



MARK
CORPORATE ADVISORS

January 03, 2025

MCAPL: MUM: 2024-25: 0228

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.

Dear Sir/Madam,

Sub : Submission of Public Announcement

Ref : Open Offer to the Public Shareholders of Source Industries (India) Limited (“Source”/“Target Company”)

Mr. Sudhir Reddy Posireddy (“Acquirer 1”), Mr. Naraharisetty Mohan Krishna (“Acquirer 2”), Ms. Swathi Ramreddy (“Acquirer 3”) and Arka Defence Private Limited (“Acquirer 4”) (“Acquirer 1”, “Acquirer 2”, “Acquirer 3” and “Acquirer 4” hereinafter collectively referred to as “Acquirers”) have triggered this Open Offer pursuant to and in compliance with Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”) for acquisition of up to 34,00,000 equity shares representing 29.82% of the Equity Share Capital of Source Industries (India) Limited (“Source”/“Target Company”) aggregating to a total consideration of ₹1,53,00,000 payable in cash.

The Open Offer is being made pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”).

Accordingly, in terms of Regulation 13 read with Regulation 14 of SEBI (SAST) Regulations, 2011, We, Mark Corporate Advisors Private Limited, Manager to the Offer, are submitting herewith a copy of the Public Announcement.

Kindly take the above information on your records and disseminate the Public Announcement on the website of BSE Limited.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl: As Above.

MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAF5379J1ZY

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057
Tele : +91 22 2612 3207 Fax : +91 22 2612 3208 Web : www.markcorporateadvisors.com E-mail : info@markcorporateadvisors.com

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1) AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

SOURCE INDUSTRIES (INDIA) LIMITED

Open Offer for acquisition of up to 34,00,000 fully paid-up Equity Shares having face value of ₹10 each (“Offer Shares”) representing 29.82% of the Equity Share Capital (*as defined below*) of Source Industries (India) Limited (“Source”/“Target Company”) from the Eligible Equity Shareholders (*as defined below*) of the Target Company (“Open Offer”/“Offer”) by Mr. Sudhir Reddy Posireddy (“Acquirer 1”), Mr. Naraharisetty Mohan Krishna (“Acquirer 2”), Mrs. Swathi Ramreddy (“Acquirer 3”) and Arka Defence Private Limited (“Acquirer 4”) (“Acquirer 1”, “Acquirer 2”, “Acquirer 3” and “Acquirer 4” hereinafter collectively referred to as “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 Eligible Equity Shareholders (*as defined below*) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13, 14 and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”).

For the purposes of this Public Announcement, the following terms shall have the meaning assigned to them herein below:

- i) “Eligible Equity Shareholders” shall mean all the public shareholders of the Target Company, who are eligible to tender their Equity Shares in the Offer, other than Acquirers, the existing Promoter Sellers of the Target Company and any persons deemed to be acting in concert (“Deemed PACs”) with the parties to the SPA (*as defined below*), pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;
- ii) “Equity Share Capital” shall mean the total Voting Share Capital of ₹11,40,31,100 comprising of 1,14,03,110 equity shares having face value of ₹10 each fully paid up of the Target Company on a fully diluted basis expected as of the 10th (tenth) working day from the closure of the Tendering Period for the Open Offer;
- iii) “SEBI (SAST) Regulations, 2011” shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- iv) “Promoter Sellers”/“Promoter Group Sellers”/“Sellers” shall mean (i) Mr. Lalit Kumar Gupta (“Seller 1”), (ii) Mr. Ritesh Kumar Gupta (“Seller 2”), (iii) Mrs. Lakshmi Gupta (“Seller 3”); (iv) Mr. Akshay Kumar Gupta (“Seller 4”); and (v) Mr. Adarsh Kumar Gupta (“Seller 5”);
- v) “SPA”/“Agreement” shall mean Share Purchase Agreement entered between the Acquirers and the Sellers on January 03, 2025.

1. OFFER DETAILS:

- 1.1. Offer Size:** The Acquirers hereby make this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire up to 34,00,000 fully paid up equity shares having face value of ₹10 each representing 29.82% of the Equity Share 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 Eligible Equity Shareholders of the Target Company.

1.2. Offer Price/Consideration: The Offer Price of ₹4.50 per fully paid-up equity share having face value of ₹10 each fully paid up, is in compliance with Regulation 8 of SEBI (SAST) Regulations, 2011 (“Offer Price”), aggregating to a consideration of ₹1,53,00,000, assuming full acceptance in the Open Offer (“Offer Size”).

1.3. Mode of Payment: The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.

1.4. Type of Offer: This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

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

2.1. The Acquirers have entered into a Share Purchase Agreement (“SPA”) on January 03, 2025, with the Promoter Sellers, pursuant to which the Acquirers have agreed to acquire 14,86,210 Equity Shares (“Sale Shares”) representing 13.03% of the Equity Share Capital at a price of ₹4.50 per equity share from the Promoter Sellers, subject to the terms and conditions set out in the SPA.

2.2. This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirers will become the Promoters and take control over the Target Company. Further, the Promoter Sellers proposes to be reclassified as a Public Shareholder, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations, 2015 and the conditions prescribed therein.

2.3. A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting Rights acquired (₹ in Lakhs)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis total Voting Share Capital			
Direct Acquisition	Share Purchase Agreement (“SPA”) dated January 03, 2025	14,86,210	13.03%	₹66.88 Lakhs	Cash	Regulations 3(1) and 4

3. DETAILS OF THE ACQUIRERS:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Names of the Acquirers	Mr. Sudhir Reddy Posireddy	Mr. Naraharisetty Mohan Krishna	Mrs. Swathi Ramreddy	Arka Defence Private Limited	4
PAN	APOPP6829F	ASTPK0352L	BLKPR5847L	U30400TS2024PTC186685	-
Address	12-42, Sark One, Mokila, K V Rangareddy, Telangana-501203. India.	Villa No. 147, Primus Epsilon, Gundlapochampalli, Kompally, Hyderabad-500014, Telangana. India.	303, Sai Brundhavan Apts, Model House Lane, Punjagutta, Hyderabad-500082, Telangana, India.	Ground Floor, Villa No. 147, Primus Epsilon, Gundlapochampalli, Opp. Cricket Stadium, Kompally, Hyderabad-500100, Telangana, India	-
Name(s) of Persons in Control/ Promoters of Acquirers where Acquirer is a Company	N.A.	N.A.	N.A.	1. Alpha Alliance LLP 2. Swathi Ramreddy 3. Suryanarayana Naraharisetty	-

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
				4. Dalip Kumar Pradhan	
Name of the Group, if any, to which the Acquirers belongs to	N.A.	N.A.	N.A.	N.A.	-
Pre-Transaction Shareholding					
• Number	8,78,871	5,24,400	11,80,000	2,00,000	27,83,271
• % of Voting Share Capital	7.71%	4.60%	10.35%	1.75%	24.41%
Acquisition of Shares which triggered the Open Offer					
• Number	6,34,400	3,15,400	3,80,310	1,56,100	14,86,210
• % of Voting Share Capital	5.56%	2.77%	3.34%	1.37%	13.03%
Any other interest in the TC	-	-	-	-	

N.A. - Not Applicable.

4. DETAILS OF SELLERS:

Sr. No.	Name, PAN & Address	Part of Promoter/ Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
1)	Mr. Lalit Kumar Gupta (“Seller 1”) <i>PAN: ACWPG4856A</i> <i>Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.</i>	Yes	1,56,100	1.37%	Nil	N.A.
2)	Mr. Ritesh Kumar Gupta (“Seller 2”) <i>PAN: ACAPG0997L</i> <i>Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.</i>	Yes	3,80,310	3.34%	Nil	N.A.
3)	Mrs. Lakshmi Gupta (“Seller 3”) <i>PAN: ACAPG1087H</i> <i>Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.</i>	Yes	3,25,300	2.85%	Nil	N.A.
4)	Mr. Akshay Kumar Gupta (“Seller 4”) <i>PAN: ACAPG1084E</i>	Yes	3,15,400	2.77%	Nil	N.A.

Sr. No.	Name, PAN & Address	Part of Promoter/ Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
	Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.					
5)	Mr. Adarsh Kumar Gupta (“Seller 5”) PAN: ACWPG4522B Address: 8-2-293-82/A/1217/A, Road No. 36, Jubilee Hills, Hyderabad-500033. Telangana. India.	Yes	3,09,100	2.71%	Nil	N.A.
	Total		14,86,210	13.03%	Nil	N.A.

N.A. – Not Applicable.

Note: The above Promoters/Promoter Group Sellers will be reclassified as public shareholders, post the completion of Open Offer formalities. Further, there are 4 (four) other Promoter Group entities namely A Sai Krishna, E Rama Rao, K Vidya Sagar and Y Srinivas, who are not holding any equity shares and will also be reclassified as Public Shareholders of the Target Company, subject to compliance with SEBI (LODR) Regulations, 2015.

5. DETAILS OF THE TARGET COMPANY:

- 5.1. **Name** : Source Industries (India) Limited
- 5.2. **CIN** : L45400TG1984PLC004777
- 5.3. **ISIN** : INE695C01015
- 5.4. **Registered Office Address** : Flat No. 301, DBN Padmavathi Arcade, 6-3-709/A/10/A, Punjagutta Officers Colony, Punjagutta, Hyderabad-500082, Telangana, India.
- 5.5. **Stock Exchange(s) where listed** : The equity shares are listed on BSE Limited (“BSE”) (**Scrip Code:** 521036 and **Symbol:** SOURCEIND)

6. OTHER DETAILS:

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published in the newspapers, within five (5) Working Days from the date of this PA as required under Regulation 13(4) and Regulation 14(3) of the SEBI (SAST) Regulations, i.e., on or before January 10, 2025.
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Acquirers accept full responsibility for the information contained in this PA, and jointly and severally undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011. The Acquirers confirm that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

- 6.5. All the information pertaining to the Target Company has been obtained from publicly available sources and confirmations from the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.6. In this Public Announcement, all references to “₹” are references to Indian Rupees.
- 6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer:



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

404/1, The Summit Business Bay,

Sant Janabai Road (Service Lane),

Off Western Express Highway, Vile Parle (East),

Mumbai-400 057. Maharashtra. India.

Contact Person: Mr. Manish Gaur

Telephone No.: +91 22 2612 3207/08

Email ID: openoffer@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com

SEBI Registration No.: INM000012128

For and on behalf of the Acquirers:

Sd/-

Sudhir Reddy Posireddy
("Acquirer 1")

Sd/-

Naraharisetty Mohan Krishna
("Acquirer 2")

Sd/-

Swathi Ramreddy
("Acquirer 3")

For Arka Defence Private Limited ("Acquirer 4")

Sd/-

Swathi Ramreddy
Authorised Director

Date : January 03, 2025

Place : Hyderabad