

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (“REGULATIONS”)

Open offer for Acquisition of up to 26,67,300 Equity Shares of face value of ₹10 each (“Equity Shares”) of PC Products India Limited (“PC”/“Target Company”) (formerly known as Jayavant Industries Limited) from the Public Shareholders of the Target Company by Mr. Mohammed Aejaz Habeeb (“Acquirer 1”), Mr. Syed Ameer Basha Paspala (“Acquirer 2”) and Mr. Kalidindi Krishnam Raju (“Acquirer 3”) (“Acquirer 1”, “Acquirer 2” & “Acquirer 3” collectively being, the “Acquirers”).

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

1) Definitions:

- a) “**Preferential Allotment**”/“**Pref Issue**” shall mean issue and allotment of 48,70,606 Equity Shares of face value of ₹10 (Rupees Ten only) each at a price of ₹10 (Rupees Ten only) each representing 47.48% of the Emerging Voting Capital of the Target Company against swap of Shares of Krisani Bio Sciences Private Limited (“**Krisani**”) in the ratio of 83:100 i.e. Eighty Three Equity Shares of the Target Company against One hundred Equity Shares of Krisani.
- b) “**Emerging Voting Capital**” shall mean the Paid-up Equity Share Capital of 1,02,58,706 Equity Shares of ₹10 (Rupees Ten only) each of the Target Company being the Paid-up Equity Share Capital after the allotment of 48,70,606 Equity Shares. Out of which 25,82,130 Equity Shares shall be allotted to one of the Acquirers viz., Mr. Kalidindi Krishnam Raju and balance 22,88,476 Equity Shares to the relatives of Mr. Kalidindi Krishnam Raju on a Preferential Allotment basis.
- c) “**Open Offer/Offer**” shall mean the Open Offer made by the Acquirers to the Public Shareholders of the Target Company for acquisition of 26% of the Emerging Voting Capital in accordance with the Regulations.

2) OFFER DETAILS:

- 2.1 Offer Size:** The Acquirers hereby make this Offer to the Public Shareholders of the Target Company to acquire up to 26,67,300 Equity Shares of face value of ₹10 each representing 26% of the Emerging Voting Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement (“**PA**”), Detailed Public Statement (“**DPS**”) that will be published and the Letter of Offer (“**LoF**”) which will be sent to the Equity Shareholders of the Target Company, in accordance with Regulations 7(1) of the Regulations.
- 2.2 Offer Price / Consideration:** The Offer price of ₹10 (Rupees Ten only) per Equity Share of Face Value of ₹10 each (Rupees Ten only), is in compliance with Regulation 8 of the Regulations (“**Offer Price**”), aggregating to a consideration of ₹2,66,73,000 (Rupees Two Crores Sixty Six Lacs and Seventy Three Thousand only), assuming full acceptance in the Open Offer (“**Offer Size**”).
- 2.3 Mode of Payment:** The Offer Price will be paid in Cash, in accordance with Regulation 9(1) (a) of the Regulations.
- 2.4 Type of Offer:** This is a Triggered Offer under Regulation 3(1) and 4 of the Regulations.

3) 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)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Equity/Voting Capital			
Direct Acquisition	Preferential Allotment	48,70,606	47.48% of the Emerging Voting Capital	Through Share Swap	Equity Shares	3(1) and 4
	Share Purchase Agreement (“SPA”) dated August 24, 2016	21,00,000	20.47% of the Emerging Voting Capital	0.84	Cash	3(1) and 4

Note: On August 24, 2016, the Board of Directors of the Target Company approved a Preferential Allotment of 48,70,606 Equity Shares representing 47.48% of the Emerging Voting Capital of the Target Company. Out of which, 25,82,130 Equity Shares proposed to be allotted to Mr. Kalidindi Krishnam Raju (“Acquirer 3”) and balance 22,88,476 Equity Shares to the relatives of Mr. Kalidindi Krishnam Raju pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 and also subject to Statutory/Requisite Approvals. Upon completion of the aforementioned Preferential Allotment of Equity Shares to the Acquirers and pursuant to Share Purchase Agreement (“SPA”), their aggregate holding would exceed 25% of the total voting rights of the Target Company being the threshold set out in Regulation 3(1) of the Regulations. As such, this Offer is being made under Regulation 3(1) and 4 of the Regulations.

4) DETAILS OF THE ACQUIRERS:

Details	Acquirer 1		Acquirer 2		Acquirer 3		Total
Name of the Acquirers	Mr. Mohammed Aejaz Habeeb		Mr. Syed Ameer Basha Paspala		Mr. Kalidindi Krishnam Raju		3
Address	3-5-1092/A/1, Venkateshwara Colony, Narayanaguda, Hyderabad-500 029		3-5-167, Flat no. 202, Lakshmi Residency, Venkateshwara Colony, Narayanaguda, Hyderabad-500 029		8-2-293/82/J/111, Plot No. 12, Road No. 82, Jubilee Hills, Hyderabad-500 033 Telangana State		-
Name(s) of persons in control/Promoters of Acquirers where Acquirer is a Company	Not Applicable		Not Applicable		Not Applicable		-
Name of the Group, if any, to which the Acquirers belongs to	Not Applicable		Not Applicable		Not Applicable		-
Pre Transaction Shareholding	Nil		Nil		Nil		Nil
• Number	Nil		Nil		Nil		Nil
• % of Emerging Voting Capital	Nil		Nil		Nil		Nil
Acquisition of Shares which triggered the Open Offer	Pref Issue	SPA	Pref Issue	SPA	Pref Issue	SPA	
• Number	Nil	10,00,000	Nil	10,00,000	48,70,606*	1,00,000	69,70,606
• % of Emerging Voting Capital	Nil	9.75%	Nil	9.75%	47.48%	0.97%	67.95%
Any other interest in the TC	None		None		None		-

* Includes 25,82,130 Equity Shares proposed to be allotted to Mr. Kalidindi Krishnam Raju and 22,88,476 Equity Shares proposed to be allotted to his relatives.

Note: There is no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1) (q) of the SEBI (SAST) Regulations, 2011.

5) DETAILS OF SELLING SHAREHOLDER:

Sr. No.	Name & PAN	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	% vis a vis Emerging Voting Capital	No of Shares	% vis a vis total Share Capital	% vis a vis Emerging Voting Capital
1)	Mr. Arun Kumar Bhangadia PAN: AAOPB 7586 N	Yes	29,26,800	54.32%	28.52%	8,26,800	15.35%	8.06%
	TOTAL		29,26,800	54.32%	28.52%	8,26,800	15.35%	8.06%

6) DETAILS OF THE TARGET COMPANY:

6.1	Name	:	PC Products India Limited <i>(formerly known as Jayavant Industries Limited)</i>
6.2	CIN	:	L85110TG1996PLC099198
6.3	ISIN	:	INE579N01018
6.4	Registered Office Address	:	4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad-500 027, Telangana State
6.5	Corporate Office Address	:	Not Applicable
6.6	Stock Exchanges where Listed	:	BSE Limited (“BSE”), Mumbai, with Scrip Code as 539267, Metropolitan Stock Exchange of India Limited (“MSEI”), Mumbai, with Scrip Code as PCPROD and Ahmedabad Stock Exchange Limited (“ASE”), Ahmedabad with Scrip Code as 28101.

7) OTHER DETAILS:

- 7.1** The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulations 13 (4) and 14 (3) of the Regulations vide a Detailed Public Statement (‘DPS’) on or before August 30, 2016.
- 7.2** The Acquirers undertake that it is aware of and will comply with its obligations under the Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.
- 7.3** In this PA, any discrepancy in any table between the total and sums of the percentage listed is due to rounding off.
- 7.4** This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Regulations.
- 7.5** This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the Regulations.

Issued by the Manager to the Offer:



Mark Corporate Advisors Private Limited

CIN:U67190MH2008PTC181996

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SEBI Regn No.: INM000012128

For and on behalf of the Acquirers:

Sd/-
Mohammed Aejaz Habeeb
(‘Acquirer 1’)

Sd/-
Syed Ameer Basha Paspala
(‘Acquirer 2’)

Sd/-
Kalidindi Krishnam Raju
(‘Acquirer 3’)

Place : Mumbai

Date : August 24, 2016