

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 13(1) AND 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011")

Open Offer for acquisition of 48,57,997 (Forty Eight Lakhs Fifty Seven Thousand Nine Hundred and Ninety Seven Only) fully paid up equity shares of Rs 5/- each from equity shareholders of MRO-TEK Realty Limited (formerly known as "MRO-TEK Limited") (hereinafter referred to as "Target Company" or "MRO-TEK") except parties to Share Purchase Agreement ("SPA") dated May 19, 2016 by Mr. Aniruddha Mehta, Mrs. Gauri A. Mehta and Umiya Holding Private Limited (hereinafter collectively referred to as "Acquirers") pursuant to and in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

1. OFFER DETAILS

- 1.1 **Size:** The Acquirers are hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations, 2011 to the equity shareholders of the Target Company to acquire up to 48,57,997 (Forty Eight Lakhs Fifty Seven Thousand Nine Hundred and Ninety Seven Only) fully paid up equity shares ("Offer Size") bearing a face value of Rs. 5/- each representing 26% of the total issued, subscribed, paid up and voting capital of the Target Company
- 1.2 **Price/ consideration:** An offer price of Rs. 42/- (Rupees Forty Two Only) per fully paid up equity share of Rs. 5/- each of the Target Company (hereinafter referred to as "Offer Price") will be offered to the equity shares tendered in the Offer. Assuming full acceptance, the total consideration payable by the Acquirers will be Rs. 20,40,35,874 (Rupees Twenty Crores Forty Lakhs Thirty Five Thousand Eight Hundred and Seventy Four only) (hereinafter referred to as "Offer Consideration").
- 1.3 **Mode of payment (cash/ security):** The Offer Price will be paid in cash, in accordance with the Regulation 9(1) (a) of the SEBI (SAST) Regulations, 2011.
- 1.4 **Type of offer (Triggered offer, ~~voluntary offer/ competing offer~~ etc):** This is a Triggered Offer made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Aniruddha



Gauri A. Mehta

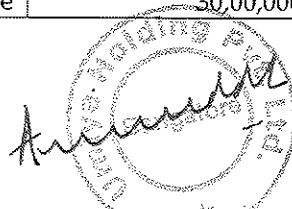
2. Transaction which has triggered the Open Offer obligations

Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Details of underlying transaction		Total Consideration for shares/ Voting Rights (VR) proposed to be acquired (In Rs.)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Shares/Voting rights acquired/proposed to be acquired				
		Number	% vis a vis total Issued, Subscribed and Voting capital			
Direct Acquisition	Share Purchase Agreement dated May 19, 2016	74,10,056 Equity Shares	39.66% of Issued, Subscribed and Voting Capital	29,64,02,240	Cash	Regulation 3(1) and 4

3. Acquirers/PAC

Details	Acquirer1	Acquirer2	Acquirer3
Name of Acquirers	Mr. Aniruddha Mehta	Mrs. Gauri A. Mehta	Umiya Holding Private Limited
Address	#29, 2 nd Main 3 rd Cross RMV 2 nd Stage 1 st Phase, Ashwath Nagar, Sanjaynagar Post, Bengaluru North, Karnataka - 560094	#29, 2 nd Main 3 rd Cross RMV 2 nd Stage 1 st Phase, Ashwath Nagar, Sanjaynagar Post, Bengaluru North, Karnataka - 560094	23, Sir P.M Road, Union Co-operative Insurance Building, 3 rd Floor, Fort, Mumbai-400001
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirers/PAC are companies	Not Applicable	Not Applicable	<u>Promoter</u> Mrs. Gauri A. Mehta
Name of the Group, if any, to which the Acquirer/PAC belongs to	Umiya Group	Umiya Group	Umiya Group
Pre Transaction shareholding	Nil	Nil	Nil
- Number % of issued, subscribed share capital and voting capital			
Proposed shareholding after the	30,00,000	4,00,000	40,10,056

Aniruddha



Gauri A. Mehta

acquisition of shares which triggered the Open Offer (not taking into account the equity shares validly accepted in the Open Offer, if any)	16.06%	2.14%	21.46%
Any other interest in the Target Company	(*)	(*)	(*)

For the purpose of this Open Offer there is no Person Acting in Concert (PAC) with the Acquirers.

Note: (*) Umiya Builders and Developers, a sole Proprietary concern belonging to Mr. Aniruddha Mehta has entered into a joint development agreement with the Target Company on January 01, 2016 for development of land owned by the Target Company located at Bellary Road, Hebbal, Bengaluru, Karnataka - 560 024 into commercial complex in the ratio of 45:55 (Owner : Developer).

4. Details of Selling shareholders

Name	Part of Promoter Group (Yes/No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of shares	% of total Issued, Subscribed, Paid-up and Voting capital	Number of Shares	% of total Issued, Subscribed and Voting capital
S Narayanan	Yes	30,92,916	16.55	NIL	NIL
Himadri Nandi		31,40,903	16.81		
Jayashree Narayanan		5,84,228	3.13		
Sayamali Nandi		5,58,789	2.99		
Prakrithy N		11,400	0.06		
Murari Narayanan		21,820	0.12		
Total		74,10,056	39.66		

Aniruddha Mehta



Aniruddha Mehta

5. **Target Company**

5.1 **Name:** MRO - TEK Realty Limited ("Formerly known as "MRO-TEK Limited"), a public limited company incorporated under the Companies Act, 1956 and having its registered office at "Maruthi Complex", No. 6, New BEL Road, Chikkamaranahalli, Bengaluru, Karnataka - 560094. CIN: L28112KA1984PLC005873.

5.2 **Exchanges where equity shares of Target Company are listed:** BSE Limited (Security ID: MRO - TEK, Security Code: 532376), National Stock Exchange of India Limited (Symbol: MRO - TEK), ISIN: INE398B01018.

6. **Other details**

6.1 A Detailed Public Statement ("DPS") specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI (SAST) Regulations, 2011 on or before May 26, 2016.

6.2 The Acquirers hereby undertake that they are fully 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) under SEBI (SAST) Regulations, 2011.

6.3 This offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) and is not a competing bid in terms of regulation 20 of SEBI (SAST) Regulations, 2011.

6.4 The Acquirers accept full responsibility for the information contained in this Public Announcement.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRIERS:

KARVY INVESTMENT BANKING

KARVY INVESTOR SERVICES LIMITED

"Karvy House", 46, Avenue 4, Street No. 1,
Banjara Hills, Hyderabad - 500 034,
Telangana, India.

Tel.: 91 40 2342 8774/ 2331 2454

Fax: 91 40 2337 4714/ 2331 1968

Email: cmg@karvy.com

Investor Grievance Email: igmbd@karvy.com

Website: www.karvyinvestmentbanking.com

Contact Person: Mr. P. Balraj/Mr. Avinash Palivela

Place: Bengaluru

Date: May 19, 2016

