



MARK
CORPORATE ADVISORS

August 07, 2024

MCAPL: MUM: 2024-25: 0099

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

Dear Sir/Madam,

Sub : Submission of Offer Opening Public Announcement

Ref : Open Offer to the Public Shareholders of Oxygenta Pharmaceutical Limited (“OPL”/“Target Company”)

With reference to the captioned Open Offer, we have carried out an Offer Opening Public Announcement today i.e., August 07, 2024 in terms of Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and amendments thereto (“SEBI (SAST) Regulations, 2011”).


As required under SEBI (SAST) Regulations, 2011, the Offer Opening Public Announcement has been published in the following newspapers:

Sr. No.	Newspapers	Language	Editions
1)	Business Standard	English	All Editions
2)	Business Standard	Hindi	All Editions
3)	Navshakti	Marathi	Mumbai Edition
4)	Nava Telangana	Telugu	Hyderabad Edition

We are enclosing herewith a copy of the newspaper clipping of the Offer Opening Public Announcement published in Business Standard (English) for your kind perusal.

Kindly take the above information for your record and disseminate the Offer Opening Public Announcement on the website of BSE.

For Mark Corporate Advisors Private Limited


Manish Gaur
Asst. Vice President



Encl.: As Above.

MARK CORPORATE ADVISORS PVT. LTD.

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OXYGENTA PHARMACEUTICAL LIMITED

(CIN: L24110TG1990PLC012038)

Registered Office at: Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak, Telangana-502 291.

Tel. No.: +91 84552 50080 | Email ID: cs@oxygentapharma.com | Website: www.oxygentapharma.com

This advertisement is issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of Mr. M V S Prasad Reddy (alias Mr. Mallu Venkata Siva Prasad Reddy) ("Acquirer") pursuant to Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011"), in respect of the Open Offer to acquire upto 96,16,000 Equity Shares of ₹10 each of Oxygenta Pharmaceutical Limited ("OPL"/"Target Company") at a price of ₹16 per equity share, representing 26.00% of the Emerging Voting Share Capital of the Target Company.

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the:

- Public Announcement dated April 08, 2024 ("Public Announcement" or "PA");
- Detailed Public Statement which was published on April 18, 2024 in the following newspapers: Business Standard (English), Business Standard (Hindi), Navshakti (Marathi) and Nav Telangana (Telugu) ("Detailed Public Statement" or "DPS");
- Draft Letter of Offer dated April 25, 2024 ("DLOF"); and
- Letter of Offer dated July 27, 2024 ("Letter of Offer" or "LoF").

The Equity Shareholders of the Target Company are requested to kindly note the following information related to the Open Offer:

- Offer Price:** The Open Offer is being made by Mr. M V S Prasad Reddy (alias Mr. Mallu Venkata Siva Prasad Reddy) ("Acquirer") to the Public Shareholders of Oxygenta Pharmaceutical Limited ("OPL"/"Target Company") to acquire up to 96,16,000 Equity Shares having face value of ₹10 each at a price of ₹16 per equity share ("Offer Price"), payable in cash. There has not been any revision in the Offer Price.
- Recommendation of the Committee of Independent Directors ("IDC"):** The Committee of Independent Directors ("IDC") of the Target Company has issued recommendation (relevant extract) on the Offer, which was published on August 05, 2024 in the above-mentioned newspapers and the same are as under:

Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable.
Summary of reasons for recommendation	IDC has taken into consideration the following for making the recommendation: IDC has reviewed (a) The Public Announcement ("PA") dated April 08, 2024 in connection with the Offer issued on behalf of the Acquirer; (b) The Detailed Public Statement ("DPS") dated April 18, 2024; and (c) The Letter of Offer ("LoF") dated July 27, 2024. Based on the review of PA, DPS and LoF, the IDC is of the opinion that the Offer Price of ₹16 per equity share for public shareholders offered by the Acquirer (more than the highest price amongst the selective criteria mentioned under Justification of Offer Price) is in line with the regulation prescribed by SEBI under the Regulations and prima facie appears to be justified. However, the Public Shareholders should independently evaluate the Offer and take informed decision in the matter.

- There was no Competitive Bid.
- The dispatch of Letter of Offer to the Public Shareholders as on the Identified Date i.e., July 25, 2024 is in accordance with Regulation 18(2) of SEBI (SAST) Regulations, 2011 and has been completed (either through electronic mode or physical mode) on August 01, 2024. The Identified Date was relevant only for the purpose of determining the Public Shareholders to whom the LoF was to be sent. It is clarified that all the Public Shareholders (even if they acquire equity shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer.
- A copy of the LoF is also available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com. A summary of the procedure for tendering of equity shares in the Open Offer is as below:
 - In the case of Equity Shares held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through the relevant Selling Broker by providing name, address, distinctive numbers, folio numbers, number of Equity Shares held, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 8.12 of the LoF along with duly filled and signed Form SH-4.
 - In case of Equity Shares held in dematerialized form:** Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker") registered with BSE within the normal trading hours of the secondary market, during the Tendering Period in accordance with the procedure as mentioned in point no. 8.11 of the LoF.
 - In case of non-receipt/non-availability of the form of acceptance/ withdrawal, the application can be made on plain paper along with the following details:**
 - In case of physical shares: Name, address, distinctive numbers, folio nos. number of shares tendered/ withdrawn.
 - In case of dematerialized shares: Name, address, number of shares tendered/withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account.
- The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations, 2011 and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI

as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021, as amended, including any guidelines and circulars issued in relation to the same by the Stock Exchange, clearing corporations and SEBI ("Acquisition Window Circulars").

- All Documents/information referred under the "Documents for Inspection" will be made available electronically as well as physically for inspection by the Public Shareholder(s) of the Target Company.
- The Final Observation Letter No. SEBI/HO/CFD-RAC-DCR1/P/OW/2024/23611/1 dated July 23, 2024 and the comments received from SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 have been duly incorporated in the Letter of Offer and also in this advertisement to the extent applicable.
- The total purchase consideration for the SPA is ₹1,20,00,000. The Acquirer has paid an Earnest Money Deposit ("EMD") of ₹10,00,000 on execution of the SPA. The balance amount after adjusting the EMD has been paid by the Acquirer to the Promoter Seller on June 10, 2024.
- The total purchase consideration for the MOU is ₹10,42,89,000. The Acquirer has paid an amount of ₹20,00,000 (₹10,00,000 each to Non-Promoter Seller 1 and Non-Promoter Seller 2) on execution of the MOU. The balance amount after adjusting ₹20,00,000 was to be paid by the Acquirer to the Sellers on or before June 30, 2024. However, the said date of payment has been extended until seven days from the closure of Open Offer process under SEBI (SAST) Regulations, 2011 by way of entering a Supplementary MOU between the Acquirer and the Non-Promoter Sellers on June 29, 2024.
- The Equity Shares issued and allotted under the Preferential Issue to the Acquirer and Deemed PACs, is kept in a separate Demat Escrow Account, opened with R.L.P. Securities Private Limited, Account No. 1204340000199247 titled "OXYGENTA PHARMACEUTICAL LIMITED OPEN OFFER ESCROW DEMAT ACCOUNT 2024". The Acquirer and Deemed PACs to the Acquirer will not exercise any voting rights over such shares being kept in escrow until the expiry of the offer period in accordance with the SEBI (SAST) Regulations, 2011 and the Demat Escrow Account will be closed thereafter.
- The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to the Acquirer as he does not hold any shares in the Target Company as on date, since the shares allotted to the Acquirer and Deemed PACs on Preferential Allotment basis are kept in a separate Demat Escrow account until the completion of the Open Offer process. Further, they will not exercise any voting rights over such equity shares.
- There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the Manager to the Offer under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator, except for administrative warning letter no. SEBI/HO/CFD/SEC-3/OW/P/2023/44904/1 dated November 07, 2023 and SEBI/HO/CFD/SEC-5/OW/P/2024/10509/1 dated March 14, 2024 for violations of Regulations/Circulars/Notification under SEBI Act 1992.
- There are no penalties levied by Securities and Exchange Board of India ("SEBI")/Reserve Bank of India ("RBI") on Manager to the Offer.
- There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against Venture Capital and Corporate Investments Private Limited (Registrar to the Offer) under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator.
- As on the date, there are no penalties levied by Securities and Exchange Board of India ("SEBI")/Reserve Bank of India ("RBI") on Venture Capital and Corporate Investments Private Limited (RTA to the Offer).
- The Acquirer does not have any relationship either with the existing Promoter/Promoter Group, Public Shareholders and/or Sellers of the Target Company. Further, the Acquirer does not have any relationship with the warrant holders of the Target Company namely Mr. Devarapally Venkateshwara Reddy and Mr. Bandi Satyanarayana Reddy.
- As on date, the Acquirer is neither holding any kind of stake in the Target Company nor he is having any relationship with/interest in the Target Company, except for (i) business transactions in the nature of vendor and vendee in the ordinary course of business with the entities namely Amigos Molecular Solutions Private Limited and Amigos Minerals LLP (partnership firm) where acquirer is a shareholder and partner respectively.
- The Authorized Share Capital of the Target Company was ₹35,00,00,000 comprising of 3,50,00,000 Equity Shares having face value of ₹10 each. The Target Company in its Board Meeting held on April 08, 2024 and Shareholders meeting held on May 09, 2024 had approved the increase in the Authorized Share Capital to ₹37,50,00,000 comprising of 3,75,00,000 equity shares having face value of ₹10 each. The current paid-up Equity Share Capital of the Target Company is ₹35,48,35,000 comprising of 3,54,83,500 equity shares having face value of ₹10 each fully paid up including 20,00,000 equity shares allotted on Preferential basis on May 21, 2024. Further, as on date the Target Company does not have any equity shares which are not listed on the Stock Exchange.
- The listing approval for 20,00,000 Equity Shares, which were allotted on May 21, 2024 was received from BSE vide its letter dated June 05, 2024.
- As on date, the Target Company is fully compliant with the listing requirements. Further, there has not been any penal/punitive action taken by BSE.
- There are no depository receipts issued by the Target Company in foreign Countries.
- There are no reports filed under Regulation 10(7) of SEBI (SAST) Regulations, 2011 by the Promoter/Promoter Group during the financial year in which the Public Announcement has been made and for a period of eight financial years preceding the financial year in which the Public Announcement has been made.
- The Promoter/Promoter Group of the Target Company do not have any relationship with the warrant holders of the Target Company namely Mr. Devarapally Venkateshwara Reddy and Mr. Bandi Satyanarayana Reddy.
- The equity shares allotted to the Acquirer and the Deemed PACs on preferential allotment basis is under lock-in up to January 19, 2026 as per SEBI (ICDR) Regulations, 2018.

26) Note on taxation has been updated as per the current finance budget 2024.

27) **Schedule of Activities:**

The Schedule of Activities have been revised and the necessary changes have been incorporated in the LoF. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Sr. No.	Nature of Activity	Original Schedule	Revised Schedule ⁽¹⁾
		Day & Date	Day & Date
1)	Date of the Public Announcement	Monday, April 08, 2024	Monday, April 08, 2024
2)	Date of publishing the Detailed Public Statement	Thursday, April 18, 2024	Thursday, April 18, 2024
3)	Last date for filing of Draft Letter of Offer with SEBI	Thursday, April 25, 2024	Thursday, April 25, 2024
4)	Last date of a Competing Offer(s) ⁽²⁾	Friday, May 10, 2024	Friday, May 10, 2024
5)	Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager)	Friday, May 17, 2024	Tuesday, July 23, 2024 ⁽³⁾
6)	Identified Date ⁽⁴⁾	Tuesday, May 21, 2024	Thursday, July 25, 2024
7)	Last date by which the Letter of Offer will be dispatched to the Eligible Equity Shareholders as on the identified date	Wednesday, May 29, 2024	Thursday, August 01, 2024
8)	Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Friday, May 31, 2024	Monday, August 05, 2024
9)	Last Date for revising the Offer Price/number of shares	Monday, June 03, 2024	Tuesday, August 06, 2024
10)	Date of Public Announcement for Opening the Offer	Tuesday, June 04, 2024	Wednesday, August 07, 2024
11)	Date of Commencement of the Tendering Period ("Offer Opening Date")	Wednesday, June 05, 2024	Thursday, August 08, 2024
12)	Date of Closing of the Tendering Period ("Offer Closing Date")	Wednesday, June 19, 2024	Thursday, August 21, 2024
13)	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	Wednesday, July 03, 2024	Thursday, September 05, 2024

Notes:

- Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.
- There is no competing offer to this Offer.
- Actual date of receipt of SEBI observations on the DLOF.
- Identified Date is only for the purpose of determining the names of the Eligible Shareholders as on such date to whom the LoF will be sent. It is clarified that all the holders (registered or unregistered) of Equity Shares of the Target Company except the Acquirer, Deemed PACs to the Acquirer and Promoters/Promoter Group of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement will be available on the website of SEBI i.e., www.sebi.gov.in.

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 W. E. Highway, Vile Parle (East),
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Tel. No.: +91 22 2612 3207/08
Contact Person: Mr. Manish Gaur
E-Mail ID: openoffer@markcorporateadvisors.com
Investor Grievance Email ID: investor@grievance@markcorporateadvisors.com
SEBI Registration No.: INM000012128

For and on behalf of the Acquirer:

Sd/-

M V S Prasad Reddy
("Acquirer")

Date : August 07, 2024

Place : Tirupati

