

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 13(2)(g) AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

TRIMURTHI LIMITED

Open Offer for acquisition of up to 26,52,000 fully paid-up Equity Shares having face value of ₹10 each ("Offer Shares") representing 26.00% of the Emerging Voting Share Capital (as defined below) of Trimurthi Limited ("Trimurthi"/"Target Company") from the Eligible Equity Shareholders (as defined below) of the Target Company ("Open Offer"/"Offer") by M/s Srinidhi Fine-Chemicals LLP ("Acquirer 1") and Mr. Vupparapalli Chandrasekhar Reddy ("Acquirer 2") ("Acquirer 1" and "Acquirer 2" hereinafter collectively referred to as "Acquirers").

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirers to the Eligible Equity Shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 read with Regulations 13, 14 and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011"). There are no Persons Acting in Concert ("PACs") for the purpose of this Open Offer.

For the purposes of this Public Announcement, the following terms shall have the meaning assigned to them herein below:

- a) "Eligible Equity Shareholders" shall mean all the public shareholders of the Target Company, excluding the existing Promoters of the Target Company, the parties to the Underlying Transaction (as defined below) and any persons deemed to be acting in concert ("Deemed PACs") with the parties mentioned above, pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;
- b) "Emerging Voting Share Capital" shall mean 10,20,00,000 Voting Share Capital (1,02,00,000 equity shares) of the Target Company on a diluted basis as of the 10th (tenth) working day from the closure of the Tendering Period. This comprises of (i) Existing Voting Share Capital of the Target Company i.e., 81,00,000 equity shares (ii) 21,00,000 equity shares to be allotted to Acquirer 2, Deemed PACs to the Acquirers and Non-Promoters in the proposed Preferential Issue;
- c) "Preferential Allotment"/"Preferential Issue" shall mean proposed issue and allotment of 21,00,000 equity shares, including 8,00,000 equity shares to Acquirer 2, 10,00,000 equity shares to Deemed PACs to Acquirers and 3,00,000 equity shares to Non-Promoters having face value of ₹10 each at an issue price of ₹10 per equity share. The proposed preferential allotment aggregating to 21,00,000 equity shares having face value of ₹10 each at an issue price of ₹10 per equity share have been approved by the Board of Directors in their meeting held today i.e., March 05, 2024 and is subject to receipt of shareholders' and other requisite approvals;
- d) "SEBI (LODR) Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- e) "SEBI (SAST) Regulations" shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- f) "Sellers" shall mean Promoter Sellers (i) Arun Kumar Bhangadia (HUF) ("Seller 1"); (ii) Gopikishan Arun Kumar Bhangadia (HUF) ("Seller 2"); (iii) Mr. Arvind Kumar Devansh Bhangadia (HUF) ("Seller 3"); (iv) Mr. Arun Kumar Bhangadia ("Seller 4"); (v) Mr. Arvind Kumar Bhangadia ("Seller 5"); (vi) Ms. Kanta Bhangadia ("Seller 6"); (vii) Ms. Kiran Bhangadia ("Seller 7"); (viii) Ms. Jyothi Bhangadia ("Seller 8"); (ix) Mr. Ravi Bhangadia ("Seller 9"); (x) Mr. Aditya Bhangadia ("Seller 10"); and (xi) TDPL Health Care (India) LLP ("Seller 11");
- g) "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI").



1. OFFER DETAILS:

- 1.1. Offer Size:** The Acquirers hereby make this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire up to 26,52,000 equity shares having face value of ₹10 each representing 26.00% of the Emerging Voting Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement (“PA”), Detailed Public Statement (“DPS”) that will be published and the Letter of Offer (“LoF”) which will be sent to the Eligible Equity Shareholders of the Target Company.
- 1.2. Offer Price/Consideration:** The Offer Price of ₹10 per equity share having face value of ₹10 each, is in compliance with Regulation 8 of SEBI (SAST) Regulations, 2011 (“Offer Price”), aggregating to a consideration of ₹2,65,20,000, assuming full acceptance in the Open Offer (“Offer Size”).
- 1.3. Mode of Payment:** The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.
- 1.4. Type of Offer:** This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

2.1.

- (a) The Acquirer have entered into a Share Purchase Agreement (“SPA”) on March 05, 2024 with (i) Arun Kumar Bhangadia (HUF) (“Seller 1”); (ii) Gopikishan Arun Kumar Bhangadia (HUF) (“Seller 2”); (iii) Mr. Arvind Kumar Devansh Bhangadia (HUF) (“Seller 3”); (iv) Mr. Arun Kumar Bhangadia (“Seller 4”); (v) Mr. Arvind Kumar Bhangadia (“Seller 5”); (vi) Ms. Kanta Bhangadia (“Seller 6”); (vii) Ms. Kiran Bhangadia (“Seller 7”); (viii) Ms. Jyothi Bhangadia (“Seller 8”); (ix) Mr. Ravi Bhangadia (“Seller 9”); (x) Mr. Aditya Bhangadia (“Seller 10”); and (xi) TDPL Health Care (India) LLP (“Seller 11”) pursuant to which the Acquirers have agreed to acquire 50,70,733 Equity Shares (“Sale Shares”) representing 49.71% of the Emerging Voting Share Capital at a price of ₹10 per Equity Share from the Sellers, subject to the terms and conditions set out in the SPA.
- (b) On March 05, 2024, the Board of Directors of the Target Company approved an issue and allotment of 21,00,000 equity shares, including 8,00,000 equity shares to Acquirer 2, 10,00,000 equity shares to Deemed PACs to Acquirers and 3,00,000 to Non-Promoters having face value of ₹10 each at an Issue Price of ₹10 per equity share on Preferential Allotment basis in compliance with Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations and also subject to Statutory/Requisite Approvals from Regulatory Authorities.

(The “Underlying Transaction”)

- 2.2.** This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and shall become the Promoters of the Target Company including the provisions of the SEBI (LODR) Regulations. Further, the Sellers intend to be reclassified as public shareholders, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations and the conditions prescribed therein. The Acquirers do not have an intention to delist the Target Company pursuant to this Open Offer.

- 2.3.** A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis Emerging Voting Capital			
Direct Acquisition	Share Purchase Agreement (“SPA”) dated March 05, 2024	50,70,733	49.71%	₹5.07 Crores	Cash	Regulations 3(1) and 4 of SEBI (SAST)
	Proposed Issue and Allotment of	21,00,000 ⁽ⁱ⁾	20.59%	₹2.10 Crores		



Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis Emerging Voting Capital			
	21,00,000 equity shares having face value of ₹10 each at a price of ₹10 per equity share					Regulations, 2011

Note:

⁽¹⁾ This includes 8,00,000 equity shares proposed to be allotted by the Target Company to Acquirer 2, 10,00,000 equity shares proposed to be allotted to Deemed PACs to Acquirers and 3,00,000 equity shares proposed to be allotted to Non-Promoters. Further, post completion of Open Offer formalities, the Deemed PACs to Acquirers will form part of the Promoter Group of the Target Company.

3. DETAILS OF THE ACQUIRERS:

Details	Acquirer 1	Acquirer 2	Total
Names of the Acquirers	Srinidhi Fine-Chemicals LLP	Mr. Vupparapalli Chandrasekhar Reddy	2
LLPIN / PAN	ACE-7726 / AFEFS7369P	ADTPV9747R	
Address	H. No. 7-1-63, Flat No. 304, B-Block, Ameerpet, Hyderabad, Telangana-500 016. India.	5-7-35, Khaleelwadi, Beside Amrutha C-T Scan, Nizamabad-503 001, Telangana. India.	-
Name(s) of persons in control/ Promoters of Acquirers where Acquirer is a Company	<p><i>Designated Partners:</i></p> <p>(i) Ms. Belide Sridevi (ii) Mr. Venkateswarlu Pulluru</p> <p><i>Other Partners:</i></p> <p>(i) Mr. Gattu Gnana Prakash (ii) Mr. Vupparapalli Chandrasekhar Reddy (iii) Mrs. Bhavya Pamulaparthi (iv) Mrs. Vupparapalli Pavani (v) Mr. Kedarnath Anil Kumar Agarwal (vi) Mr. Narahari Belide (vii) Ms. Vishnu Priya Belide</p>		N.A.
Name of the Group, if any, to which the Acquirers belongs to	N.A.	N.A.	-
Pre-Transaction Shareholding			
• Number	Nil	Nil	Nil
• % of Emerging Voting Share Capital	N.A.	N.A.	N.A.
Acquisition of Shares which triggered the Open Offer			
• Number	50,70,733	Nil	50,70,733
• % of Emerging Voting Share Capital	49.71%	N.A.	49.71%
Any other interest in the TC	None		

N.A. - Not Applicable

4. DETAILS OF SELLING SHAREHOLDER:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
1)	<p>Arun Kumar Bhangadia (HUF) ("Seller 1")</p> <p>PAN: AABHA3700N</p> <p>Address:</p>	Yes	3,87,000	3.79%	Nil	N.A.



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
	4-7-361/4, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.					
2)	Gopikishan Arun Kumar Bhangadia (HUF) ("Seller 2") <i>PAN:</i> AACHG7014G <i>Address:</i> 4-7-367, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	1,05,000	1.03%	Nil	N.A.
3)	Mr. Arvind Kumar Devansh Bhangadia (HUF) ("Seller 3") <i>PAN:</i> AAFHB2618L <i>Address:</i> 4-7-375/a, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	1,20,000	1.18%	Nil	N.A.
4)	Mr. Arun Kumar Bhangadia ("Seller 4") <i>PAN:</i> AAOPB7586N <i>Address:</i> 4-7-361/4, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	15,42,200	15.12%	Nil	N.A.
5)	Mr. Arvind Kumar Bhangadia ("Seller 5"), <i>PAN:</i> ABHPB6307P <i>Address:</i> 4-7-375/a, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	29,900	0.29%	Nil	N.A.
6)	Ms. Kanta Bhangadia ("Seller 6") <i>PAN:</i> AENPB4180R <i>Address:</i> 4-7-367, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	1,67,800	1.65%	Nil	N.A.
7)	Ms. Kiran Bhangadia ("Seller 7") <i>PAN:</i> AENPB4185L <i>Address:</i> 8-2-684/1/2, F. No. G-6, Rock Levez Apts, Road No. 12,	Yes	13,49,500	13.23%	Nil	N.A.



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Emerging Voting Capital	Number	% vis a vis Emerging Voting Capital
	Banjara Hills, Khairatabad Hyderabad-500 034.					
8)	Ms. Jyothi Bhangadia ("Seller 8") PAN: AHAPB0908R Address: 4-7-375/a, Esamiya Bazar, Near Victory Playground, Hyderabad-500 027.	Yes	58,000	0.57%	Nil	N.A.
9)	Mr. Ravi Bhangadia ("Seller 9") PAN: APGPB4236C Address: 8-2-684/1/2, F. No. G-6, Rock Levez Apts, Road No. 12, Banjara Hills, Khairatabad Hyderabad-500034.	Yes	66,333	0.65%	Nil	N.A.
10)	Mr. Aditya Bhangadia ("Seller 10") PAN: ARRPB2039E Address: 8-2-684/1/2, F. No. G-6, Rock Levez Apts, Road No. 12, Banjara Hills, Khairatabad Hyderabad-500034.	Yes	1,65,000	1.62%	Nil	N.A.
11)	TDPL Health Care (India) LLP ("Seller 11") PAN: AAQFT3910L LLPIN: AAT-2335 Address: 4-7-375/A, Ground Floor, Esamiya Bazar, Hyderabad-500 027.	Yes	14,30,000	14.02%	3,50,000	3.43%
	Total		54,20,733	53.14%	3,50,000	3.43%

Note: Post completion of Open Offer formalities, the Target Company will proceed further for reclassification of erstwhile Promoter Shareholders including TDPL Health Care (India) LLP ("Seller 11"), as public shareholders in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

5. DETAILS OF THE TARGET COMPANY:

- 5.1. Name : Trimurthi Limited
- 5.2. CIN : L67120TG1994PLC018956
- 5.3. ISIN : INE314I01036
- 5.4. Registered Office Address : 5-8-354/1106, Office No. 1106, Ratna Block, Raghav Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001, Telangana. India.
- 5.5. Stock Exchange(s) where listed : The Equity Shares of the Target Company are presently listed on BSE Limited (Scrip Code: 536565, Symbol: TRIMURTHI)



6. OTHER DETAILS:

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations, 2011, shall be published in the newspapers, within 5 (five) Working Days of this Public Announcement as required under Regulation 13(4) and Regulation 14(3) of the SEBI (SAST) Regulations, 2011, i.e., on or before March 13, 2024.
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Acquirers accept full responsibility for the information contained in this Public Announcement, and undertake that they are aware of and will comply with the obligations under the SEBI (SAST) Regulations, 2011. The Acquirers confirm that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- 6.5. All the information pertaining to the Target Company has been obtained from publicly available sources and confirmations from the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.6. In this Public Announcement, all references to “₹” are references to Indian Rupees.
- 6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer:



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996
404/1, L4, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off Western Express Highway, Vile Parle (East),
Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Tel. 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:

For Srinidhi Fine-Chemicals LLP

Sd/-

Belide Sridevi
Designated Partner
("Acquirer 1")

Sd/-

Vupparapalli Chandrasekhar Reddy
("Acquirer 2")

Date : March 05, 2024

Place : Telangana

