

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF REGALIAA REALTY LIMITED UNDER REGULATION 3(1) AND REGULATION 4 READ ALONG WITH REGULATION 14, REGULATION 15(1) AND REGULATION 32 (1) (f) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE “SEBI TAKEOVER REGULATIONS”)

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF REGALLIA REALTY LIMITED

OPEN OFFER FOR THE ACQUISITION OF UPTO 9,36,000 (NINE LAKHS THIRTY SIX THOUSAND) FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF ₹ 10 EACH, (RUPEES TEN ONLY) CONSTITUTING 26% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) (“OPEN OFFER”/ “OFFER”) OF REGALIAA REALTY LIMITED (“TARGET COMPANY”/“RRL”), TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY KARVY FINANCIAL SERVICES LIMITED (THE “ACQUIRER”/ “KFSL”).

This Public Announcement (“**Public Announcement**” or “**PA**”) is being issued by akasam consulting private limited (the “**Manager to the Offer**”) for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to the directions by the Securities and Exchange Board of India (“**SEBI**”) vide its order no. WTM/RKA/EFD/165/2016 dated October 27, 2016 and in compliance with and pursuant to Regulations 3(1), Regulation 4 read with Regulation 14, Regulation 15(1) and Regulation 32 (1) (f) and other applicable provisions of the SEBI Takeover Regulations.

Definitions:

- (i) “**Detailed Public Statement**”/ “**DPS**” has the meaning ascribed to such term under paragraph 1.1.
- (ii) “**Equity Shares**” means the fully paid up equity shares of the Target Company of face value of ₹ 10 (Rupees Ten only) each.
- (iii) “**Voting Share Capital**” means total voting equity capital of the Target Company on a fully diluted basis expected as of the tenth (10th) working day from the closure of the tendering period of the Offer.
- (iv) “**LOF/Letter of Offer**” has the meaning ascribed to such term in paragraph 1.1.
- (v) “**Offer**” or “**Open Offer**” means the open offer for acquisition of up to 9,36,000 (Nine Lakhs Thirty Six Thousand) Equity Shares, representing 26% (Twenty Six Percent) of the Voting Share Capital.
- (vi) “**Open Offer Price**” or “**Offer Price**” has the meaning ascribed to such term in paragraph 1.2.
- (vii) “**Offer Size**” has the meaning ascribed to such term in paragraph 1.1.
- (viii) “**Public Shareholders**” shall mean all equity shareholders of the Company, other than the members of the Promoter and Promoter Group of the Target Company and the Acquirer.

- (ix) “**SEBI Order/Order**” shall mean the order passed by the Whole Time Member, the Securities and Exchange Board of India, bearing reference number WTM/RKA/EFD/165/2016 dated October 27, 2016.
- (x) “**SAT Order**” shall mean the order passed by the Securities Appellate Tribunal in Appeal Nos. 349 and 479 of 2016 dated April 26, 2018.

1. OPEN OFFER DETAILS

- 1.1 **Open Offer Size:** The Acquirer hereby makes this open offer for the acquisition of upto 9,36,000 (Nine Lakhs Thirty Six Thousand) fully paid-up equity shares of the face value of ₹ 10/- (Rupees Ten only) each (“**Equity Shares**”), constituting 26% (Twenty Six Percent) of the Voting Share Capital of the Target Company from the Public Shareholders, subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement, that will be published in connection with the Offer (the “**Detailed Public Statement**”/ “**DPS**”) and the letter of offer that will be sent to the Public Shareholders in accordance with the SEBI Takeover Regulations. For the purpose of this Open Offer, there are no persons acting in concert (“**PAC**”) with the Acquirer.
- 1.2 **Open Offer Price/Consideration:** Pursuant to the SEBI Order, the Open Offer is made at a price of ₹ 11.50/- per Equity Share (Rupees Eleven and Fifty Paise only) per Equity Share (“**Open Offer Price**”) payable in cash. In accordance with the SEBI Order, the Acquirer shall pay an interest calculated at the rate of 10% per annum from 58th working day from February 16, 2012 till the date of payment of consideration, to the shareholders who were holding shares in the Target Company on the date of invocation and whose shares would be accepted in the Open Offer, which is ₹ 7.53 per Equity Share (Rupees Seven and Fifty Three Paise only) (“**Interest Amount**”). The Interest Amount payable is subject to change depending upon the actual date of payment to those shareholders who were holding shares in the Target Company when the open offer obligation had triggered (*i.e. February 16, 2012*) and continuing as shareholders till date. However, those shareholders who acquired shares subsequent to February 16, 2012, would be eligible only for the Open Offer Price.

Assuming full acceptance, the total consideration payable by the Acquirer under the Open Offer, at the Open Offer Price, will be ₹ 1,78,12,080/- (Rupees One Crore Seventy Eight Lakhs Twelve Thousand and Eighty Only).

- 1.3 **Mode of Payment:** The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI Takeover Regulations.
- 1.4 **Type of Offer:** This Open Offer is a Mandatory Offer made in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the SEBI Takeover Regulations as directed by SEBI in terms of the SEBI Order.

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

- 2.1 The Acquirer, being a Non Banking Financing Company (“**NBFC**”) extended financial facility to the Target Company and entered into a home equity agreement dated February 24, 2011, April 19, 2011 and May 31, 2011 (“**Loan Agreement**”) with the Target Company, whereby the Acquirer had provided a business loan to the Target Company in tranches of ₹ 4,00,00,000/- (Rupees Four Crores only), ₹ 1,00,00,000/- (Rupees One crore only), and ₹ 2,00,00,000/- (Rupees Two Crores only), aggregating ₹ 7,00,00,000/- (Rupees Seven Crores only) (“**Business Loan**”). In accordance with the terms of the Business Agreement, in addition to providing other securities by the Target Company for availing the Business Loan, the promoters of the Target Company had also pledged 20,00,100 (Twenty Lakhs and One Hundred) Equity Shares, constituting 55.56% of the paid up share capital of the Target Company, (“**Pledged Shares**”) in favour of the Acquirer. The Acquirer invoked the pledge and transferred

the Pledged Shares in its name due to non-payment of instalments by the Target Company. Consequent to invocation of pledge on February 16, 2012, the Acquirer acquired Equity Shares and voting rights in respect of the Pledged Shares and the shareholding of the Acquirer in the Target Company increased from 0% to 55.56%, thereby breaching the threshold of 25% as stipulated in Regulation 3(1) of the SEBI Takeover Regulations.

2.2 SEBI vide letter reference EFD/DRA3/MC/NRM/4817/1/2016 dated February 23, 2016 issued a Show Cause Notice u/s. 11 and 11B of SEBI Act, 1992 read with Regulation 32 of SEBI Takeover Regulations with regards to the compliance of Open Offer. After consideration of the submissions made by the Acquirer SEBI vide its Order has directed the Acquirer to take the following steps:

- (i) to make an offer to the public shareholders to acquire shares of the Target Company in accordance with the provisions of SEBI Takeover Regulations within a period of 45 days from the date of the Order;
- (ii) alongwith the consideration amount, pay interest at the rate of 10% per annum from 58th working day from February 16, 2012 to the date of payment of consideration to the shareholders who were holding shares in the Target Company on the date of violation and whose shares are accepted in the open offer, after adjustment of dividend paid, if any.

Pursuant to the SEBI Order which was upheld by SAT, the Acquirer is making this Open Offer to acquire 9,36,000 (Nine Lakhs Thirty Six Thousand) Voting Share Capital of ₹ 10/- (Rupees Ten only)each, representing 26 % (Twenty Six Percent) of the Voting Share Capital, from the Public Shareholders of the Target Company, at the Offer Price, payable in cash.

| Details of underlying transaction | | | | | | |
|---------------------------------------|--|--|---|--|-------------------------------------|--|
| Type of Transaction (direct/indirect) | Mode of Transaction (Agreement/ Allotment/ market purchase) | Shares / Voting rights acquired /proposed to be acquired | | Total Consideration for shares/voting rights (VR) acquired (₹ in lakhs) | Mode of Payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % vis a vis current total equity capital / Voting Share Capital | | | |
| Direct | Invocation of the Pledged Shares held by the promoters of the Target Company, by the Acquirer. | Shares/Voting Rights acquired-20,00,100 (Twenty Lakhs and One Hundred) | 55.56% of Shares/Voting Rights | Not Applicable | Cash | Regulation 3(1) and Regulation 4 of the SEBI Takeover Regulations. |

* The Open Offer is made pursuant to the SEBI order dated WTM/RKA/EFD/165/2016 dated October 27, 2016 as referred in clause 2.2 above.

3. DETAILS OF THE ACQUIRER

| Details | Acquirer |
|--|--|
| Name of the Acquirer / PACs | Karvy Financial Services Limited. There are no PACs in this Offer. |
| Address | 705/706, 7 th Floor, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra (East), Mumbai 400 051 |
| Name(s) of persons in control /promoters of Acquirer/PACs where Acquirer/PACs are companies | Promoter of the Acquirer- Karvy Stock Broking Limited There are no PAC in this Offer. |
| Name of the Group, if any, to which the Acquirer belongs to | Karvy Group |
| Pre Transaction shareholding - Number - % of total share capital | 20,00,100 (Twenty Lakhs and One Hundred) equity shares 55.56% |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer (excluding shares acquired in the open offer) | 20,00,100 (Twenty Lakhs and One Hundred) equity shares of Rs. 10/- each. (55.56 % of the Voting Share Capital of the Target Company, assuming full acceptance of the Equity Shares tendered by the Public Shareholders during the Offer period) |
| Any other interest in the Target Company | None |

4. DETAILS OF SELLING SHAREHOLDERS

Not Applicable.

5. TARGET COMPANY

5.1 **Name :** Regaliaa Realty Limited

5.2 **CIN.:** L70101TN1994PLC028978

5.3 **Registered office :** No. 10, Tarapore Avenue, Harrington Road, Chennai- 600031, Tamil Nadu.

5.4 **Exchanges where listed:** The Equity Shares of the Target Company are listed on BSE Limited: (Security Code- 530807, Scrip ID – REGALIAA, ISIN: INE098H01011)

6. OTHER DETAILS

- 6.1. A Detailed Public Statements specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI Takeover Regulations on or before September 7, 2018.
- 6.2. The Acquirer undertakes that they are fully aware of and will comply with their obligations under the SEBI Takeover Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulations 25(1) under the SEBI Takeover Regulations and accepts full responsibility for the information contained in this Public Announcement.
- 6.3. This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI Takeover Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations.
- 6.4. All information in relation to the Target Company contained in this Public Announcement is based on publicly available information.

Issued by the Manager to the Offer

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|  akasam [®] transcending horizons | akasam consulting private limited Level 3 & 4, akasam 10-1-17/1/1, & 10-1-17/1/1/A, Masab Tank, Hyderabad – 500 004. Tel.: +91 40 6644 4956 Fax : + 91 40 2333 5518 Contact Person: Ms. Durga Poornima A Email: poornima@akasamconsulting.com Website: www.akasamconsulting.com SEBI Regn. No. INM000011658 |
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On behalf of the Acquirer

Sd/-

Name: Yogesh Gaat

Designation: CEO & Managing Director

DIN: 07189252

Place: Mumbai

Date: August 31, 2018