

PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (“SEBI (SAST) REGULATIONS, 2011”)

OPEN OFFER FOR ACQUISITION OF 592,020 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. SHIVA MEDICARE LIMITED** (HEREINAFTER REFERRED AS “**TARGET COMPANY**”) HAVING ITS REGISTERED OFFICE AT FLAT NO. 4, HOUSE NO. – 3-6-521A NAVNEETH VILLA APARTEMENTS, HIMAYAT NAGAR HYDERABAD, TELANGANA – 500029; TEL: 040-27660781; FAX: 040-27660781; BY **M/S. GREY MAT TECHNO SOLUTIONS LIMITED** HAVING REGISTERED OFFICE AT 555, ARORA COLONY, ROAD NO. 3, BANJARA HILLS, HYDERABAD – 500034 (HEREINAFTER REFERRED AS “**ACQUIRER 1**”) AND **M/S. KRIAN CONSULTANCY SERVICES PRIVATE LIMITED** HAVING REGISTERED OFFICE AT 555, ARORA COLONY, ROAD NO. 3, BANJARA HILLS, HYDERABAD – 500034 (HEREINAFTER REFERRED TO AS “**ACQUIRER 2**”) (HEREINAFTER COLLECTIVELY REFERRED TO AS “**ACQUIRERS**”) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1), 3(3) AND 4 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

This Public Announcement (“PA” / “Public Announcement”) is being issued by Corporate Professionals Capital Private Limited (“Manager to the Offer”) for and on behalf of Acquirers to the equity shareholders of the Target Company (“Shareholders”) pursuant to, and in compliance with, amongst others, Regulation 3(1), 3(3) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

1. OFFER DETAILS

- **Size:** 592,020 (Five Lacs Ninety Two Thousand and Twenty) Equity Shares constituting 26.00% of the expanded share capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 749,993 (Seven Lacs Forty Nine Thousand Nine Hundred and Ninety Three) Equity Shares to Acquirer 1 and 900,000 (Nine Lacs) Equity Shares to Acquirer 2, as approved by the Board of Directors of the Target Company at its meeting held on March 30, 2016.
- **Price/ consideration:** Rs. 10/- (Rupees Ten Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

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

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/proposed to be acquired		Total Consideration for shares/Voting Rights (VR) acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/voting capital			
Direct	Preferential Issue of Equity Shares	1,649,993	72.46 %	1.65	Cash	Regulation 3(1), 3(3) and 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers	M/s. Grey Mat Techno Solutions Limited	M/s. Krian Consultancy Services Private Limited	NA
Address	555, Arora Colony, Roaed No. 3, Banjara Hills, Hyderabad – 500034	555, Arora Colony, Roaed No. 3, Banjara Hills, Hyderabad – 500034	NA
Name(s) of persons in control /promoters of	Mr. Kishan Prasad Palaypu	Mr. Kishan Prasad Palaypu	NA

Acquirers		Mr. Srinath Kishan Palaypu	
Name of the Group, if any, to which the Acquirers company belongs to	NA	NA	NA
Pre Transaction shareholding (Number and % of total share capital) of Acquirers	Nil	Nil	Nil
Pre Transaction shareholding (Number and % of total share capital) of persons in control and relatives of Acquirers	Nil	Nil	Nil
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	749,993 Equity Shares 32.94% of the expanded paid-up share capital of the Target Company.	900,000 Equity Shares 39.53% of the expanded paid-up share capital of the Target Company.	1,649,993 Equity Shares 72.46% of the expanded paid-up share capital of the Target Company
Any other interest in the TC	Other than the shareholding as disclosed above, Acquirers does not have any other interest in the Target Company.		

4. DETAILS OF SELLING SHAREHOLDERS: NOT APPLICABLE

5. TARGET COMPANY

Name	:	SHIVA MEDICARE LIMITED
CIN	:	L93090TG1993PLC088165
Exchange where listed	:	BSE Limited

6. OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirers, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be

published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one Telugu local daily as the Registered Office of the Target Company is situated in Hyderabad and any one Marathi local daily newspaper with wide circulation. The Detailed Public Statement shall be published on or before April 06, 2016.

- The Acquirers undertake that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirers has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- The transaction and triggering of Open offer is subject to the approval of shareholders in terms of Companies Act, 2013 and other applicable laws.

ISSUED ON BEHALF OF ACQUIRERS BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

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SEBI Regn. No: INM000011435

M/s. Grey Mat Techno Solutions Limited

(Authorised Signatory)

Place: New Delhi

Date: March 30, 2016

M/s. Krian Consultancy Services Private Limited

(Authorised Signatory)