

ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF
KUMERCODE ESTATES LIMITED

REGISTERED OFFICE AT 68/A, H SIDDIHAH ROAD, BANGALORE 560 002; PHONE NO.: 080-2223500; E-MAIL:KUMERCODE@GMAIL.COM

This Announcement is further to, and should be read in conjunction with, the Detailed Public Statement (DPS) dated 20th July, 2012 issued by **Indbank Merchant Banking Services Limited**, the Manager to the Offer, on behalf of Gonibedu Coffee Estates Private Limited (**Acquirer**), for acquiring 23,400 Equity Shares of Rs. 10/- each representing 26% of the paid up equity share capital of Kumercode Estates Limited (**Target Company**), pursuant to and in compliance with Regulation 13 (4) and other applicable provision of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**SEBI (SAST) Regulations**) and subsequent amendments thereto.

The shareholders of the Target Company are requested to kindly note the following:

1. The revised schedule of activities is given below:

SCHEDULE OF ACTIVITIES	ORIGINAL SCHEDULE	REVISED SCHEDULE
Activity	Date and Day	Date and Day
Public Announcement (PA)	19.07.2012, Thursday	19.07.2012, Thursday
Detailed Public Statement (DPS)	20.07.2012, Friday	20.07.2012, Friday
Last Date for Competitive Bid	10.08.2012, Friday	10.08.2012, Friday
Identified Date*	24.08.2012, Friday	03.10.2012, Wednesday
Last date by which the Committee of Independent Directors constituted by the Board of the Target Company shall give its recommendation	06.09.2012, Thursday	12.10.2012, Friday
Letter of Offer dispatched to Shareholders	03.09.2012, Monday	13.10.2012, Saturday
Offer Opening PA date	07.09.2012, Friday	17.10.2012, Wednesday
Date of Commencement of the Tendering Period (Offer Opening Date)	10.09.2012, Monday	18.10.2012, Thursday
Date of Expiry of the Tendering Period (Offer Closing Date)	26.09.2012, Wednesday	06.11.2012, Tuesday
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.	05.10.2012, Friday	12.11.2012, Monday

*Date falling on the 10th working day prior to the commencement of the Tendering Period, for the purpose of determining the Shareholders to whom the LoF shall be sent. However, all the owners of Equity Shares are eligible to participate in the Offer at any time before the closure of the Tendering Period.

2. Chandrapore Coffee Estates Private Limited, the holding company of Gonibedu Coffee Estates Private Limited (the Acquirer) will be acting as the **"Person Acting in Concert" (PAC)** to the Open Offer. The details of the PAC have been disclosed in the Letter of Offer (**LoF**).
3. The Acquirer has acquired 12600 shares representing 14% at a price of Rs. 5200 (Five Thousand Two Hundred only) for a total consideration of Rs. 6.55,20,000 (Six Crores Fifty Five Lakhs Twenty Thousand) only through "Off Market Transfer" from the Promoter Group on 10.10.2012. The promoter group who are not parties to the Share Purchase Agreement dated 19.07.2012 **will not be tendering their shares in the open offer** in compliance with regulation 7 (6) of SEBI (SAST) Regulations. Consequent to the same, the open offer size has been reduced to **9093 (Nine Thousand Ninety Three) (Offer size)** equity shares representing 10.10% of the paid up capital of the Target Company.
4. The break-up of the shares tendered by the Promoter & the Promoter Group through the SPA dated 19.7.12 and the acquisition on 10.10.12 is given below:

Sr. No.	Shareholder Category	Shareholding & Voting Rights prior to the Agreement/Acquisition and Offer (A)		Shareholding & Voting Rights tendered to the acquirer triggered the Offer Regulations (B)		Shareholding & Voting Rights after the acquisition and the Offer (A-B)	
		No.	%	No.	%	No.	%
a.	Parties to the Agreement (SPA dated 19.07.12)						
1	M M Anandaram	9339	10.38%	9260	10.29%	79	0.09%
2	M M Sampathkumar	9101	10.11%	9101	10.11%	0	0.00%
3	M Lachia Setty	9021	10.02%	9021	10.02%	0	0.00%
4	M M Panduranga	10639	11.82%	9259	10.29%	1380	3.01%
5	M M Parthasarathi	9851	10.95%	9259	10.29%	592	0.66%
	Total	47951	53.28%	45900	51.00%	2051	2.28%
b.	Promoter Group (Tendered their shares through "OFF MARKET TRANSFER on 10.10.12)						
1	M.M.Padmavathi	1650	1.83%	0	0.00%	1650	1.83%
2	M.L.Sitha	1990	2.21%	940	1.04%	1050	1.17%
3	M.A.Premakumari	2420	2.69%	1070	1.19%	1350	1.50%
4	M.P.Satyapremakumari	1700	1.89%	950	1.06%	750	0.83%
5	M.A.Premkumar	4160	4.62%	1830	2.03%	2330	2.59%
6	M.S.Shivakumar	5145	5.72%	1400	1.56%	3745	4.16%
7	M.Mahesh	4160	4.62%	0	0.00%	4160	4.62%
8	M.P. Manjanath	4855	5.39%	1960	2.18%	2895	3.22%
9	M.P. Girish	4300	4.78%	1967	2.19%	2333	2.59%
10	M.P.Subhadra	983	1.09%	983	1.09%	0	0.00%
11	M.S. Usharani	750	0.83%	750	0.83%	0	0.00%
12	M.S. Asha	750	0.83%	750	0.83%	0	0.00%
13	Deepa R Krishna Kumar	93	0.10%	0	0.00%	93	0.10%
	Total	32956	36.62%	12600	14.00%	20356	22.62%
	Grand Total 1 (a+b)	80907	89.90%	58500	0.00%	22407	24.90%

5. The revised Pre and Post issue shareholding is given below

Sr. No.	Shareholder Category	Shareholding & Voting Rights prior to the Agreement/Acquisition and Offer (A)		Shareholding & Voting Rights agreed to be acquired which triggered the Offer Regulations (B)		Shareholding & Voting Rights agreed to be acquired in the Offer (Assuming full acceptance) (C)		Shareholding & Voting Rights after the acquisition and the Offer (A + B + C)	
		No.	%	No.	%	No.	%	No.	%
1	Promoter Group								
	a. Parties to the Agreement	47951	53.28	NA	NA	NA	NA	2051	2.28
	b. Others	32956	36.62	NA	NA	NA	NA	20356	22.62
	Total 1 (a+b)	80907	89.90	58500	NA	0	0.00	22407	24.90
2	Acquirer								
	GECPL	0	0.00	45900 ^	51.00	9093	10.10	67593	75.10
	Total 2	0	0	58500	65.00	9093	10.10	67593	75.10
3	Parties to the agreement other than 1 & 2	0	0.00	0	0.00	0			75.10
4	Public								
	a. FIs/MFs	0	0.00	0	0	0	0	0	0
	b. Others	9093	10.10	NA	NA	NA	NA	0	0.00
	Total 4 (a+b)	9093	10.10	NA	NA	NA	NA	0	0.00
	Grand Total (1+2+3+4)	90000	100.00					90000	100.00

^ Shares proposed to be acquired through SPA dated 19.07.12

* Shares acquired through "Off Market Transfer" on 10.10.12

6. The total number of shareholders of the Target Company as on date is 115.

7. Post the completion of the Open Offer, the Promoter & the Promoter Group will not remain as Promoters of the Target Company. The Acquirer will be the **sole promoter** of the Target Company.

DECLARATION BY THE ACQUIRER

The Acquirer and the Board of Directors of the Acquirer accept full responsibility for the information contained in this Announcement and for fulfillment of their obligations under SEBI (SAST) Regulations, 2011.

The terms used but not defined in this Announcement shall have the same meaning assigned to them in the DPS. This Announcement will also be available on the SEBI website at www.sebi.gov.in

Issued By



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On Behalf of

Gonibedu Coffee Estates Private Limited

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Place: Chennai
Date: 12.10.2012

Size: 33x16 cms