject such Equity Shares tendered in this Offer. The Acquirers will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.

2. If any statutory or other approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such statutory or other approvals. The Acquirers will not proceed with the Offer in the event that such statutory or other approvals becoming applicable prior to completion of the Offer are finally refused in terms of regulation 23 of SEBI (SAST) Regulations, 2011. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.

3. In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Provided where the statutory approvals extend to some but not all equity shareholders, the Acquirers have the option to make payment to such shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI (SAST) Regulations, 2011.

VII. TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Day & Date
Date of the PA	Monday, May 04, 2015
Date of publishing the Detailed Public Statement	Monday, May 11, 2015
Last date for filing of Draft Letter of Offer with SEBI	Monday, May 18, 2015
Last date of a competing offer	Monday, June 01, 2015
Latest date by which SEBI's observations will be received	Monday, June 08, 2015
Identified Date*	Wednesday, June 10, 2015
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirers and the Selling Shareholders) as on the identified date	Wednesday, June 17, 2015
Last Date for revising the Offer Price/number of shares	Friday, June 19, 2015
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Monday, June 22, 2015
Date of pre offer advertisement for Opening the Offer	Tuesday, June 23, 2015
Date of Commencement of the Tendering Period (Offer opening date)	Wednesday, June 24, 2015
Date of Closing of the Tendering Period (Offer closing date)	Tuesday, July 07, 2015
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	Tuesday, July 21, 2015

**Identified Date is only for the purpose of determining the names of the 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.*

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

1. All public shareholders except the Acquirers and the Selling Shareholders including persons deemed to be acting in concert in terms of regulation 7(6) of SEBI (SAST) Regulations, 2011 holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.

2. Persons who hold 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, (c) owner of the shares who have sent the shares to the Target Company for transfer may obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect. Such shareholders can also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, this DPS and the Letter of Offer. Alternatively, such holders of Equity Shares may also apply on the form of acceptance-cum-acknowledgement in relation to this Offer annexed to the Letter of Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer. Any such application must be sent to the Registrar to the Offer at the address mentioned below so as to reach the Registrar to the Offer on or before the Date of Closing of Tendering Period, together with:

(a) **In the case of the Equity Shares held in physical form,** the name, address, number of Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original share certificate(s) and valid transfer deed(s) duly signed and witnessed. The original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

(b) **In the case of the Equity Shares held in the dematerialized form,** the Depository Participant ("DP") name and the DP ID and beneficiary account number, together with a photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares in favour of **"BSPL Escrow A/c-KTL Open Offer"** and filled in as per the instructions given in the below table. Any shareholders tendering their Equity Shares in dematerialized form should ensure that the Equity Shares are credited in the favour of the Escrow Demat Account on or before the Date of Closing of Tendering Period of this Offer.

Account Name	:	BSPL Escrow A/c- KTL Open Offer
DP Name	:	HDFC Bank Limited
DP ID	:	IN301549
Beneficiary/Client ID	:	51833858
Depository	:	National Securities Depository Limited

Note: Shareholders having their beneficiary account with Central Depository Services (I) Limited ('CDSL') must use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Escrow Demat Account opened with HDFC Bank Limited.

3. Any form of acceptance in respect of dematerialized Equity Shares not credited to the Escrow Demat Account on or before the Offer Closing Date is liable to be rejected.

4. The Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

5. No indemnity is needed from unregistered shareholders.

IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

X. OTHER INFORMATION:

1. For the purpose of disclosures in this DPS relating to the Target Company, the Acquirers 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 accepts the responsibility for the information contained in the Public Announcement and also for the obligations of the Acquirers laid down in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments made thereof.

2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Mark Corporate Advisors Private Limited as the Manager to the Offer.

3. The Acquirers have appointed Bigshare Services Private Limited, as Registrar to the Offer having office at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400 072 , **Tel No.:** +91 22 4043 0200, **Fax No.:** +91 22 2847 5207, **Contact Person:** Mr. Ashok Shetty, **Email:** openoffer@bigshareonline.com, **SEBI Registration Number:** INR000001385.

4. 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.

5. This DPS and the PA will also be available on SEBI website (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 W. E. Highway, Vile Parle (East), Mumbai-400 057

Telefax: +91 22 2612 3207/08, **Contact Person:** Mr. Manish Gaur

Email: openoffer@markcorporateadvisors.com, **SEBI Regn No.:** INM000012128

For and on behalf of the Acquirers:

Ravindra Nath Vanka ('Acquirer 1')

(For himself and duly constituted Power of Attorney holder for Acquirer 2, Acquirer 3 and Acquirer 4)

Place : Mumbai

Date : May 11, 2015