

January 17, 2020

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001.

Dear Sir,

Sub: Submission of Offer Opening Announcement in respect of the proposed Open Offer to the shareholders of Supra Pacific Management Consultancy Limited under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI SAST Regulations] by the Acquirers

This has reference to the Open Offer made by Sanat Multitrade Private Limited, Mr. Joby George, Mr. C. Radhakrishnan, Mr. C.M. Arun Kumar and Mr. T. Sandeep Babu ("Acquirers") to the shareholders of Supra Pacific Management Consultancy limited ("Target Company") under the SEBI SAST Regulations.

In terms of Regulation 18(7) of the SEBI SAST Regulations, on behalf of the Acquirers, we have issued the Open Offer opening announcement and the same has been published today in the following publications:

1. Business Standard, English, all editions.
2. Mumbai Lakshwadeep, Mumbai edition.

In compliance of Regulation 18(7)(b) of the SEBI SAST Regulations, we have enclosed the relevant cutting of the newspaper wherein the Offer Opening Announcement has appeared.

Thanking you,

Yours faithfully,
For Arihant Capital Markets Limited
(SEBI Registration No. INM000011070)


Sundar Rangan
Head - Merchant Banking

Encl : as above

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION

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Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001

CIN : L67120MP1992PLC007182

OFFER OPENING PUBLIC ANNOUNCEMENT

For the attention of the Equity Shareholders of
SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Regd Office: : 1-203, Vishal Complex, Narsing Lane, S. V. Road, Malad (W) Mumbai – 400 064;
Tel: 022-28240444 e-mail : info@suprapacific.com
CIN : L74140MH1986PLC039547

This advertisement is being issued by **Arihant Capital Markets Limited**, Manager to the Offer on behalf of Mr. Joby George, Mr. C Radhakrishnan, Mr. C M Arun Kumar, Mr. T Sandeep Babu and Sanat Multitrade Private Limited (hereinafter collectively referred to as “Acquirers”) pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“SEBI SAST Regulations”) in respect of Open Offer to acquire up to 14,30,208 Equity Shares of face value Rs. 10/- each (“the Open Offer”), constituting 26% of the fully diluted voting Equity Share Capital of **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** (“Target Company”). The Detailed Public Statement (“DPS”) with respect to the aforementioned Offer and corrigendum to the DPS was published on July 18, 2019 and on January 8, 2020, respectively, in (a) Business Standard, all India English & Hindi editions; and (b) Mumbai Lakshwadeep, Mumbai Marathi edition.

1. The offer price is Rs. 21.60 per Equity Share including Re. 0.30 being interest @ 10% p.a. per share for delay in payment beyond Scheduled Payment Date (“Offer Price”). Save for this, there has been no revision in the offer price.

2. The Committee of Independent Directors (IDC) of the Target Company have issued following recommendation (relevant extracts) on the offer:

IDC believes that the Offer is fair and reasonable based on the following reasons:

IDC have considered the Negotiated Price and the fair value determined in accordance with parameters of Regulation 8(2)(e) of the Target Company and was convinced that the offer price of Rs. 21.60 per Equity Share is highest of both the values and is in accordance with the SEBI SAST Regulations.

Based on the above, the IDC is of opinion that offer price to the shareholders of the Target Company is fair and reasonable. However, shareholders are advised to independently evaluate the Offer and take informed decision.

Recommendation of IDC of the Target Company was published on January 13, 2020 in Business Standard (English & Hindi all editions) and Mumbai Lakshwadeep, Mumbai edition.

3. This is not a competing offer. There has been no competing offer to this Offer.

4. The Letter of Offer (LOF) has been dispatched on January 13, 2020 to all the registered Shareholders of the Target Company whose addresses are available as per the records of the Target Company.

5. **Please note that a copy of the LOF (including Form of Acceptance/Tender Form) is also available on Securities and Exchange Board of India (“SEBI”) website (<http://www.sebi.gov.in>).** Registered / unregistered Shareholders or shareholders who may not have received the LOF for any reason whatsoever, if they so desire, may also apply on the Form of Acceptance/Tender Form downloaded from SEBI’s website.

6. FOR THE ATTENTION OF THE SHAREHOLDERS

SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 has provided guidelines on the mechanism for acquisition of shares through the stock exchange pursuant to, inter alia, tender-offers under SEBI (SAST) Regulations, to facilitate tendering of shares by the shareholders and settlement of the same through the stock exchange mechanism. Accordingly, this Offer is being carried out through the stock exchange mechanism (in the form of a separate acquisition window provided by BSE, being the designated stock exchange), and hence would be subject to payment of securities transaction tax (STT). For further details, Shareholders are requested to refer to the section titled “**Procedure for Acceptance and Settlement**” on page 22 of the LOF.

7. **In case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement / Tender Form, the application can be made on plain paper along with the following details:**

Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer. The non-resident Shareholders may also participate in the Offer through their broker by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.

Please note that the shares held in physical form and tendered under the open offer would not be accepted. Shareholders holding shares in physical form are therefore requested to dematerialise their physical holding before participating in the open offer.

8. All the changes to draft LOF suggested by SEBI vide their letter dated November 13, 2019 bearing reference number SEBI/HO/CFD/DCR2/OW/P/2019/29934/1, in terms of Regulation 16(4) of the SEBI SAST Regulations, have been incorporated in the LOF. Further, the Target Company has obtained approval of RBI vide their letter No. 913/12.19.184/2018-19 dated December 29, 2019 received on January 2, 2020 enabling the Target Company for transfer of shares / change of its Management.

9. As on the date of this Offer Opening Public Announcement, no statutory approvals are required by the Acquirers to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

10. Schedule of Activities:

Activity	Revised Schedule
Public Announcement Date	Thursday, July 11, 2019
Detailed Public Statement Date	Thursday, July 18, 2019
Filing of Draft Letter of Offer with SEBI	Thursday, July 25, 2019
Last date for competing offer	Thursday, August 8, 2019
SEBI observations on draft LOF	Wednesday, November 13, 2019
Receipt of approval from Reserve Bank of India*	Thursday, January 2, 2020
Identified Date (for the purpose of determining the shareholders to whom the LOF shall be sent)	Monday, January 6, 2020
Date by which LOF will be despatched to the shareholders	Monday, January 13, 2020
Last date by which the Board of TC shall give its recommendation	Thursday, January 16, 2020
Issue Opening Advertisement Date	Friday, January 17, 2020
Date of commencement of tendering period (open date)	Monday, January 20, 2020
Date of expiry of tendering period (closure date)	Friday, January 31, 2020
Payment of consideration for the acquired shares	Friday, February 14, 2020

*Refers to the date on which the letter dated December 29, 2019 from the Reserve Bank of India was received by the Target Company, granting the approval for the proposed change in Management and Control of the Target Company to the Acquirers.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOF.

The Acquirers accept full responsibility for the information contained in this Announcement and also for the fulfillment of their obligations laid down in the SEBI SAST Regulations.

A copy of this Offer Opening Public Announcement shall also be available on the SEBI website at www.sebi.gov.in.

Issued by : Manager to the Offer on behalf of the Acquirers:



Arihant Capital Markets Limited

Merchant Banking Division

SEBI REGN NO.: INM 000011070

#1011, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai – 400 093

Tel : 022-42254800/862; Fax : 022-42254880

Email: mbd@arihantcapital.com

Contact Persons: Mr Amol Kshirsagar/ Mr Satish Kumar P

Place: Mumbai

Date: January 17, 2020