

DETAILED PUBLIC STATEMENT
FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF
KUMERGODE ESTATES LIMITED
Registered Office at 68/A, H Siddiah Road, Bangalore 560 002; Phone No.: 080-2223500;
E-Mail:kumergode@gmail.com

Open Offer for acquiring 23,400 [Twenty Three Thousand and Four Hundred] Equity shares from the Shareholders of Kumergode Estates Limited at a price of Rs.5200/- (Five Thousand Two Hundred only) per share by Gonibedu Coffee Estates Private Limited.

This Detailed Public Statement (DPS) is being issued by **Indbank Merchant Banking Services Limited**, the Manager to the Offer, (Manager), on behalf of Gonibedu Coffee Estates Private Limited (GCEPL) (Acquirer) in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) (SEBI (SAST) Regulations) pursuant to the Public Announcement filed on **19.07.2012** with the Madras Stock Exchange Limited, the Securities and Exchange Board of India (SEBI) and with Kumargode Estates Limited (KEL) (Target Company) in terms of the Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

1. ACQUIRER, TARGET COMPANY AND OFFER

A. GONIBEDU COFFEE ESTATES PRIVATE LIMITED (“Acquirer / GCEPL”)

- A1. The Acquirer, Gonibedu Coffee Estates Private Limited is a private limited Company, was originally incorporated as SIVAN SECURITIES (MANGALORE) PRIVATE LIMITED on 29th March 1996 in Karnataka. The main object of the Company was carrying business of securities, stock brokers and allied activities. The Company changed its name to Gonibedu Coffee Estates Private Limited and fresh Certificate of Incorporation was obtained on 1st February 2012 from the Registrar of Companies, Karnataka. The main objects of the Company were also changed from securities business to develop and maintain the estates of coffee, cardamom, rubber, orange, tea etc.
- A2. The CIN of GCEPL is **U01403KA1996PTC020171**. The Registered Office of GCEPL is located at No. 23/2, 6th Floor, Vittal Mallaya Road, Bangalore 560 001. Telephone: 080 – 40012345; Fax No.: 080 – 40012650; E-Mail: sadananda0108@gmail.com.
- A3. GCEPL is into the business of development and maintenance of estates, to cultivate coffee, cardamom, rubber, cinchona, orange, tea and other produce.
- A4. GCEPL was promoted by Mr. V G Siddhartha, founder-owner of Café Coffee Day, Mrs. Malavika Hedge, wife of Mr. V G Siddhartha and Mr. Balaraj Shetty. Subsequently GCEPL became a subsidiary of Chandrapore Estates Private Limited, the current promoter. The promoters of Chandrapore Estates Pvt. Ltd are Mr. V G Siddhartha and Mrs. Malavika Hedge. Mr. Balaraj Shetty is currently on the Board of Directors of GCEPL.
- A5. Chandrapore Estates Pvt. Ltd is into the business of maintenance of Coffee Estates and cultivation of coffee and allied products. It owns approximately 840 acres of coffee estates in and around Sakleshpur region, Hasan District, Karnataka.
- A6. The current shareholding pattern of GCEPL is

Sl. No.	Shareholder's Category	No. and Percentage of shares held
A.	Promoters	
1.	Chandrapore Estates Private Limited	96895 (99.9%)
2.	Mr. N Balaraj Shetty	10 (0.01%)
	Total (A)	96905 (100%)
B.	FII/Mutual Funds/Banks	0
C.	Public	0
	Total Paid up Capital (A+B+C)	96905 (100%)

- A7. The Present Directors of GCEPL are Mr. K M Deekshith and Mr. Balaraj Shetty.
- A8. The shares of the Acquirer are not listed on any stock exchange.
- A9. Presently the Acquirer, its directors, its key managerial personnel do not have any interest in the Target Company except to the extent of acquiring Equity Shares in the Target Company under the Share Purchase Agreement (SPA) dated 19.07.2012. The salient features of the SPA are listed in clause 2 (b) under background to the offer.
- A10. The Acquirer has not been prohibited by SEBI on dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (SEBI Act) as amended or under any other regulation made under the SEBI Act.
- A11. The Key Financial Information of the Acquirer based on the audited standalone financial statements for the financial year ended March 31, 2012, 2011 and 2010 are as follows:

Rs. in Lacs				
Sl. No.	Particulars	2012	2011	2010
1.	Total Revenue	0.00	0.00	0.09
2.	Net Income i.e. Profit/ (Loss) After Tax	(6.71)	(275.74)	(111.80)
3.	Earnings Per Share (Rs.)	0.00	0.00	0.00
4.	Net worth/ Shareholders Funds	(- ve)	(- ve)	(- ve)

Source: Audited Financial Statements of GCEPL

- A12. For the purpose of this Offer and acquisition, there is no Person Acting in Concert with the Acquirer.
- A13. The Acquirer has not entered into any non-compete arrangement and/or agreement with the seller other than the SPA dated 19.07.2012.

B. DETAILS OF SELLERS

- B1. The Sellers as mentioned in the SPA are Mr. M M Anandaram, Mr. M M Sampath Kumar, Mr. M Lachia Setty, Mr. M M Panduranga and Mr. M M Parthasarathy
- B2. None of the Sellers have been prohibited by SEBI on dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (SEBI Act) as amended or under any other regulation made under the SEBI Act.

C. KUMERGODE ESTATES LIMITED (“Target Company / KEL”)

- C1. Kumergode Estates Limited was incorporated on 29th June 1951 and the Registration Number is 39 – 1951 - 52. KEL obtained its Certificate of Commencement of Business on 6th August 1951. The Registered Office of the Company is located at 68/A, H Siddiah Road, Bangalore 560 002; Phone No.: 080-22235200; E-Mail:kumergode@gmail.com. There has been no name change since the incorporation of KEL. The CIN of the company is **U24231KA1980PLC003976**.
- C2. KEL owns coffee estates with an area equivalent to 960 acres in Mudigere Taluk, Chickmagalur District in the state of Karnataka. KEL primarily cultivates Arabica and Robusta crop in its estates. Apart from coffee crops minor crops such as paddy, cardamom and pepper are also cultivated.
- C3. The shares of the company are listed on the Madras Stock Exchange. However there is no trading in the shares of the company. The Madras Stock Exchange vide its letter dated 28.06.2012 has confirmed that there is no trading in the shares of the company from 31.03.2011 to 31.03.2012.
- C4. The authorized share capital KEL is Rs. 10,00,000. The issued and paid up capital is Rs. 9,00,000 comprising of 90,000 equity shares of face value Rs. 10/- each. There are currently no partly paid up shares or any other instrument convertible into Equity shares of the Target Company at a future date.
- C5. The Key Financial Information of KEL based on the audited standalone financial statements for the financial year ended March 31, 2012, 2011 and 2010 are as follows:

Rs. in Lacs				
Sl. No.	Particulars	2012	2011	2010
1.	Total Revenue	364.88	287.35	244.53
2.	Net Income i.e. Profit/ (Loss) After Tax	(1.60)	48.78	25.74
3.	Earnings Per Share (Rs.)	(1.78)	54.20	28.60
4.	Net worth/ Shareholders Funds	(- ve)	(- ve)	(- ve)

Source: Audited Financial Statements of KEL

D. DETAILS OF THE OFFER

- D1. The Acquirer is making an Open Offer to acquire up to 23,400 (Equity Shares of the face value Rs. 10/- at a price of Rs. 5200/- each [Rupees Five Thousand Two Hundred only]representing 26% of the equity share capital of KEL. The offer price is payable in Cash.
- D2. The Offer is being made to all the equity shareholders of the Target Company, other than the parties to the SPA dated 19.07.2012 as stated in clause 2(b)under background to the offer.
- D3. The Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company.
- D4. The Acquirer does not hold any equity shares in the Target Company as on date of this DPS.
- D5. Neither the Acquirer nor its directors have acquired any shares of the Target Company during the 12 month period prior to the date of the Public Announcement i.e. 19.07.2012, except for those acquired pursuant to SPA dated 19.07.2012 as stated in clause2 (b) under background to the offer.
- D6. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.

- D7. The Acquirer does not have any intention to restructure or dispose off or otherwise encumber any assets of KEL in the succeeding two years from the date of closure of the offering period, except in the ordinary course of business. They undertake that they will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the KEL.
- D8. The acquisition of 26% through this offer, along with the acquisition through SPA dated 19.07.2012, may result in public shareholding falling below the level required for continued listing. Assuming full acceptance under this Offer, the post holding of the Acquirers, may go beyond the maximum permissible non-public shareholding under the Securities Contract (Regulation) Rules, 1957 (“SCRR”) and the Acquirer of KEL hereby undertake to reduce their shareholding to the level stipulated in the SCRR and within the time specified in the SCRR.
- D9. The Equity Shares of the Target Company, will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus etc.
- D10. The Manager to the Offer, Indbank Merchant Banking Services Limited, does not hold any Equity Shares in the Target Company, as at the date of the DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

2. BACKGROUND TO THE OFFER

- a. The Acquirer to this Open Offer GCEPL has entered into a SPA dated 19.07.2012 with certain promoters of the Target Company namely, Mr. M M Anandaram, Mr. M M Sampath Kumar, Mr. M M Lachia Setty, Mr. M M Panduranga and Mr. M M Parthasarathy.
- b. The Salient features of the SPA are as follows:
1. The Acquirer GCEPL had entered into a “Share Purchase Agreement” with the promoters of the Target Company KEL, to equity shares up to 45,900 (Forty Five Thousand Nine Hundred), the sale of shares representing 51% of the issued, subscribed and paid up equity capital of the Target Company – KEL, at a price of Rs. 5,200/- (Five Thousand and Two Hundred only).
 2. There will be change in control of the Target Company. The Acquirer GCEPL will appoint its nominees to the Board of Directors of the Target Company KEL, post the completion of the Open Offer.
 3. On execution of the Agreement, the GCEPL will deposit the entire purchase consideration of Rs.23,86,80,000/- (Rupees Twenty Three Crores Eighty Six Lakhs Eighty Thousand) into the Escrow Account No:1182000100038801 opened with the Escrow Agent M/s. Karnataka Bank Ltd, St. Marks Road, Bangalore 560 001. Simultaneously, the sellers i.e. promoters of KEL will deposit their shares in the Share Escrow Account, Account No: 10521176 opened with the Share Escrow Agent M/s. Way2Wealth Brokers Private Ltd, Ground Floor, No. 14 Walton Road, Bangalore 560 001.
 4. After signing of the Share Purchase Agreement, GCEPL shall take steps to comply with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 5. The Completion Date is the date on which the Merchant Banker issues the certificate certifying the fulfillment of all obligations, as set out under Regulation 17 (8) of the SEBI (SAST) Regulations.
 6. On the Completion date, GCEPL will transfer the purchase consideration deposited in the Escrow Account No: 1182000100038801 to the accounts of the Promoters. The Shares held in the Share Escrow Account No: 10521176 shall be transferred to GCEPL by the Registrars M/s. Integrated Enterprises (India) Ltd.
- c. After the completion of this Open Offer and pursuant to the acquisition of shares under SPA dated 19.07.2012, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective control over the management of the Target Company.
- d. The Acquirer intends to take control of the target company and appoint its nominees to the Board of Directors of the Target Company subsequent to the completion of this Offer in accordance thereof.
- e. The main object of this acquisition is to acquire the control of the management of the Target Company, develop its estates into one of the well maintained and well cultivated estates and turn around the company and make the company profitable.

3. SHAREHOLDING AND ACQUISITON DETAILS

The present shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	Acquirer	
	No. of Shares	%
Shareholding as on the date of the PA	NIL	NA
Shares acquired between the date of the PA and the date of the DPS	NIL	NA
Post Offer Shareholding (On diluted basis, as on 10 th Working day after closing of tendering period)*	69,300	77.00%

*It includes 45,900 equity shares proposed to be acquired under SPA dated 19.07.2012 and assuming full acceptance to this open offer. As on date of this DPS, the Acquirer and the directors of the Acquirer do not hold any shares in the Target Company.

4. OFFER PRICE

- a. The Madras Stock Exchange vide its letter dated 28.06.2012 has confirmed that there is no trading in the shares of the company from 31.03.2011 to 31.03.2012.
- b. Since the equity shares are not frequently traded, the Offer Price has been justified taking into account, the following parameters, as set out under Regulation 8 (2) of the SEBI (SAST) Regulations, 2011.

A	Highest Negotiated Price Per Share	Rs. 5,200/-
B	Volume Weighted Average Price paid by Acquirer during the 52 weeks preceding the date of the PA	NA
C	Highest Price paid for any acquisition by the Acquirer in the 26 weeks preceding the date of the PA	NA
D	Volume Weighted Average Market Price for the shares of the target company during the period of 60 trading days preceding the date of the PA	NA
E	Highest Price paid for the Market Purchase of the transaction, which triggered the open offer	NIL
F	Other Financial Parameters Face Value Return on Net worth (%) Book Value Per share (Rs.) Earnings Per Share (Rs.)	Rs. 10/- -ve

- c. The FAIR VALUE OF EQUITY SHARES OF KEL IS **Rs. 4,686.21** as Certified vide Valuation Certificate dated 29.06.2012 by Mr. H Mukundachar (Membership No: 213074), on behalf of Chandran & Raman, Chartered Accountants (Firm Registration No: 000571S) having office at 83, Gandhi Bazar, Basavangudi, Bangalore 560 004 Tel: 080 – 22425667, 22423285; Fax: 080 - 26604557; E-Mail: blr1@chandranraman.com.
- d. The Offer price of Rs. 5,200/- is the highest of the prices mentioned above.
- e. **In view of the parameters considered and presented in the table above and taking into account that the shares are not being traded in the Madras Stock Exchange, the Offer Price of Rs. 5,200/- (Rupees Five Thousand Two Hundred) per equity share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011 in the opinion of the Acquirer and the Manager to the Offer.**
- f. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with the Regulation 18 of SEBI (SAST) Regulations, 2011 and all the other applicable provisions, which are required to be fulfilled.
- g. The Acquirer is permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the tendering period. If there is any such upward revision in the Offer Price by the Acquirer or in case of withdrawal of Offer, the same would be informed by way of the Issue Opening Public Announcement in the same newspapers where the original DPS has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Offer.

5. FINANCIAL ARRANGEMENTS

- i. The total funding requirement for the Offer (assuming full acceptance) i.e. for the acquisition of 23,400 equity shares from the eligible share holders of KEL at a price of Rs. 5,200/- (Rupees Five Thousand Two Hundred) per equity share is Rs. 12,16,80,000/- (Rupees Twelve Crores Sixteen Lakhs Eighty Thousand only) (“The Maximum Consideration”).
- ii. The Acquirer has deposited Rs. 3,04,20,000/- (Rupees Three Crores Four Lakhs Twenty Thousand only) in Escrow Account No. 1182000100038701 opened with the Escrow Agent M/s. Karnataka Bank Ltd, St. Marks Road, Bangalore 560 001 being 25% of the Maximum Consideration.
- iii. The Acquirer has authorized the Manager to the Offer to realize the value in the Escrow Account in terms of SEBI (SAST) Regulations, 2011.
- iv. The Acquirer has obtained an interest free un-secured loan of Rs. 36 Crores from its holding Company M/s. Chandrapore Estates Pvt. Ltd for meeting its funding obligations through loan agreement dated 3.07.2012. The remaining consideration will be met through internal accruals.
- v. The Acquirer has adequate financial resources and has made firm arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations 2011.
- vi. Mr. S Sundaresha (Membership No: 019728), on behalf of M/s. Sundaresha & Co, Chartered Accountants (Firm Registration No: 004223S), “Professional Court”, 1st Floor, No. 27/7, 15th Cross, 3rd Block, Jayanagar, Bangalore 560 011; Phone: 080 -26630644; Fax No: 080 – 26647186; E-Mail:sundareshandco@gmail.com. vide his letter dated 05.07.2012 has certified that the Acquirer has sufficient resources to meet the funding requirements pertaining to the takeover of the Target Company.

Based on the above arrangements, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill the Acquirer’s obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011.

6. STATUTORY AND OTHER APPROVALS

- a. As on the date of this Public Announcement, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. No approval is required to be obtained from Banks/Financial Institutions for the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
- b. Barring unforeseen circumstances beyond its control, the Acquirer would endeavor to obtain all such approvals

and complete all procedures relating to Offer within 10 working days from the date of closure of the tendering period. In the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders, as may be directed by SEBI.

- c. There are no conditions stipulated in the agreement between the Seller and the Acquirer, the meeting of which would be outside the reasonable control of the acquirer and in view of which the offer might be withdrawn under Regulation 23 of the “SEBI (SAST) Regulations”.

7. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date and Day
Public Announcement (PA)	19th July 2012, Thursday
Detailed Public Statement (DPS)	20th July 2012, Friday
Last Date for filing of the Draft Letter of Offer with SEBI	25th July 2012, Wednesday
Last Date for Competitive Bid	10th August 2012, Friday
Identified Date	24th August 2012, Friday
Letter of Offer dispatched to Shareholders	03rd September 2012, Monday
Last date for revising the Offer Price / Number of Shares	04th September 2012, Tuesday
Last date by which the Board of the Target Company shall give its recommendation	06th September 2012, Thursday
Offer Opening PA date	07th September 2012, Friday
Date of Commencement of the Tendering Period (Offer Opening Date)	10th September 2012, Monday
Date of Expiry of the Tendering Period (Offer Closing Date)	26th September 2012, Wednesday
Last date for communicating rejection/acceptance and payment of consideration for applications accepted/return of unaccepted Share Certificates/ credit of unaccepted Shares to the Demat Accounts.	05th October 2012, Friday

8. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF THE LETTER OF OFFER

- a. Registered Shareholders of KEL and unregistered shareholders who own the Equity Shares of KEL any time prior to the Closure of the Offer, including beneficial owners of the shares held in dematerialized form, except the parties to the SPA dated 19.07.2012 are eligible to participate in the Offer.
- b. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity shares pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Valid Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LoF, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of the closure of the Offer i.e.26.09.12, Wednesday
- c. The **Acquirer** has opened a special depository account with Way2wealth Brokers Private Limited for receiving the equity shares tendered during the offer from eligible shareholders who hold equity shares in demat form and has authorised Registrar to the Offer, **M/s. Integrated Enterprises (India) Limited** to operate the said account.
- d. The shareholders holding equity shares in dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LoF to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing business hours on the date of closure of the Offer i.e.26.09.12, Wednesday, along with a photocopy of the delivery instructions in “**Off Market**” mode or Counterfoil of the Delivery instructions in “**Off Market**” mode, duly acknowledged by the Depository Participant (“**DP**”) in favour of “**Gonibedu – Kumergode – Open Offer Share Escrow Account**” (“**Depository Escrow Account**”) filed as per the instructions given below:

DP NAME	Way2wealth Brokers Private Limited
DP ID	IN303077
CLIENT ID	10521176
DEPOSITORY	NSDL

- e. In case of (a) shareholders who have not received the LoF, (b) unregistered shareholders, (c)owner of the shares who have sent the shares to the Target Company or for transfer, may send their consent to the Registrars to the Offer on plain paper, stating the name, the addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate/original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings the same order as per the specimen signatures lodged with KEL) and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. 26.09.12, Wednesday. Such shareholders can also obtain the LoF from the Registrar to the Open Offer by giving an application in writing to that effect.
- f. In case of shareholders who have not received the LoF and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the Depository Participant, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. 26.09.12, Wednesday. Such equity shareholders can also obtain the LoF from the Registrar to the Offer by giving an application in writing.
- g. The following collection center would be accepting the documents by Hand Delivery/Regd. Post/ Courier as specified above, both in case of shares in physical and dematerialized form.

Collection Center Integrated Enterprises (India) Limited 30 Ramana Residency, 4 th Cross, Sampige Road, Malleshwaram, Bangalore 560 003.	Contact Person Mr. Vijayagopal	Contact Details Phone: 080-23460815 Fax No: 080 - 23460819 E-Mail: vijayagopal@integratedindia.in
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- h. Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. 26.09.12, Wednesday, else the application would be rejected.
- i. No indemnity is needed from unregistered shareholders.
- j. Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by the Acquirer, the Acquirer will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of KEL is 1 (ONE) Equity Share.
- k. The consideration for the shareholders whose shares have been accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) where applicable including RTGS/NEFT. Such payments through account payee cheques/demand drafts will be sent by registered post, at the shareholders registered/unregistered owners sole risk to the sole/first shareholder/unregistered owners address.

I. THE DETAILED PROCEDURE FOR TENDERING THE SHARES UNDER THIS OPEN OFFER IS MENTIONED IN THE LETTER OF OFFER.

9. GENERAL

- a. The Acquirer and its directors, jointly and severally, accept full responsibility for the information contained in this DPS and the Public Announcement and for the fulfillment of their obligations under the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof in respect of this Open Offer.
- b. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, 2011, the Acquirer has appointed M/s. Indbank Merchant Banking Services Limited as the Manager to the Offer and details of the Manager to the Offer are set out below.
- c. The Acquirer has appointed M/s. Integrated Enterprises Ltd as the Registrar to the Offer and the details of the Registrar are set out below:

Integrated Enterprises (India) Limited
30, Ramana Residency, 4th Cross, Sampige Road,
Malleshwaram, Bangalore – 560 003.
Phone : 080-23460815. Fax No: 080 - 23460819,
E-mail-vijayagopal@integratedindia.in
Contact Person : Mr. Vijaygopal

The Detailed Public Statement is also available on SEBI’s website (www.sebi.gov.in) and the website of the Manager to the Offer (www.indbankonline.com).

Issued by the Manager to the Offer on behalf of the Acquirer.



1st Floor, Khivraj Complex 1,
No. 480 Anna Salai, Nandanam, Chennai 600 035
Phone: 044 – 24313094 – 97; Fax No.: 044 – 24313093;
E-Mail:mbachennai@indbankonline.com
Contact Person: S Rajalakshmi

Place: Chennai
Date: 20.07.2012

On behalf of
Gonibedu Coffee Estates Private Limited