

POST-OFFER PUBLIC ANNOUNCEMENT TO THE PUBLIC SHAREHOLDERS OF

**TTI ENTERPRISE LIMITED**

Corporate Identification Number: L67120WB1981PLC033771.

Registered Office: 1 R.N. Mukherjee Road, Martin Burn House, 4<sup>th</sup> Floor, Suite No.22, Kolkata – 700001, West Bengal, India;

Contact Details: 033-22109197; Fax Number: 033-22109197;

Website: www.ttienterprise.net ; Email Address: tti1711@gmail.com.

Open Offer for the for acquisition of up to either 76,21,327 (Seventy-Six Lakhs Twenty-One Thousand Three Hundred and Twenty-Seven) Equity Shares, representing 30.00% (Thirty Percent) of the Voting Share Capital of the Target Company or such number of Equity Shares held by the Public Shareholders excluding the Equity Shares held by Kashyapi Advisors LLP, Pragnay Advisors LLP, and Vanshi Infra Projects LLP, the deemed persons acting in concert with the present Promoters and members of the Promoter Group in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto ('SEBI (SAST) Regulations'), ('Deemed PACs'), whichever is lower, at an offer price of ₹9.50/- (Rupees Nine and Fifty Paise Only) per Equity Share ('Offer Price'), made by V S Ranganathan ('Acquirer 1'), Vasanthy Ranganathan ('Acquirer 2'), Bindu K C ('Acquirer 3'), Kanakavally Prathapan Karumanthra ('Acquirer 4'), Mridula Mukundan ('Acquirer 5'), and Sujith Venugopalan ('Acquirer 6') (hereinafter collectively referred to as the 'Acquirers') in accordance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations ('Offer').

This Post-Offer Public Announcement is being issued by CapitalSquare Advisors Private Limited, the Manager to the Offer ('Manager'), on behalf of the Acquirers in connection with the Offer made to the aforementioned Public Shareholders of the Target Company, pursuant to and in compliance with the provisions of Regulation 18 (12) and other applicable provisions under the SEBI (SAST) Regulations ('Post-Offer Public Announcement'). This Post-Offer Public Announcement should be read in continuation of, and in conjunction with the: (a) Public Announcement dated Monday, September 20, 2021, ('Public Announcement'), (b) Detailed Public Statement dated Saturday, September 25, 2021 which was published on Monday, September 27, 2021 in the newspapers, namely being, Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Duranta Barta (Bengali daily) (Kolkata Edition), and Mumbai Lakshadeep (Marathi daily) (Mumbai Edition) ('Newspapers') ('Detailed Public Statement'), (c) Addendum cum Corrigendum to the Offer Documents dated Monday, April 04, 2022, which was published on Tuesday, April 05, 2022, in the Newspapers ('Addendum cum Corrigendum to the Offer Documents'), (d) Letter of Offer dated Wednesday, April 06, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form SH-4 Share Transfer Form ('Letter of Offer'), (e) Dispatch confirmation of the Letter of Offer advertisement dated Tuesday, April 12, 2022, which was published in Newspapers on Wednesday, April 13, 2022 ('Dispatch Confirmation Advertisement'), and (f) Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement dated Wednesday, April 13, 2022, which was published in the Newspapers on Monday, April 18, 2022 ('Pre-Offer Advertisement'). This Post-Offer Public Announcement is being published in the same aforesaid Newspapers.

1.	Name of the Target Company	TTI Enterprise Limited			
2.	Name of the Acquirers and PACs	V S Ranganathan (Acquirer 1), Vasanthy Ranganathan (Acquirer 2), Bindu K C (Acquirer 3), Kanakavally Prathapan Karumanthra (Acquirer 4), Mridula Mukundan (Acquirer 5), and Sujith Venugopalan (Acquirer 6). There is no person acting in concert with the Acquirers for this Offer.			
3.	Name of Manager to the Offer	CapitalSquare Advisors Private Limited			
4.	Name of Registrar to the Offer	Purva Share registry (India) Private Limited			
5.	Offer Details				
5.1	Date of Opening of the Offer	Tuesday, April 19, 2022			
5.2	Date of Closing of the Offer	Monday, May 02, 2022			
6.	Date of Payment of Consideration	Wednesday, May 11, 2022			
7.	Details of the Acquisition				
	Particulars	Proposed in the Offer Documents (Assuming full acceptance in this Offer)		Actuals	
7.1	Offer Price	₹9.50/-		₹9.50/-	
7.2	Aggregate number of Equity Shares tendered	76,21,327		28,20,609	
7.3	Aggregate number of Equity Shares accepted	76,21,327		28,20,609	
7.4	Size of the Open Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	₹7,24,02,607.00/-		₹2,67,95,785.50/-	
7.5	Shareholding of the Acquirers before the Share Purchase Agreement/ Public Announcement				
a)	Number of Equity Shares	Nil		Nil	
b)	% of fully diluted Equity Share capital	Nil		Nil	
7.6	Equity Shares acquired by way of Share Purchase Agreement				
a)	Number of Equity Shares	63,50,575		63,50,575	
b)	% of fully diluted Equity Share capital	25.00%		25.00%	
7.7	Equity Shares acquired by way of Offer				
a)	Number of Equity Shares	76,21,327		28,20,609	
b)	% of fully diluted Equity Share capital	30.00%		11.10%	
7.8	Equity Shares acquired after the Detailed Public Statement				
a)	Number of Equity Shares acquired	Nil		Nil	
b)	Price of the Equity Shares acquired	Nil		Nil	
c)	% of Equity Shares acquired	Nil		Nil	
7.9	Post-Offer shareholding of the Acquirers				
a)	Number of Equity Shares	1,40,71,902		91,71,184	
b)	% of fully diluted Equity Share capital	55.00%		36.10%	
7.10	Pre-Offer and Post-Offer shareholding of the Public Shareholders excluding Deemed PACs (The shareholding of the Deemed PACs is considered as disclosed in the Letter of Offer)				
	Particulars	Pre-Offer	Post-Offer	Pre-Offer	Post-Offer
a)	Number of Equity Shares	69,76,910	Nil	69,76,910	41,56,301
b)	% of fully diluted Equity Share capital	27.46%	Nil	27.46%	16.36%
8.	The Acquirers accept full responsibility for the information contained in this Post-Offer Public Announcement and for their obligations specified under SEBI (SAST) Regulations.				
9.	The Acquirers will consummate the Share Purchase Agreement transaction in accordance with the provisions of Regulations 22 (1), and 22 (3) read with 17 of the SEBI (SAST) Regulations and will make an application for reclassification of themselves as the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto ('SEBI (LODR) Regulations').				
10.	A copy of this Post-Offer Public Announcement will be accessible on the websites of Securities and Exchange Board of India at www.sebi.gov.in, BSE Limited at www.bseindia.com, Manager at www.capitalsquare.in, and the registered office of the Target Company.				
11.	The capitalized terms used in this Post-Offer Public Announcement shall have the meaning assigned to them in the Letter of Offer, unless otherwise specified.				

ISSUED BY MANAGER TO THE OFFER

**CAPITALSQUARE**  
Teaming together to create value

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Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel

SEBI Registration Number: INM000012219

Validity: Permanent

Corporate Identification Number: U65999MH2008PTC187863

For and on behalf of all Acquirers

Date: Monday, May 16, 2022

Place: Mumbai

Sd/-  
V S Ranganathan