

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("REGULATIONS")**

Open offer for acquisition of 1,78,22,500 Equity Shares of Face Value of ₹1/- each of Swagruha Infrastructure Limited ("SIL"/"Target Company") by Mr. Hemant Bahri ("Acquirer 1"), Mrs. Sangeeta Bahri ("Acquirer 2"), Bahri Estates Private Limited ("Acquirer 3"), Mr. Sravan Veledandi Prabhakar ("Acquirer 4") and Mrs. Reshma Narain ("Acquirer 5") (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 Public Shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"].

**1) OFFER DETAILS:**

**1.1 Offer Size:** The Acquirers hereby make this Open Offer ("Offer") to the Public Shareholders of the Target Company to acquire 1,78,22,500 Equity Shares of face value of ₹1/- (Rupee One only) each of the Target Company ("Equity Share") representing 26% of the Equity Share Capital/Voting 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 Equity Shareholders of the Target Company, in accordance with the Regulations.

**1.2 Offer Price / Consideration:** The Offer Price of ₹1.45 (Rupee One and Paise Forty Five only) per Equity Share of Face Value of ₹1/- (Rupee One only) each, is in compliance with Regulation 8 of the Regulations ("Offer Price"), aggregating to a consideration of ₹2,58,42,625 (Rupees Two Crores Fifty Eight Lacs Forty Two Thousand Six Hundred and Twenty Five only), 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 the Regulations.

**1.4 Type of Offer:** This is a Triggered Offer under Regulation 3(1) and 4 of the Regulations.

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

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/Allotment/ Market Purchase)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Equity Share Capital			
Direct Acquisition	Share Purchase Agreement ("SPA") dated May 18, 2018	3,12,64,000	45.61	1.09	Cash	3(1) and 4

**3) DETAILS OF THE ACQUIRERS:**

Details	Name of the Acquirers	Address	Name(s) of persons in control/Promoters of Acquirers where Acquirer is a Company	Pre Transaction Shareholding		Proposed Shareholding after Acquisition of Equity Shares which triggered the Open Offer	
				No.	%	No.	%
Acquirer 1	Mr. Hemant Bahri	D-16 A, Indira Enclave, Neb Sarai, New Delhi-110 068	N.A.	20,000	0.03	62,70,000	9.15
Acquirer 2	Mrs. Sangeeta	D-16 A, Indira Enclave,	N.A.	2,22,400	0.32	64,72,400	9.44



Details	Name of the Acquirers	Address	Name(s) of persons in control/Promoters of Acquirers where Acquirer	Pre Transaction Shareholding		Proposed Shareholding after Acquisition of Equity Shares which triggered the Open Offer	
	Bahri	Neb Sarai, New Delhi-110 068					
Acquirer 3	Bahri Estates Private Limited	D 40/B, (khasra No. 467), First Floor, Flat No. 3, Indira Enclave, Neb Sarai, New Delhi, Delhi-110 068	Mr. Hemant Bahri	18,56,076	2.71	49,88,076	7.28
Acquirer 4	Mr. Sravan Veledandi Prabhakar	1102, Embassy Haven, 15 <sup>th</sup> Cross Road, 2 <sup>nd</sup> Block, R T Nagar, Bengaluru-560 032	N.A.	18,18,130	2.65	96,34,130	14.05
Acquirer 5	Mrs. Reshma Narain	1102, Embassy Haven, 15 <sup>th</sup> Cross Road, 2 <sup>nd</sup> Block, R T Nagar, Bengaluru-560 032	N.A.	6,20,000	0.91	84,36,000	12.31
		<b>TOTAL</b>		<b>45,36,606</b>	<b>6.62</b>	<b>3,58,00,606</b>	<b>52.23</b>

Note:

- 1) Apart from the above, H S Projects Private Limited [controlled by Hemant Bahri ('Acquirer 1') and Sangeeta Bahri ('Acquirer 2')] holds 11,29,372 Equity Shares aggregating to 1.63% of the Voting Capital of the Target Company
- 2) There is no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1) (q) of the SEBI (SAST) Regulations, 2011.

#### 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 Shareholder			
			Pre Transaction		Post Transaction	
			No of shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	<b>Mrs. Somaraju Lakshmi Kalyani</b> (alias Nerogi Lakshmi Kalyani)  PAN: ADZPN 8637 L  Address: Flat No. B1-204, Shriram White House Apartment R T Nagar, Bengaluru-560 032 Karnataka	Yes	3,12,64,000	45.61%	Nil	N.A.
	<b>TOTAL</b>		<b>3,12,64,000</b>	<b>45.61%</b>	<b>Nil</b>	<b>N.A.</b>

#### 5) DETAILS OF THE TARGET COMPANY:

- 5.1 Name : Swagraha Infrastructure Limited
- 5.2 CIN : L24134TG1994PLC017327
- 5.3 ISIN : INE587J01027
- 5.4 Registered Office Address : 362, 2<sup>nd</sup> Floor, 11<sup>th</sup> Cross, 4<sup>th</sup> Main, 2<sup>nd</sup> Block (near BDA Shopping Complex), R. T. Nagar, Bengaluru-560 032.
- 5.5 Stock Exchange(s) where Listed : BSE Limited ("BSE") with Scrip Code as 531909

#### 6) OTHER DETAILS:

- 6.1 The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulations 13 (4) and 14 (3) of the Regulations vide a Detailed Public Statement ("DPS") on or before May 25, 2018 (Friday).



- 6.2 The Acquirers undertake that they are aware of and will comply with their obligations under the Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.
- 6.3 In this PA, any discrepancy in any table between the total and sums of the percentage listed is due to rounding off.
- 6.4 This Offer is not subject to any minimum level of acceptance.
- 6.5 This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the Regulations.

**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 Western Express Highway,  
Vile Parle (East), Mumbai-400 057.

**Contact Person:** Mr. Manish Gaur

**Tel. No.:** +91 22 2612 3207/08

**Email:** [openoffer@markcorporateadvisors.com](mailto:openoffer@markcorporateadvisors.com)

**SEBI Regn No.:** INM000012128

**For and on behalf of the Acquirers:**

Sd/-

**Hemant Bahri**  
("Acquirer 1")

Sd/-

**Bahri Estates Private Limited\***  
("Acquirer 3")

Sd/-

**Reshma Narain\*\***  
("Acquirer 5")

*\* Signed by duly constituted Power of Attorney holder, Hemant Bahri*

*\*\* Signed by duly constituted Power of Attorney holder, Sravan Veledandi Prabhakar.*

Sd/-

**Sangeeta Bahri\***  
("Acquirer 2")

Sd/-

**Sravan Veledandi Prabhakar**  
("Acquirer 4")

**Place :** Mumbai

**Date :** May 18, 2018

