

THIS DOCUMENT IS IMPORTANT AND REQUIRES OUR IMMEDIATE ATTENTION

This Letter of Offer (“LoF”) is sent to you as a Shareholder(s) of Grandeur Products Limited (“GPL”/“Target Company”). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer to the Members of the Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

Mr. Suresh Atluri (“Acquirer 1”)

Residing at A-705, Avani Block, Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda, Hyderabad-500 008

Contact No.: +91 99638 63000; **E-Mail ID:** atlurisuresh@gmail.com

and

Mr. Surinder Kumar Tikoo (“Acquirer 2”)

Residing at D18, Hill View Residency, Opp. Bikaner Sweets, Baner, Pune-411 045

Contact No.: +91 98231 91393; **E-Mail ID:** suren@tierraseedscience.com

and

Mr. Parthasarathi Bhattacharya (“Acquirer 3”)

Residing at 6-3-1198, Flat No-301, East Face Homes, Vaman Nayak Lane, Kundan Bagh, Begumpet, Hyderabad-500 016

Contact No.: +91 77993 12121, **E-Mail ID:** partha@tierraseedscience.com

and

Mr. Satish Kumar Tondapu (“Acquirer 4”)

Residing at H. No. 3-57, Geetha Mandir Street, Near Geetha Mandir, Kodad Mandla, Suryapet, Kapugal, Nalgonda-508 238

Contact No.: +91 98484 29294, **E-Mail ID:** satishtondapu@yahoo.com

and

Mrs. Sailaja Mannepalli (“PAC 1”)

Residing at A-705, Avani Block, Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda Hyderabad-500 008

Contact No.: +91 96180 23636, **E-Mail ID:** sailajaas@yahoo.co.in

and

Mr. Srinivasa Rao Paturi (“PAC 2”)

Residing at 8-2-465, Flat No. 108, Road No. 4, Studio Sikhamore Apartments, Banjara Hills, Hyderabad-500 034

Contact No.: +91 98480 18646 and **E-Mail ID:** psrao1967@gmail.com

to the existing shareholders of

GRANDEUR PRODUCTS LIMITED

(CIN: L15500TG1983PLC110115)

Registered Office: H No.1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad-500 033

Tel No.: +91 40 4852 6655; **E-Mail ID:** info@grandeurproducts.com; **Website:** www.grandeurproducts.com

to acquire 58,01,200 Equity Shares of ₹10 each representing 26% of Equity Share Capital of the Target Company at a price of ₹40.00 (Rupees Forty only) per Equity Share (“Offer Price”), payable in cash

- This Offer is being made by the Acquirers and the PACs pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations 2011.
- This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- As on date of this Letter of Offer, there are no statutory approvals required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all Statutory Approvals that may become applicable at a later date but before completion of the Open Offer.
- If there is any upward revision in the Offer Price/Offer Size at any time up to one (1) working day prior to commencement of the Tendering Period i.e. April 05, 2019 (Friday) in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (‘DPS’) was published. Such revised Offer Price would be payable to all the Shareholders, who have validly tendered their Equity Shares anytime during the Tendering Period to the extent their Equity Shares have been verified and accepted under the Offer, by the Acquirers and the PACs. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, 2011, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the DPS had been published.
- There was no Competitive Bid.
- A copy of the Public Announcement (‘PA’), Detailed Public Statement (‘DPS’) and this Letter of Offer (‘LoF’) are also available on the website of Securities and Exchange Board of India (‘SEBI’) at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Tel. No.: +91 22 2612 3207/08 E-Mail ID: openoffer@markcorporateadvisors.com Contact Person: Mr. Manish Gaur Website: www.markcorporateadvisors.com SEBI Reg. No.: INM000012128		Venture Capital & Corporate Investments Private Limited CIN: U65993TG1986PTC006936 12-10-167, Bharat Nagar, Hyderabad-500 018 Tel. No.: +91 40 2381 8475/76 E-Mail ID: info@vccilindia.com/pv_srinu@hotmail.com Contact Person: Mr. P. V. Srinivas Website: www.vccipl.com SEBI Reg. No.: INR000001203
	Offer Opens on: April 08, 2019 (Monday)		Offer Closes on: April 23, 2019 (Tuesday)

SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of the PA	January 10, 2019	Thursday	January 10, 2019	Thursday
Date of publishing the Detailed Public Statement	January 17, 2019	Thursday	January 17, 2019	Thursday
Last date for filing of Draft Letter of Offer with SEBI	January 22, 2019	Tuesday	January 22, 2019	Tuesday
Last date of a competing offer	February 07, 2019	Thursday	February 07, 2019	Thursday
Latest date by which SEBI's observations will be received	February 12, 2019	Tuesday	March 20, 2019	Wednesday
Identified Date*	February 14, 2019	Thursday	March 25, 2019	Monday
Last date by which the Letter of Offer will be dispatched to the Shareholders (<i>Except the Acquirers, the PACs and the Selling Shareholder</i>) as on the identified date	February 22, 2019	Friday	April 01, 2019	Monday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	February 27, 2019	Wednesday	April 04, 2019	Thursday
Last Date for revising the Offer Price/number of shares	February 28, 2019	Thursday	April 05, 2019	Friday
Date of Public Announcement for Opening the Offer	February 28, 2019	Thursday	April 05, 2019	Friday
Date of Commencement of the Tendering Period ("Offer Opening date")	March 01, 2019	Friday	April 08, 2019	Monday
Date of Closing of the Tendering Period ("Offer Closing date")	March 15, 2019	Friday	April 23, 2019	Tuesday
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	March 27, 2019	Wednesday	May 08, 2019	Wednesday

* Identified Date is only for the purpose of determining the names of the public shareholders (except the Acquirers, the PACs and the Promoters/Selling Shareholders) as on such date to whom the Letter of Offer will be sent. It is clarified that all the public shareholders (registered or unregistered) excluding employee trust, are eligible to participate in this Offer any time during the tendering period of the Offer.

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirers/PACs:

Relating to the Proposed Offer:

- 1) This Offer is not subject to the receipt of any statutory approvals. If any Statutory Approval is required or become applicable at a later date and therefore, in the event that either the statutory approvals or regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirers/PACs not to proceed with the Offer, the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose Equity Shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers/PACs, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers/PACs for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers/PACs agreeing to pay interest for the delayed period, if directed by SEBI, in terms of Regulation 18(11) of the Regulations.
- 2) In case of over-subscription in the Offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.
- 3) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and despatch of consideration are delayed.

Relating to the Acquirers/PACs:

- 1) The Acquirers/PACs makes no assurance with respect to the financial performance of the Target Company and their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 2) The Acquirers/PACs cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- 3) The Acquirers/PACs and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement (“PA”)/Detailed Public Statement (“DPS”)/Draft Letter of Offer (“DLof”)/Letter of Offer (“LoF”) and anyone placing reliance on any other sources of information, not released by the Acquirers and the PACs, would be doing so at his / her / its own risk.

The Risk Factors set forth above pertain to the Offer and does not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder’s participation in the Offer.

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1. ABBREVIATIONS/DEFINITIONS

Acquirers	Mr. Suresh Atluri (“ Acquirer 1 ”), Mr. Surinder Kumar Tikoo (“ Acquirer 2 ”), Mr. Parthasarathi Bhattacharya (“ Acquirer 3 ”) and Mr. Satish Kumar Tondapu (“ Acquirer 4 ”)
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956 and Companies Act, 2013
CP	Conditions Precedent
CSE	The Calcutta Stock Exchange Limited, Kolkata
DP	Depository Participant
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer published on January 17, 2019 (Thursday)
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer (<i>except the Acquirers, PACs, the Promoters and the Promoters/Sellers</i>)
Equity Share Capital	Paid-up Equity Share Capital of ₹22,31,19,600 comprising of 2,23,11,960 Equity Shares of ₹10 each
Equity Shares	Fully paid-up Equity Shares of the Target Company of the Face Value of ₹10 (Rupees Ten only) each
Escrow Account	Shall have the meaning given to it in paragraph 6.2.2 of this Letter of Offer
Escrow Amount	Shall have the meaning given to it in paragraph 6.2.2 of this Letter of Offer
Escrow Bank	IndusInd Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investors registered with SEBI
Identified Date	March 25, 2019 (Monday) i.e. date falling on the tenth (10 th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
₹/INR/Rs.	Indian Rupees, the legal currency of India
LoF	This Letter of Offer dated March 28, 2019 (Thursday)
Manager/Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer period	Period from the date of entering into an agreement, to acquire Equity Shares, Voting Rights in, or control over a Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirers along with PACs to the Public Shareholders to acquire upto 58,01,200 Equity Shares, representing 26% of the Equity Share Capital/Voting Capital of the Target Company
Offer Price	₹40 (Rupees Forty only) per Equity Share
Offer Size	Upto 58,01,200 Equity Shares representing 26% of Equity Share Capital/Voting Capital of the Target Company at a price of ₹40.00 (Rupees Forty only) per Equity Share, aggregating to ₹23,20,48,000 (Rupees Twenty Three Crores Twenty Lakhs and Forty Eight Thousand only)
PA/Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirers and PACs on January 10, 2019 (Thursday)
PACs	Mrs. Sailaja Mannepalli (“ PAC 1 ”) and Mr. Srinivasa Rao Paturi (“ PAC 2 ”)
Promoter	Promoter of Grandeur Products Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015

Public Shareholder(s)	The Equity Shareholder(s) of the Target Company other than the Acquirers/PACs and the Promoters of the Target Company
Registrar/Registrar to the Offer	Venture Capital & Corporate Investments Private Limited
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereof
SEBI (SAST) Regulations, 2011/SEBI (SAST) Regulations/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
SPA/Agreement	Share Purchase Agreement entered on January 10, 2019 (Thursday)
Stock Exchange(s)	BSE Limited / The Calcutta Stock Exchange Limited
Target Company/GPL	Grandeur Products Limited
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including April 08, 2019 (Monday) to April 23, 2019 (Tuesday)

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF GRANDEUR PRODUCTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS/PACs OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS/PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS/PACs DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 22, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER/PACs FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

3.1.1. This Open Offer is being made by Mr. Suresh Atluri (“Acquirer 1”), Mr. Surinder Kumar Tikoo (“Acquirer 2”), Mr. Parthasarathi Bhattacharya (“Acquirer 3”) and Mr. Satish Kumar Tondapu (“Acquirer 4”) (hereinafter collectively referred to as “Acquirers”), Mrs. Sailaja Mannepalli (“PAC 1”) and Mr. Srinivasa Rao Paturi (“PAC 2”) (hereinafter collectively referred to as “PACs”) to the Equity Shareholders of Grandeur Products Limited (hereinafter referred to as “GPL”/“Target Company”) pursuant to and in compliance with regulation 3(1) and 4 of the Regulations to acquire upto 58,01,200 Equity Shares of ₹10.00 each representing 26% of the Equity Share Capital/Voting Capital of the Target Company (“Offer Size”) at a price of ₹40 (Rupees Forty only) per Equity Share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, DPS, DLoF and LoF that will be sent to the Public Shareholders of the Target Company.

3.1.2. The details of the Transactions which triggered the Open Offer are as under:

The Acquirers and PACs have entered into a Share Purchase Agreement (“SPA”) with the existing Promoter (hereinafter referred to “Selling Shareholder”/“Seller”) of the Target Company for 28,85,000 Equity Shares (including 6,00,000 Equity Shares under lock-in) representing 12.93% of the Equity Share Capital of the Target Company. The details of the same is as under:

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)	Mr. Visweswara Rao K PAN: BBGPK 4317 J Address: Lakshmi Narshima Nilayam H No 5-5-7/17/2, Devinagar, Kukatpally, Hyderabad-500 072	Yes	20,05,750	8.99%	10,000	0.04%
2)	Mr. Jayaramaprasad Munnangi	Yes	10,89,250	4.88%	2,00,000	0.90%

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
	PAN: ANTPM 7739 A Address: Plot No. 342A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad-500 034					
	TOTAL		30,95,000	13.87%	2,10,000	0.94%

Note:

Mr. Visweswara Rao K and Mr. Jayaramaprasad Munnangi (Sellers) shall continue to hold 10,000 Equity Shares and 2,00,000 Equity Shares respectively after the completion of the Takeover formalities and Mr. Nalluri Sai Charan (one of the Promoter/Promoter Group, who is not a Seller), continues to hold 1,00,000 Equity Shares aggregating to 3,10,000 Equity Shares representing 1.39% of the Equity Share Capital of the Target Company. They shall be re-classified as Public Shareholders subject to compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

3.1.3. The said Sale Equity shares are lying in the Sellers Demat Account.

3.1.4. The Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

3.1.5. The Salient features of the Share Purchase Agreement ('SPA') is as under:

- (i) The Acquirers shall acquire 28,85,000 Equity Shares of ₹10 each of the Company, representing 12.93% of Equity Share Capital of the Company.
- (ii) The Purchase Consideration for the Sale Shares shall be at the rate of Rs. 40 (Rupees Forty only) per share. The Acquirers shall pay the Purchase Consideration relating to the Sale Shares acquired by such Acquirers
- (iii) An earnest money deposit of ₹11,54,000 (Rupees Eleven Lakhs Fifty Four Thousand only) will be paid for the Sale of Shares at the time of execution of this Share Purchase Agreement. The consideration after adjusting the earnest money deposit would be paid upon the completion of the takeover formalities/payment of consideration to the shareholders who have surrendered their shares in the Open Offer.

1. Conditions of Agreement:

1.1. Conditions Precedent

The Purchase of the Shares by the Acquirers is subject to the fulfilment by the Sellers of the following conditions precedent "The approvals, if any, of the Authorities being obtained by the Sellers at their own cost and such approvals being unconditional or if subject to conditions, the conditions are not unusual or onerous and certified copies thereof being submitted to the Acquirers".

1.2. Compliance with Takeover Regulations

- (i) The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of the Takeover Regulations.
- (ii) The Sellers shall cause the Company to comply with the provisions of the Takeover Regulations.
- (iii) In case of non-compliance with any of the provisions of the Takeover Regulations by either of the parties, this agreement for sale of the Sale Shares shall not be acted upon by either Sellers or the Acquirers.
- (iv) The Acquirers / Sellers undertake that if the public shareholding in the Company fall below the limit specified in SEBI (LODR) Regulations, 2015 with Stock Exchange for the purpose of listing on

continuous basis, pursuant to the Agreements and Open Offer, the Acquirers will maintain the minimum specified public shareholding in the Company.

2. Completion of Sale:

2.1. The Promoters / Sellers undertake that a meeting of the Board of the Company is held at which meeting the following businesses, amongst others, shall be conducted:

- (i) Noting of the transfer of the Sale Shares to the Acquirers Demat Account for the benefit of the Acquirers and the acknowledgment to the effect that with effect from the close of that Board meeting, (i) the Acquirers shall be identified as promoter of the company and in charge of management control of the Company; and (ii) the Sellers shall ceased to be the Promoters of the Company, irrespective of their remaining holding in the Company, if any, after the sale or transfer of Sale Shares in terms hereof;
- (ii) The nominees of the Acquirers (details of whom shall be provided to the Promoters not later than 3 (three) days prior to the Share Sale Closing Date) are appointed as directors on the Board of the Company;
- (iii) The resignations of the Promoter Directors shall be tendered and accepted so as to take effect from the Share Sale Closing Date, and copies of Promoter Directors Letters shall be given or handed to the Acquirers.

3.1.6. The Proposed change in control of the Target Company is not through any Scheme of Arrangement.

3.1.7. The Acquirers reserves the right to nominate someone representing them to be a Director on the Board of the Target Company during the Offer Period in accordance with the Regulations by depositing 100% of the Maximum Consideration payable under the Offer in the Cash Escrow Account as required under Regulation 24(1) of the SEBI (SAST) Regulations.

3.1.8. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendation on this Offer to the Eligible Shareholders. Such recommendation shall be published at least two (2) working days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

3.1.9. No other persons/individuals/entities are acting in concert with the Acquirers for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.2. DETAILS OF THE PROPOSED OFFER

3.2.1. The PA announcing the Open Offer, under Regulation 3(1) and 4 read with Regulation 13, 14 and 15 of the Regulations was made on January 10, 2019 (Thursday) and was sent to BSE Ltd, Mumbai (“BSE”), The Calcutta Stock Exchange Limited, Kolkata (“CSE”) and to the Target Company on the same date and was filed with SEBI, Mumbai on January 11, 2019 (Friday).

3.2.2. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on January 17, 2019 (Thursday) in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition
Nav Telangana	Telugu	Hyderabad Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

3.2.3. Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI, BSE, CSE and the Target Company at its Registered Office.

- 3.2.4. This Offer is made by the Acquirers along with PACs to all Eligible Shareholders, to acquire up to 58,01,200 Equity Shares representing 26% of the Equity Share Capital, at a price of ₹40.00 (Rupees Forty only) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the Regulations and subject to the terms and conditions set out in the PA, the DPS and LoF.
- 3.2.5. There is no differential pricing for the Offer.
- 3.2.6. This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Letter of Offer.
- 3.2.7. The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of the Regulations, the Acquirers will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer upto a maximum of 58,01,200 Equity Shares representing 26% of the Emerging Voting Capital of the Target Company.
- 3.2.8. The Acquirers did not acquire any shares of the Target Company after the date of PA i.e. January 10, 2019 (Thursday) up to the date of this LoF.
- 3.2.9. The Acquirers will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event Statutory Approvals are refused. In the event of withdrawal of this Offer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such Public Announcement will also be sent to SEBI, BSE, CSE and the Target Company at its Registered Office.
- 3.2.10. As on date, the Manager to the Offer, Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.2.11. The Equity Shares of the Target Company acquired by the Acquirers shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.12. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will not fall below the minimum public shareholding requirement as per SCRR as amended and SEBI (LODR) Regulations, 2015.

3.3. OBJECT OF THE OFFER

- 3.3.1. This Offer is being made to the public shareholders of Target Company pursuant to and in compliance with regulation 3(1) and 4 of the Regulations.
- 3.3.2. The object of acquisition is to acquire substantial shares/voting rights accompanied by control over the Target Company. At present, the Acquirers do not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers intend to expand the existing business of the Target Company and may also diversify into other areas with the prior approval of the Shareholders. The Acquirers may reorganize the present Capital Structure of the Company and also further strengthen the Board.
- 3.3.3. The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of the Regulations.

4. BACKGROUND OF THE ACQUIRERS AND THE PACs

4.1. Information about Mr. Suresh Atluri (hereinafter referred to as “Acquirer 1”):

- 4.1.1. Suresh Atluri, S/o Sivaramabrahmam Atluri, aged about 58 years is presently residing at A-705, Avani Block, Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda, Hyderabad-500 008 having Contact No.: +91 99638 63000 and E-Mail ID: atlurisuresh@gmail.com. He has done B.Sc. (Ag) Hons from Kanpur University. His Permanent Account Number (PAN) under Indian Income Tax Act is AAWPA 6256 E. He has around 25 years of experience in Agri Input spreading Agro Chemicals, Field Crops and Vegetable Seeds.
- 4.1.2. Acquirer 1 is not part of any group.
- 4.1.3. As on date of PA, Acquirer 1 holds 10,00,000 Equity Shares representing 4.48% of Equity Share Capital of the Target Company. Further, 12,55,000 Equity Shares representing 5.62% of the Equity Share Capital/Voting Capital of the Target Company being acquired through SPA pursuant to completion of Open Offer.
- 4.1.4. Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.1.5. The Net Worth of Acquirer 1 is ₹1388.50 Lakhs (Rupees Thirteen Hundred and Eighty Eight Lakhs and Fifty Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.
- 4.1.6. The entities promoted/controlled/managed by Acquirer 1 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Tierra Seed Science Private Limited	Managing Director	16.49%
2)	Tidas Agrotech Private Limited	Director	Nil
3)	Infinity Management Consultants	Partner	70.00%

4.2. Information about Mr. Surinder Kumar Tikoo (hereinafter referred to as “Acquirer 2”):

- 4.2.1. Surinder Kumar Tikoo, S/o Prem Nath Tikoo, aged about 70 years, is currently residing at D18, Hill View Residency, Baner, Opp. Bikaner Sweets, Pune-411 045, having Contact No.: +91 98231 91393 and E-Mail ID: suren@tierraseedscience.com. He has done Ph.D. in Botany from Bangalore University. His Permanent Account Number (PAN) under Indian Income Tax Act is AATPT 1725 C. He has around 4 decades of experience in Breeding and Research Management.
- 4.2.2. Acquirer 2 is not part of any group.
- 4.2.3. As on date, Acquirer 2 does not hold any Equity Share of the Target Company. Further, 2,25,000 Equity Shares representing 1.01% of the Equity Share Capital/Voting Capital of the Target Company being acquired through SPA pursuant to completion of Open Offer.
- 4.2.4. Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.2.5. The Net Worth of Acquirer 2 is ₹526.10 Lakhs (Rupees Five Hundred and Twenty Six Lakhs and Ten Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.

4.2.6.The entities promoted/controlled/managed by Acquirer 2 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/Share of Partnership
1)	Tierra Seed Science Private Limited	Director	16.49%

4.3. Information about Mr. Parthasarathi Bhattacharya (hereinafter referred to as “Acquirer 3”):

4.3.1.Parthasarathi Bhattacharya, S/o Prafulla Kumar Bhattacharya, aged about 55 years, is presently residing at 6-3-1198, Flat No. 301, East Face Homes, Vaman Naik Lane, Kundan Bagh, Begumpet, Hyderabad-500 016, having Contact No.: +91 77993 12121 and E-Mail ID: partha@tierraseedscience.com. He has done Ph.D. in Chemical Engineering from IIT, Kharagpur. His Permanent Account Number (PAN) under Indian Income Tax Act is AEFPB 1849 D. He has around 25 years of experience in Biotechnology.

4.3.2.Acquirer 3 is not part of any group.

4.3.3.As on date, Acquirer 3 does not hold any Equity Share of the Target Company. Further, 10,00,000 Equity Shares representing 4.48% of the Equity Share Capital/Voting Capital of the Target Company being acquired through SPA pursuant to completion of Open Offer.

4.3.4.Acquirer 3 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.3.5.The Net Worth of Acquirer 3 is ₹374.30 Lakhs (Rupees Three Hundred Seventy Four Lakhs and Thirty Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad, Telangana-500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.

4.3.6.The entities promoted/controlled/managed by Acquirer 3 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Tierra Seed Science Private Limited	Whole Time Director	16.49%

4.4. Information about Mr. Satish Kumar Tondapu (hereinafter referred to as “Acquirer 4”):

4.4.1.Satish Kumar Tondapu, S/o Bhaskara Rao Tondapu, aged about 42 years, is presently residing at H. No. 3-57, Near Geetha Mandir, Geetha Mandir Street, Kodad Mandal, Suryapet, Kapugal, Telangana-508 238 having Contact No.: +91 98484 29294 and E-Mail ID: satishtondapu@yahoo.com. He has done Masters in Computer Applications from Bharathidasan University. His Permanent Account Number (PAN) under Indian Income Tax Act is AODPT 1832 L. He has around 15 years of experience in Management and Administration.

4.4.2.Acquirer 4 is not part of any group.

4.4.3.As on date, Acquirer 4 holds 5,54,590 Equity Shares representing 2.49% of Equity Share Capital of the Target Company.

4.4.4.Acquirer 4 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.4.5.The Net worth of Acquirer 4 is ₹887.69 Lakhs (Rupees Eight Hundred and Eighty Seven Lakhs and Sixty Nine Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountant having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad, Telangana-500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.

4.4.6. The entities promoted/controlled/managed by Acquirer 4 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Genesis I.B.R.C. Private Limited	Director	Nil
2)	Sainaren Holdings Private Limited	Director	Nil

4.5. Information about Mrs. Sailaja Mannepalli (hereinafter referred to as “PAC 1”):

4.5.1. Sailaja Mannepalli, W/o Suresh Atluri, aged about 51 years, is presently residing at A-705, Avani Block, Green Grace Apartments, Khajaguda, Gachibowli, Golconda, Nanakramguda Hyderabad-500 008, having Contact. No.: +91 96180 23636 and E-Mail ID: sailajaas@yahoo.co.in. She has done M.Sc. (Mathematics) from Osmania University. Her Permanent Account Number (PAN) under Indian Income Tax Act is AUYPM 9310 M. She has around 15 years of experience in Freelance Teaching.

4.5.2. PAC 1 is not part of any group.

4.5.3. As on date of PA, PAC 1 holds 7,43,100 Equity Shares representing 3.33% of Equity Share Capital of the Target Company. Further, 4,00,000 Equity Shares representing 1.79% of the Equity Share Capital/Voting Capital of the Target Company being acquired through SPA pursuant to completion of Open Offer.

4.5.4. PAC 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.5.5. The Net Worth of PAC 1 is ₹557.80 Lakhs (Rupees Five Hundred and Fifty Seven Lakhs and Eighty Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi (Membership No. 240707), Chartered Accountants having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad-500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.

4.5.6. The entities promoted/controlled/managed by PAC 1 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Evisca Agro Science Private Limited	Director	50.00%
2)	Infinity Management Consultants	Partner	30.00%

4.6. Information about Mr. Srinivasa Rao Paturi (hereinafter referred to as “PAC 2”):

4.6.1. Srinivasa Rao Paturi, S/o Sivaram Prasad Paturi, aged about 51 years, is currently residing at 8-2-465, Flat No. 108, Road No. 4, Studio Sikhamore Apartments, Banjara Hills, Hyderabad-500 034 having Contact No.: +91 98480 18646 and E-Mail ID: psrao1967@gmail.com. He is a Company Secretary from Institute of Company Secretaries of India. His Permanent Account Number (PAN) under Indian Income Tax Act is AEJPP 6161 J. He has more than 2 decades of Experience in Corporate Laws and other Secretarial & Legal assignments.

4.6.2. PAC 2 is not part of any group.

4.6.3. As on date, PAC 2 does not hold any Equity Share of the Target Company. Further, 5,000 Equity Shares representing 0.02% of the Equity Share Capital/Voting Capital of the Target Company being acquired through SPA pursuant to completion of Open Offer.

4.6.4. PAC 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.

4.6.5. The Net Worth of PAC 2 is ₹2356.12 (Rupees Two Thousand Three Hundred and Fifty Six Lakhs and Twelve Thousand only) as on December 31, 2018 as certified vide certificate dated December 31, 2018 issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountants having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad -500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com.

4.6.6. The entities promoted/controlled/managed by PAC 2 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Arun Power Projects Limited	Director	13.55%
2)	P.S. Rao Corporate Advisors LLP	Designated Partner	80.00%
3)	Ram Infratech LLP	Individual Partner	25.00%
4)	CLS Publishers LLP	Designated Partner	20.00%

- 4.7. PAC 1 is wife of Acquirer 1 and PAC 2 is a relative of Acquirer 4. Acquirer 1, Acquirer 2, Acquirer 3, and Acquirer 4 are business associates and came together to jointly control the Target Company.
- 4.8. The Acquirers and the PACs together currently holds 22,97,690 Equity Shares representing 10.30% of the Equity Share Capital of the Target Company.
- 4.9. There is an informal arrangement between the Acquirers and the PACs with regard to the acquisition of Equity Shares through Open Offer.
- 4.10. Neither the Acquirers and the PACs nor any of the entities with which they are associated, are in Securities related business and registered with SEBI as a Market Intermediary.
- 4.11. Based on the information available, none of the Acquirers are in the list of ‘wilful defaulters’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.
- 4.12. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of SEBI Act or under any other regulations made under the SEBI Act.
- 4.13. Based on the information available, none of the Acquirers and/or the PACs have been declared as a fugitive economic offender under section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulation 2(1) (ja) of Regulations.
- 4.14. Based on the information available, none of the Acquirers and/or the PACs are in the list of ‘wilful defaulters’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI as per Regulation 2(1) (ze) of Regulations.
- 4.15. None of the entities promoted or controlled by the Acquirers and the PACs as mentioned in point no. 4.1.6, 4.2.6, 4.3.6, 4.4.6, 4.5.6 and 4.6.6 above are either participating or acting in Concert with the Open Offer.
- 4.16. As on date, the Acquirers and the PACs do not have any interest in the Target Company, except for their current holding of 22,97,690 Equity Shares and the acquisition of 28,85,000 Equity Shares through SPA. Further, there are no Directors representing the Acquirers and the PACs on the Board of the Target Company.
- 4.17. There are no persons Acting in Concert other than PAC 1 and PAC 2 in relation to the Offer within the meaning of 2(1) (q) (1) of the Regulations.

5. BACKGROUND OF THE TARGET COMPANY-GRANDEUR PRODUCTS LIMITED

- 5.1. The Target Company, bearing CIN L15500TG1983PLC110115 was incorporated on January 03, 1983 in the name of ‘Chhajer Commercial Company Limited’ in West Bengal pursuant to the provisions of the Companies Act, 1956. Subsequently, the name of the Company was changed to ‘Vidyut Commercial Limited’ vide certificate dated May 20, 1993. The name was further changed to ‘Bul Steels and Energy Limited’ vide Certificate of Incorporation dated July 15, 2008. Thereafter, the name was changed to ‘Grandeur Products Limited’ and a fresh Certificate of Incorporation was issued on April 17, 2013 by RoC, Kolkata.
- 5.2. The Registered Office of the Target Company is presently situated at H No.1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad-500 033.
- 5.3. The Target Company is in the Business of seed research, production and marketing.

5.4. The Authorized Share Capital of the Target Company is ₹25,00,00,000 comprising of 2,50,00,000 Equity shares of ₹10 each. The Paid-Up Equity Share Capital of the Target Company is ₹22,31,19,600, comprising of 2,23,11,960 Equity Shares of ₹10 each fully paid up.

5.5. The Equity Shares of the Target Company are listed on BSE Limited, Mumbai (“BSE”) having a scrip code as 539235 and The Calcutta Stock Exchange Limited (“CSE”) with Scrip Code as 032056. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the Regulations. The ISIN of the Target Company is INE545R01010.

5.6. As on date, the Target Company is fully compliant with the listing requirements and there has not been any penal/punitive action taken by the Stock Exchange(s). Further, there are no non-listing of Equity Shares on any of the Stock Exchange(s)..

5.7. Share Capital Structure:

The Equity Share Capital Structure of the Target Company is as follows:

Paid-up Shares	No. of Equity Shares/Voting Rights	% of Equity Shares/ Voting Rights
Fully Paid-up Equity Shares	2,23,11,960	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	2,23,11,960	100.00%

5.8. As of the date of this Letter of Offer, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. Further, there is no differential pricing for the Offer. There has been no merger/de-merger or spin off in the Target Company during the past three years.

5.9. Details of the Board of Directors of the Target Company:

As on the date, the Directors representing the Board of the Target Company are:

Sr. No.	Name of Director, DIN, PAN & Designation	Address	Date of Appointment	Experience in years & field	No. of Shares held in Company
1)	Mr. Vijay Kumar Deekonda DIN: 06991267 PAN: AEKPD 4044 F Designation: Whole-Time Director	D. No. 1-2-361/47/1, Domalguda By Lane, Domalguda, Hyderabad-500 029	October 01, 2014	28 Years of Experience in the field of Finance and Accounts	Nil
2)	Mr. Majeti Venkatesha Sridhar Kumar DIN: 06519699 PAN: BHLPS 4412 H Designation: Independent Director	6b-5-7/4, Dhakshinapu Veedhi Endo English High School, Eluru-534 001, Andhra Pradesh	February 20, 2013	25 Years of Experience in Construction Business	Nil
3)	Mrs. Sridevi Dasari DIN: 07512095 PAN: BHTPD 6939 E Designation: Independent Director	6b-5 H. No: 7-1-78, B-3, Balaji Bhagyanagar Apts Chowdary Street Dharam Karan Road, Amerpeet, Hyderabad-500 016	May 31, 2016	5 Years in Secreterial, Finance & Administration	Nil
4)	Mr. Ramesh Babu Nemani	609/96/A, 1 st Floor, Radha Swami, Satsang Ghar,	April 05, 2018	19 Years in Teaching, Training and Research in	Nil

Sr. No.	Name of Director, DIN, PAN & Designation	Address	Date of Appointment	Experience in years & field	No. of Shares held in Company
	DIN: 08089820 PAN: AFTPN 0777 P Designation: Independent Director	Anand Nagar Colony, Kairatabad, Hyderabad-500 004		the field of Corporate Finance	

5.10. The key financial information of the Target Company based on the Certified/Un-Audited Financials for the period ended September 30, 2018 and Audited Financial Statements for FY 2017-2018, FY 2016-2017 and FY 2015-2016 are as follows:

Profit & Loss Statement:

Particulars	(₹ in Lakhs)			
	30-Sep-18 (Unaudited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)	FY 2015-16 (Audited)
Income from Operations	-	9.08	9.33	1,587.44
(+) Other Income	12.66	62.80	75.30	47.75
Total Income	12.66	71.89	84.63	1,635.19
Total Expenditure	29.30	65.62	58.21	1,615.08
Profit before Depreciation, Interest and Tax	-16.64	6.27	26.42	20.11
(-) Depreciation	1.26	2.71	0.27	-
(-) Interest and Financial Charges	48.21	46.79	25.55	-
Exceptional Items	0	-	-	-
Profit before Tax	-66.11	-43.23	0.60	20.11
Tax Expenses	-8.25	-11.12	0.31	8.57
Profit after Tax	-57.87	-32.10	0.29	11.53
Appropriations	-	-	-	-
Income Tax Adjustments earlier years	-	-	-	-
Profit & Loss Transfer for Goodwill/Capital Reserve	-	-	-	-
Profit/ (loss) for the year	-57.87	-32.10	0.29	11.53

Balance Sheet Statement:

Particulars	(₹ in Lacs)			
	30-Sep-18 (Unaudited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)	FY 2015-16 (Audited)
Sources of Funds				
Paid up Equity Share Capital	2,231.20	1,261.20	1,261.20	1,000.00
Reserves & Surplus (<i>Excluding Revaluation Reserve</i>)	2,451.81	308.16	224.27	23.92
(-) Miscellaneous Expenditure	-	-	-	-
Net Worth	4,683.01	1,569.36	1,485.47	1,023.92
Non-Current Liabilities	1,250.00	1,100.00	600.31	-
Current Liabilities	866.50	91.86	105.20	135.58
Total	6,799.52	2,761.22	2,190.98	1,159.50
Uses of Funds				
Non-current Assets				
Net Fixed Assets	305.10	306.25	8.71	-
Non-current Investments	358.42	358.42	-	-
Deferred Tax Assets (Net)	10.81	10.81	-	-
Other Non-Current Assets	32.00	43.16	-	-
Long-term loans and advances	-	-	11.16	-
Current assets	6,093.18	2,042.58	2,171.11	1,159.50
Total	6,799.52	2,761.22	2,190.98	1,159.50

Other Financial Data:

(₹ in Lacs, except EPS)

Particulars	30-Sep-18	FY 2017-18	FY 2016-17	FY 2015-16
Dividend (%)		Nil	Nil	Nil
Earnings Per Share	Negative	Negative	Negligible	0.12
RoNW (%)	Negative	Negative	0.02%	1.13%
Book Value	20.99	12.44	11.78	10.24

5.11. Pre and Post-Offer Shareholding Pattern of the Target Company as on date of LoF are as follows:

Shareholders' Category	Equity Share Capital prior to SPA and Offer		Equity Shares agreed to be acquired which triggered off the Regulations		Equity Shares to be acquired in Open Offer (Assuming full acceptances)		Equity Shares after SPA and Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%^	No.	%*	No.	%*	No.	%*
1) Promoter/ Promoter Group								
a) Parties to the Agreement:								
(i) Mr. Visweswara Rao K	20,05,750	8.99	(19,95,750)	(8.94)	Nil	N.A.	10,000	0.04
(ii) Mr. Jayaramaprasad Munnangi	10,89,250	4.88	(8,89,250)	(3.99)	Nil	N.A.	2,00,000	0.90
b) Promoters other than (a) above								
(i) Mr. Nalluri Sai Charan	1,00,000	0.45	Nil	N.A.	Nil	N.A.	1,00,000	0.45
Total 1 (a+b)	31,95,000	14.32	(28,85,000)	(12.93)	Nil	N.A.	3,10,000	1.39
2) Acquirers and PACs:								
a) Acquirer 1	10,00,000	4.48	12,55,000	5.62	58,01,200	26.00	1,09,83,890	49.23
b) Acquirer 2	Nil	N.A.	2,25,000	1.01				
c) Acquirer 3	Nil	N.A.	10,00,000	4.48				
d) Acquirer 4	5,54,590	2.49	Nil	N.A.				
e) PAC 1	7,43,100	3.33	4,00,000	1.79				
f) PAC 2	Nil	N.A.	5,000	0.02				
Total 2 (a+b+c+d+e+f)	22,97,690	10.30	28,85,000	12.93	58,01,200	26.00	1,09,83,890	49.23
3) Parties to the Agreement other than 1(a) & 2								
4) Non Promoter-Non Public								
Shares held by Employee Trust	6,11,960	2.74	Nil	N.A.	Nil	N.A.	6,11,960	2.74
Total 4	6,11,960	2.74	Nil	N.A.	Nil	N.A.	6,11,960	2.74
5) Public (other than parties to the Agreement, Acquirers & PACs)								
a) FIs/MFs/FIIs/Banks								
b) Others	1,62,07,310	72.64	Nil	N.A.	Nil	N.A.	1,04,06,110	46.64
Total 5 (a+b)	1,62,07,310	72.64	Nil	N.A.	(58,01,200)	(26.00)	1,04,06,110	46.64
GRAND TOTAL (1+2+3+4)	2,23,11,960	100.00	Nil	N.A.	Nil	N.A.	2,23,11,960	100.00

Note: Total Number of Public Shareholders as on Identified Date is 509.

5.12. Details of the Compliance Officer:

Name : Ms. Priyanka Kumari
Registered Office : H No.1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad-500 033
Tel. No. : +91 40 4852 6655
E-Mail ID : cs@grandeurproducts.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. JUSTIFICATION OF OFFER PRICE

6.1.1. The Equity Shares of the Target Company are presently listed on BSE Ltd, Mumbai (“BSE”) having a Scrip Code as 539235 and The Calcutta Stock Exchange Limited (“CSE”) with Scrip Code as 032056. The Equity Shares of the Target Company are presently traded on BSE. The Equity Shares of the Target Company is infrequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1) (j) of the Regulations.

6.1.2. The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (January 2018 till December 2018) on the Stock Exchange on which the Equity Shares of the Target Company are traded is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Ltd	65,140	2,23,11,960	0.29%

(Source: www.bseindia.com)

6.1.3. The Offer Price of ₹40.00 (Rupees Forty only) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per SPA	: 40.00
b)	The volume-weighted average price paid or payable for acquisition by the Acquirers and the PACs, during 52 weeks preceding the date of PA	: 40.00
c)	The highest price paid or payable for any acquisition, by the Acquirers and the PACs, during 26 weeks preceding the date of the PA	: 40.00
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	: N.A.
e)	The price determined by the Acquirers, the PACs and the Manager to the Offer taking into account Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares, since the Equity Shares are infrequently traded, the Equity Shares being infrequently traded	: 38.85
f)	Other Financial Parameters as at:	September 30, 2018 (Unaudited)
	(i.) Return on Net Worth (%)	: Negative
	(ii.) Book Value Per Share (₹)	: 20.99
	(iii.) Earnings Per Share (₹)	: Negative

Note: The Trading data has been taken from the website of BSE i.e. www.bseindia.com.

The Fair Value per share of the Target Company is ₹40 (Rupees Forty only) per share as certified vide Valuation Report dated January 10, 2019 issued by Mr. V Gangadhara Rao N (Membership No. 219486), Partner of NSVR & Associates LLP., Chartered Accountants (FRN: 008801S/S200060) having office at Flat No 202, Nestcon Gayatri, Plot No 28, Panchavati Cooperative Society, Near South Indian Bank, Road No 10, Banjara Hills, Hyderabad-500 034, Tel. No.: +91 99633 77678, E-Mail ID: nvenkatca@gmail.com.

The Offer Price of ₹40.00 (Rupees Forty only) per share have been determined taking into account the methodology adopted under Hindustan Lever Employees Union v/s Hindustan Lever Ltd case.

6.1.4. In view of the parameters considered and presented in the table above and in the opinion of the Acquirers, the PACs and Manager to the Offer, the Offer Price of ₹40.00 (Rupees Forty only) per Equity Share is justified in terms of Regulation 8(2) of the Regulations.

6.1.5. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.6. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers and the PACs during the Offer Period, at a price higher than the Offer Price, the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the Regulations. However, the Acquirers and the PACs will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.1.7. If the Acquirers and the PACs acquire Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, they will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty (60) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares whether by way of bulk deals, block deals or in any other form.

6.1.8. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers and the PACs are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the Regulations. If there is any such upward revision in the Offer Price by the Acquirers and the PACs or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers and the PACs for all the shares validly tendered in the Offer.

6.1.9. In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from all the existing shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.

6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

6.2.1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 58,01,200 fully paid up Equity Shares of Face Value ₹10 each at a price of ₹40 (Rupees Forty only) per Equity Share is ₹23,20,48,000 (Rupees Twenty Three Crores Twenty Lakhs Forty Eight Thousand only) (“**Maximum Consideration**”).

6.2.2. In accordance with Regulation 17 of Regulations, the Acquirers and the PACs have opened a Cash Escrow Account under the name and style of “**GPL-OPEN OFFER-CASH ESCROW ACCOUNT**” (“**Escrow Account**”) with IndusInd Bank Limited (“**Escrow Banker**”) bearing account number 250556040673 and deposited an amount of ₹200.00 Lakhs (Rupees Two Hundred Lakhs only), in cash, being 8.62% of the Maximum Consideration. The same has been confirmed vide their letter dated January 14, 2019 issued by the Escrow Banker. The Acquirers and the PACs have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. Further, in accordance with Regulation 17 of Regulations, the Acquirers and the PACs have also transferred securities amounting to ₹600.50 Lakhs (net of 25% margin) being 25.88% of the maximum consideration to the Demat Escrow Account viz., “**GPL-OPEN OFFER-DEMAT ESCROW ACCOUNT**” opened with Zen Securities Limited (“**Registered Broker**”) bearing account number IN302863-10466859 on January 14, 2019. The Registered Broker has confirmed the same vide Statement of Holdings dated January 14, 2019. The details of the securities kept in Escrow Demat Account and Margin are given hereunder:

Sr. No.	Name of the Scrip	Quantity	Face Value (in ₹)	Market Price*	Total Value
1)	Reliance Industries Limited	16	10.00	1096.80	17,548.80
2)	State Bank of India	680	1.00	300.40	204,272.00
3)	CCL Products Limited	3,00,000	2.00	266.15	79,845,000.00
	TOTAL				80,066,820.80
	<i>Less: Margin @ 25%</i>				20,016,705.20
	Value of Securities available for Escrow				60,050,115.60

* Market Price is as on January 14, 2019 on NSE.

The securities deposited in the Demat Escrow Account are held by Mr. Srinivasa Rao Paturi (“PAC 2”) and the said shares were transferred directly by him to the Demat Escrow Account by executing the inter-depository delivery instruction. Mr. Srinivasa Rao Paturi has consented for the said transaction vide his confirmation letter dated January 14, 2019.

- 6.2.3. The Manager to the Offer will make good deficit, if any, on realisation of value of the securities in compliance with Regulation 17(7) of SEBI (SAST) Regulations, 2011.
- 6.2.4. The securities deposited in the Demat Escrow Account are free of lien/encumbrances.
- 6.2.5. The securities deposited in the Demat Escrow Account are carrying the voting rights and there is no suspension or freeze of the voting rights.
- 6.2.6. The Acquirers and the PACs has empowered the Manager to the Offer i.e. Mark Corporate Advisors Private Limited to operate and maintain the Escrow Demat Account with Demat Escrow Agent and also to realize the value of the Cash Escrow Account in terms of the Regulations & also authorized to operate and maintain the Escrow Demat Account with Escrow Agent in terms of the Regulations.
- 6.2.7. The Acquirers and the PACs have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the Regulations. The Open Offer obligation shall be met by the Acquirers and the PACs through their own resources and no borrowings from any bank and/or financial institution are envisaged. Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountants having Office at 103, Raghavendra Residency, Vijay Nagar Colony, Secunderabad - 500 026, Tel No.: +91 40 2339 1164, E-Mail ID: ca.medikonda@gmail.com vide Certificate dated January 10, 2019 has certified that sufficient resources are available with the Acquirers and the PACs for fulfilling the obligations under this ‘Offer’ in full.
- 6.2.8. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and the PACs and to implement the offer in accordance with the Regulations. Further, the Manager to the Offer confirms that the funds/money are in place to fulfil the Open Offer obligations.
- 6.2.9. In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirers and the PACs prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. OPERATIONAL TERMS AND CONDITIONS

- 7.1.1. This Offer is being made by the Acquirers and the PACs to (i) all the Equity Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e., March 25, 2019 (Monday); (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e., March 25, 2019 (Monday); and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. April 23, 2019 (Tuesday), but who are not the registered Equity Shareholders.
- 7.1.2. This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- 7.1.3. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.
- 7.1.4. Eligible persons can write to the Registrar/Manager to the Offer requesting for the Letter of Offer. Alternatively, the Letter of Offer would also be available on the website of SEBI i.e. www.sebi.gov.in.

- 7.1.5. Neither the Acquirers and the PACs, nor the Manager to the Offer or the Registrar to the Offer accepts any responsibilities in any manner for any loss of Equity Share Certificate(s), Share transfer forms and any other Offer acceptance documents, etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.6. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the shareholder may be precluded from bidding of such Equity Shares during pendency of the said litigation and are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- 7.1.7. Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Shareholders who tendered their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2. LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in except for 6,00,000 Equity Shares issued to the Promoters/Sellers pursuant to the Preferential Allotment made on July 16, 2016 in accordance with the SEBI (ICDR) Regulations, 2009. The said Equity Shares are locked in till October 30, 2019 and the lock-in period will be continued in the hands of the Acquirer(s)/PACs.

7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.3.1. The Letter of Offer shall be sent to all the Public Shareholders (except Acquirers, the PACs and the Promoters/Selling Shareholders) holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date i.e. March 25, 2019 (Monday).
- 7.3.2. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.3.3. The Public Announcement ('PA'), the Detailed Public Statement ('DPS') and the Letter of Offer ('LoF') shall also be available on the website of SEBI i.e. www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Equity Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from the website of SEBI for applying in the Offer.
- 7.3.4. By accepting this offer, the Public Shareholder(s) confirm that they are not Persons Acting in Concert with the Acquirers and the PACs for the purpose of this Offer.
- 7.3.5. The acceptance of this Offer by the Equity Shareholders of the Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever and should be received by the Registrar to the Offer at the address mentioned in this LoF on or before the closure of the Tendering Period i.e. April 23, 2019 (Tuesday).
- 7.3.6. The Acquirers and the PACs reserve the right to revise the Offer Price and/or the Offer Size upwards before the last one (1) working day prior to the commencement of the Tendering Period, i.e. up to April 05, 2019 (Friday), in accordance with the Regulations and the revision, if any, in the Offer Price would be announced in the Newspapers. The Acquirers and the PACs would pay such revised price for all the shares validly tendered during the Tendering Period and accepted under the Offer in accordance with the terms of the Letter of Offer.
- 7.3.7. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers and the PACs in consultation with the Manager to the Offer.

7.4. STATUTORY APPROVALS

7.4.1. As on date, to the best of the knowledge of the Acquirers and the PACs, there are no Statutory Approvals required by the Acquirers and the PACs to complete this Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirers and the PACs shall make the necessary applications for such Statutory Approvals. In the event of non-receipt of any of such Statutory Approvals which may become applicable for the purchase of the Equity Shares under this Offer, the Acquirers and the PACs shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the Regulations.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirers and the PACs, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, Stock Exchange(s) and to the Target Company at its Registered Office.

7.4.2. In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the Regulations, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers and the PACs to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirers and the PACs agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirers and the PACs have the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirers and the PACs in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of the Regulations.

7.4.3. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered pursuant to this Offer.

7.4.4. No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

8.1. The Acquirers and the PACs have appointed Venture Capital & Corporate Investments Private Limited as the Registrar to the Offer.

8.2. The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
Venture Capital & Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad, Telangana-500 018 Tel No.: +91 40 2381 8475/76 E-Mail ID: info@vccilindia.com/ pv_srinu@hotmail.com	Mr. P. V. Srinivas	Hand Delivery / Registered Post / Speed Post / Courier

8.3. The Target Company is presently having connectivity with Central Depository Services (India) Limited ('CDSL') and National Securities Depositories Limited ('NSDL').

8.4. This Open Offer will be implemented by the Acquirers and the PACs through Stock Exchange Mechanism made available by BSE Limited, Mumbai ('BSE') in the form of a separate window ('Acquisition Window')

as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 .as amended via Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.

- 8.5.** BSE Limited, Mumbai (**'BSE'**) shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.
- 8.6.** The Acquirers and the PACs have appointed Sparkle Securities Solutions Private Limited (**"Buying Broker"**) for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker are mentioned below:

Name of the Broker : Sparkle Securities Solutions Private Limited
Address : E-501, Remi Bizcourt, Off Veera Desai Road, Andheri (W), Mumbai-400 053
Tel No. : +91 22 6759 2033
Contact Person : Ms. Kunjal Anjaria

- 8.7.** All the Shareholders who desire to tender their Equity Shares under the Open Offer should consult with their respective depository participants and their respective Stock Brokers ('Selling Broker') well in advance to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.
- 8.8.** During the Tendering Period, the tender of the Equity Shares by the Equity Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.
- 8.9.** Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares. Please note that no physical shares will be accepted under this Open Offer.
- 8.10.** The cumulative quantity tendered shall be updated on the website of the Designated Stock Exchange throughout the trading session at specific intervals by the Stock Exchange during tendering period.
- 8.11.** In the event, Selling Broker of the Public Shareholder is not registered with BSE then that Shareholder can approach the Buying Broker and tender his/her Equity Shares through the Buying Broker viz. Sparkle Securities Solutions Private Limited to tender his/her Equity Shares under the Offer.

8.12. Procedure for tendering Equity Shares held in Dematerialised Form:

- 8.12.1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Stock Broker/Selling Member indicating details of Shares they wish to tender in the Open Offer.
- 8.12.2. The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Limited (hereinafter referred to as 'Clearing Corporation'). Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- 8.12.3. Shareholders will have to submit Delivery Instruction Slips ('DIS') duly filled in specifying market type as "Open Offer" and execution date along with other details to their respective broker so that Equity Shares can be tendered in Open Offer.
- 8.12.4. For Custodian participant order for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- 8.12.5. Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip (“TRS”) generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- 8.12.6. In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted.
- 8.12.7. The Eligible Persons will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rata acceptance in the Open Offer.
- 8.12.8. **Acceptance of Equity Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares validly tendered by the Shareholders including existing Promoters under this Offer is more than the number of Equity Shares offered, the Acquirers and the PACs shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

PLEASE NOTE THAT NO SHARES WILL BE ACCEPTED IN PHYSICAL MODE PURSUANT TO PR NO.: 51/2018 DATED DECEMBER 03, 2018 ISSUED BY SEBI WHEREIN REQUESTS FOR EFFECTING TRANSFER OF SECURITIES SHALL NOT BE PROCESSED AFTER MARCH 31, 2019 UNLESS THE SECURITIES ARE HELD IN THE DEMATERIALIZED FORM WITH A DEPOSITORY.

8.13. Procedure for tendering the shares in case of non-receipt of Letter of Offer:

Persons who have acquired Equity Shares but whose names do not appear in the Register of Members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

In case the Equity Shares are in dematerialised form:

An Eligible Person may participate in the Offer by approaching Stock Broker/Selling Member and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case of non-receipt of the Letter of Offer, such Equity Shareholders of the Target Company may download the same from the website of SEBI i.e. www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

The Letter of Offer will be dispatched through electronic mode to the Shareholders holding Equity Shares in Demat Mode on their registered e-mail id and in physical mode to the Shareholders holding Equity Shares in physical mode in accordance with the provisions of the Companies Act, 2013. Further, on receipt of request from any Shareholder to receive a copy of the Letter of Offer in physical form, the copy of the same shall be provided.

8.14. Settlement Process

- 8.14.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.

- 8.14.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.14.3. The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in the bank accounts which are linked to the respective demat accounts). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 8.14.4. In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 8.14.5. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation.
- 8.14.6. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which will be opened by the Acquirers and the PACs.
- 8.14.7. Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction) . The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers and the PACs accepts no responsibility to bear or pay such additional cost, charges and expenses((including brokerage) incurred solely by the Selling Shareholder.
- 8.15.** Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.
- 8.16.** The Letter of Offer would also be available on the website of i.e. www.sebi.gov.in.
- 8.17.** The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI i.e. www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.18. Settlement of Funds/Payment Consideration

- 8.18.1. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.18.2. For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 8.18.3. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- 8.18.4. The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.

- 8.18.5. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers and the PACs accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- 8.18.6. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers and the PACs for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers and the PACs agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the Regulations.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders of the Target Company at the office of the Manager to the Offer, Mark Corporate Advisors Private Limited at 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, on any day (except Saturdays, Sundays and Public Holidays) between 10.30 AM to 2.00 PM from the Date of Opening of the Offer till the Date of Closure of the Offer:

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) Certified Un-Audited Financials for the period ended September 30, 2018 and Audited Accounts for the Financial Years ended March 31, 2018, March 31, 2017 and March 31, 2016 of the Target Company.
- 3) Certificate dated December 31, 2018, issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountants, certifying the Net worth of the Acquirer 1, Acquirer 2, Acquirer 3, Acquirer 4, PAC 1 and PAC 2 as on December 31, 2018.
- 4) Certificate dated January 10, 2019, issued by Ms. K Bhargavi, Proprietor (Membership No. 240707), Chartered Accountants, certifying that the Acquirers and the PACs have firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 5) Share Purchase Agreement ('SPA') dated January 10, 2019.
- 6) Memorandum of Understanding dated December 29, 2018 between Manager to the Offer i.e. Mark Corporate Advisors Private Limited and the Acquirers and the PACs.
- 7) Letter from IndusInd Bank Limited dated January 14, 2019 confirming the balance of ₹200.00 Lakhs in the Cash Escrow Account.
- 8) Due Diligence Certificate dated January 22, 2019 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 9) Undertaking from the Acquirers and the PACs for unconditional payment of the consideration within ten (10) working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 10) Undertaking from the Acquirers and the PACs with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of the Regulations.
- 11) Copies of the Public Announcement ('PA') dated January 10, 2019 (Thursday) and a published copy of Detailed Public Statement ('DPS') which appeared in the newspapers on January 17, 2019 (Thursday).
- 12) A copy of the Recommendations published on April 04, 2019 (Thursday) made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the Regulations.
- 13) Copy of the Observation Letter no SEBI/HO/CFD/DCR-1/OW/P/2019/7399/1 dated March 20, 2019 issued by SEBI.

10. DECLARATION BY THE ACQUIRERS AND THE PACS

The Acquirers and the PACs, accepts full responsibility, for the information contained in this Letter of Offer and also for ensuring the compliance with the obligations of the Acquirers and the PACs as laid down in the Regulations.

We, the Acquirers and the PACs, have made all reasonable inquiries, accept responsibility jointly and severally, and confirm that this Letter of Offer is in compliance with the Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer are true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person(s) signing this Letter of Offer are the Acquirers and the PACs:

Sd/-

Suresh Atluri
(“Acquirer 1”)

Sd/-

Satish Kumar Tondapu*
(“Acquirer 4”)

** Signed by duly constituted Power of Attorney holder, Mr. Suresh Atluri*

Sd/-

Surinder Kumar Tikoo*
(“Acquirer 2”)

Sd/-

Sailaja Mannepalli*
(“PAC 1”)

Sd/-

Parthasarathi Bhattacharya*
(“Acquirer 3”)

Sd/-

Srinivasa Rao Paturi*
(“PAC 2”)

Date : March 28, 2019

Place : Hyderabad