

TIAPL/COMP/019/2021

August 27, 2021

The Listing Department
National Stock Exchange of India Ltd.
Exchange plaza, 5th floor, Plot no. C/1
G Block, BKC, Bandra (East),
Mumbai – 400051

Symbol: MEGASOFT

Τo,

Corporate Relations

BSE Ltd.

P. J. Towers, Dalal Street,

Mumbai - 400 001

Scrip code: 532408

Dear Sir / Madam,

Sub: Advertisement – Detailed Public Statement – Open offer – Public Shareholders of Megasoft Limited

We are acting as a Manager (Merchant Banker) for the Open offer for acquisition of up to 2,95,08,017 fully paid-up equity shares at an offer price of Rs. 14.70 per equity share representing 40% of the expanded Voting share capital of Megasoft Limited by the acquirer Sri Power Generation (India) Private Limited under the applicable Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations")

The Public Announcement for the said Open Offer was been issued under Regulation 3(1) and Regulation 4 read with Regulation 13, 14 and Regulation 15 of the SEBI (SAST) Regulationson August 20, 2021 ("Public Announcement").

We had submitted the intimation of the said Public Announcement to BSE, NSE (together "Stock Exchanges"), SEBI and Megasoft Limited ("Target Company") on August 20, 2021 and had filed the newspaper copies of the published Public Announcement with the Stock Exchanges, SEBI and the Target Company on August 23, 2021.

In compliance with Regulation 14(4) of the SEBI (SAST) Regulations, we hereby submit the Detailed Public Statement prepared in terms of Regulation 13 (4), 14(3), and 15(2) of the SEBI (SAST) Regulations, as published in all editions of the following newspapers on August 27, 2021:

| Sr. No. | Newspaper | Language |
|---------|-------------------|----------|
| 1 | Financial Express | English |
| 2 | Jansatta | Hindi |
| 3 | Navshakti | Marathi |
| 4 | Makkal Kural | Tamil |

popies of these extracts of above mentioned newspapers containing published being lied Public Statement is being simultaneously filed with NSE and BSE and is the property dispatched to the Target Company at its registered office on August 27, 2021.

TRUST INVESTMENT ADVISORS PVT. LTD.

Corporate Office: 1101, Naman Centre, BKC, Bandra (E), Mumbai – 400051 | Phone: +91 22 4084 5000 | Fax: +91 22 4084 5007, 4084 5066

Regd, Office: 109/110, Balarama, BKC, Bandra (E), Mumbai – 400051 | info@trustgroup.in | www.trustgroup.in

We request you to kindly disseminate the published Detailed Public Statement on your website.

Capitalized terms not defined herein shall have their meanings ascribed to such terms in the Detailed Public Statement.

In case of any clarification required kindly connect the undersigned on 9167010922 or Brijmohan.bohra@trustgroup.in.

Thanking you, Yours fathfully,

For Trust Investment Advisors Pvt. Ltd.

Brijmohan Bohra Compliance officer

Celmals

Encl.: Advertisement copy of Detailed Public Statement



DETAILED PUBLIC STATEMENT (OPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED. TO THE PUBLIC SHAREHOLDERS OF

MEGASOFT LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 255.08,017 FULLY PAIDUP FOUNTY SHARES OF FACE VALUE OF 83. 10.EACH (ECUNTY SHARES), REPRESENTING AD 00% OF THE EXPANDED VOTHING SHARE CAPITAL LAS DEFAND SECON (OF MEGRASHY) LIMITED (*) TAGGET COMPANY) ALD PRICE OF 18. 11.10 PRE VALUE OF 10. THE TOWN THE FALL OF AMERICAL CHES ACCEPTED SECOND OF THE TAGGET COMPANY, BY SRI POWER GOLFRATIAN (MIDDLA) PRIVATE LUMITED; ACQUIRER (*) (OFFER "OR "COMPANY, BY SRI POWER GOLFRATIAN (MIDDLA) PRIVATE LUMITED; ACQUIRER (*) (OFFER "OR "COMPANY, BY SRI *)

POWER CONCERNATION MINIORAL PRIVATE LIMITEDY ACQUIRERY ("OFFER" ONE "OPEROFFER"). The observation of the control post of the control post of the control private indicate the manager is the Cities of the factories to be Rober Samenolders present to under condomer man frequency for 1,000 and to a best of the factories to be Rober Samenolders present to under condomer man for the condomer man for indicate and indicate and indicates are reported and quarter of the indicates and control productions and and control productions and and control productions are reported used quarter for 100 and control productions and and control productions are reported used quarter for 100 and control productions are reported used quarter for 100 and control productions are reported used quarter for 100 and control productions and control productions are reported used to Charage Samenol Indicate Table Charage (see and Charage Samenol Indicate Table Charage). Society and the Control production and the production of the Control production and the

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- older base separate as of the "Diff teeth Working Day from the coscure of the "Excelling Parket for the Open-Chies".

 Pubble Shareholders "Inexas at the equity thererolders of the Dayset Company, including the non-purcoser montpublic stream-reliable of the "Dayset Company bed excluding or Adjuster parkets or underlying Parket and the "Dayset Company Dayset Dayset and Adjuster parkets or underlying Parket and the State of Excellent such that the Dayset Dayset of the State of Excellent such as the State purposes the State purpose the State purpose the State purposes the State purposes the State purposes the State purpose the State purposes the State purposes the State purpose the State purposes the State purposes the State purpose the State purpo

- "Working Day" means any authority day of the Stunchins and Euchange Board of India (1988) as presented in the SEE (3.83) They published.

 ACQUIRER TARGET COMPANY AND OPEN OFFER

 Packasis of ST Power Generation (notify) Provide Limited (1 Acquirer)

 1.1. The Acquirer is an unificating private company funded by shares it was ecosyopisted as a private Inside Company to Acquire (2.80) The Company of the Student (2.80) The Student (2.80) The Company of the Student (2.80) The Company of the Student (2.80) The Student (2

| Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|----------------------------|---|--|---|
| Promotes | 39.95,000 | 83.23 | |
| Non-Promotes | 8.00 500 | 16.67 | |
| Promoter | 5 000 | 0.10 | |
| | 48.00.000 | 100.00 | |
| | shøreholder Promotes Non-Promotes | shareholder shares held Promotes 39,95,000 Non-Promoter 8,00,000 | shareholder shares held shares held Promotes 39.95,600 83.23 Non-Promoter 4,00.00 16.67 Promoter 5,000 0.10 |

- 1.2 As in the date of this DRS, there are no invitors representing the Acquirer for the Council of the Target Company.

 18 The Acquirer entered into a share purchase agreement dueld Agrant 70, 2021 (CSRA) are that are eatered to acquire 5 of CSRA and the CSRA are shared to acquire 5 of CSRA and the CSRA are shared to acquire 5 of CSRA and the CSRA are shared to acquire 5 of CSRA are shared to acquire 5 of CSRA are shared to the CSRA are shared to the CSRA are shared to the CSRA are shared and the CSRA are shared as the CSRA are share

| | | ih Rs.) |
|---------------------------|---|---|
| FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| 6,75.58,888 | 17.17.67.946 | 14 72 90 190 |
| 2,33,56,940 | 8.62.06.437 | 7.97.72.629 |
| 4.87 | 1796 | 16.61 |
| 4.87 | 17.96 | 16.61 |
| 74,60.75,993 | 72,27,09,653 | 63,65,02,816 |
| | (unaudited) 6,75,58,688 2,33,56,940 4,87 4,87 | (unaudited) (audited) 6.75.55.688 17.7567.946 2.33.66.940 8.627.6437 4.67 17.96 4.67 17.96 74.60.75.993 72.27.09.653 |

- 19. The large second information of the Anjame for the Tensor Second 19.12 (1965).
 19. The large second information of the Anjame for the Tensor Second 19.12 (1965).
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| Particulars | FY 2020-21 (sudited) | FY 2019-20 (audited) | (Rs. in lasts FY 2018-19 (audited) |
|-----------------------------------|-------------------------|-------------------------|--|
| Total income | 5,626,62 | 5.323 54 | 7.051 31 |
| Vet income | 184.81 | 70.71 | 33.42 |
| Basic earnings per store (Rs.) | 0.42 | 916 | 0.08 |
| Décted earnings per strane (Rts.) | 0.42 | J 16 | 9,08 |
| Shareholders: Funds/ Net worth | 11 384 29 | 11 236 28 | 10 931 36 |

- Share-bodes Funds Net storth

 Area Share-bodes Funds Net storth

 Betalise of the Open Offer

 1. This Open Offer is seen; made to the PIBAS Share-bodes in accordance with Regulations 3.61 and 4 of the

 SEBI-SASTI Regulations. Please refer to PIBAI (Bacaptound to the Open Offer) for further information on

 Underlying Transaction. The RA monitoring this Open Offer under Regulations 3.81 and 4 and real

 Regulations 13 and 41 for the SEBI (BAST) Regulations, was seen to the Stort Exchanges on August 20.

 North Aste (Bastley International Teach and proposed Storte (Bastley Storte St

| Particulars | No. of shares | % of Expanded Voting Share Capital |
|---|--------------------------|---------------------------------------|
| Fully packup equity shares as on oute | 7,37,10,041 | 190,60% |
| Parity paid up equity shares as on date | Ĉ. | 2.00% |
| Employees Stock Option (ESOPs) vested, or shall vest | | 0.60% |
| prior to the cate of this DPS , d'any | | |
| Expanded Voting Share Capital | 7.57,76,641 | 100.00% |
| 3.6 As on the date of this DPS, there are no: (a) partly paid E | outly Shares; and (b) or | datanding instruments in th |

- of the text or time, and up an

- celt con I Contact Person. Small Squarts Company Secretary 5 Companies officers consequences. Sequences 27th 3.14. A per Regulation 1984 of the SERUI thatop (Swappines and Davidsour Regulationers. Regulationers. 27th 3.8 showmost 1985; 100H); Regulation 11 self was that 1.27y and 1984 of the Securities Contact (Regulation (Refer. 1967, as amended 1SCRR), the Target Davigsory is recorded principles as settled for pack searchings as determined in accordance and SCRR of its outdishoot state of leading. As and fact of the 1995 social Searchings of the Target Company is 100fc of the pack of view social of the desired of the 1995 social Searchings of the Target Company is 100fc of the pack of view social of the reportments of public shore of packed below that of the 1995 of the 1995 packed of the 1995 of the 1

Shares during the Open Offer perior BACKGROUND TO THE OPEN OFFER

- BACKGROWN TO THE OPEN OFFER
 As one to does of the policy are concentrated to the August 10: 2021 (Public Amorphism of 1794), the August Not 12 (Public Amorphism
- one)
 sequence of the event door of SPA. This Copin Offer is a mandatory rife thereigh made by the Angeler in the Windows The Offer Program of the Angeler in the Windows The Offer Program of the public in classification of the SEBE (SAST) Requisitors and the public in classification of the SEBE (SAST) Requisitors

 This Committee the Program of Regulation (9.1 cg) of the SEBE (SAST) Requisitors

 Details of the Regulation of the SEBE (SAST) Requisitors.

| ar agreement reported | Details of Underlying Transactions | | | | | |
|------------------------|------------------------------------|-----------------------------|---|---|------------------------|----------------------|
| Type of transaction | Mode of transaction | Shares/Voting proposed (| rights acquired/ a be acquired | Total consideration | Mode of payment | Regulation which has |
| (direct / indirect) | allotment/ market purchase) | Number | % vis-a-vis total equity/ Expanded Voting Share Capital | for Equity Shares: Voting rights (VR) acquired | (Cash / securities) | triggered |
| Direct | Share Purchase | 8.98 533 | 1,22% | Rs | Cash | Requisions |
| | Agreement: A | | | 1.16.84,6291 | | (thand 4 of t |
| | share purchase | | | | | SEBLISAST |
| | agreement dated | | | | | Regulations. |
| | August 20, 2021 | | | | | 1. |
| | ("SPA") entered | | | | | 1 |
| | into between the | | | | | |
| | Apquirer and an | | | | | 1 |
| | eusting | | | | | |
| | shareholdes of | | | | | 1 |
| | the Target | | 1 | | | |
| | Company | | | | | |
| | namely, | | | | | |
| | Ms. Jyothi Rayu | | | | | |
| | Chintalagasa. | | | | | |
| | whereby Acquirer. | | | | | |
| | has agreed to | | | | | |
| | acquire 8.98.833 | | | | | |
| | Equity Stigres | | | | | |
| | ("Sale Shares") | | | | | 1 |
| | from Ms. Jyothi | | | | | |
| | Rau Chetalaout | | 1 | | | |
| | at a prior of | | | | | |
| | Rs. 13 (0 per 1 | | | | | |
| | Sole Share, for a : | | | | | |
| | total | | | | | 1 |
| | consideration | | 1 | | | 1 |
| | of Re. | | 1 | | | 4 |
| | 1.16.84.829. | | | | | |
| | Supposed to and in 1 | | | | | 1 |
| | accordance with | | | | | |
| | the terms of the | | | | | i |
| | SPA. | | | | | |

- See.

 1 The Office Price wide Epiphile in cash by the Accurrent is accordance with the provisions of Regulation (If they of the SER ISAST) Regulations.

 The Acquirer with adoptive context over the Trippit Company on the explicit of the data failing after. (If a riphy, of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer controlling with the recognism under Regulation 2012 of the SER ISAST) Regulations, and (if the entire of the other period of the Open Offer, in each case upon occumination of the parameters of the other period of the Open Offer, in each case upon occumination of the parameters.

 1 This Offer performed on Entire Acquired (2), 2021, when the SPA was kneeded between the Acquirer and May, you Read Christialized.

 1 The Curried and proposed stateflicking of the Acquirer in the Target Company and the datase of the acquirer in the Target Company.

C.

| Details | No. of equity shares | % of equity shares held |
|---|-------------------------|----------------------------|
| Shareholding as on the PA date | 1,82,71,969 | 24.77% |
| Equity Shares to be acquired under the SPA | 8,98 833 | 1.22% |
| Equity Shares accoined between the PA date and the DPS date | | |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,08,617 | 48.00% |
| Post (Mer shareholding (assuming full acceptance) (On Oilused basis | 4.66 78,639 | 65 99% |
| as on 10th woneing day after closing of tendering Period) | | |

- There are no PAC in the Other within the meating of fregulation (21 jpg) of the SEBI (SSST) Regulation. While profession ring rip isserved to be acting in concern that the Acquirer is former of Regulation (21 jpg) of the SEBI (SSST) Regulation (21 jpg)
- (SAST) Registeriors. The precentages are a percentage of the Expansion Volting Share Capital of the Company Assuming that acceptance under the Other (i.e. 23-36-36) IT Expory Sharens; them, the straightform of the Angulier post completion of the Other would be 4.58-78-59. Exploy Shares representing 65-565, of Expansion Volting Share-Capital Expansion Volting Share-Capital the visit of the Tay Exhibit of Assignation of Assignation of Sast promotion of Sast promotion of Control Sast of the Taylor Company, save and except as provided in Part Cort bis EPS 19 Bourse!

- States of the Istigate company are assessment of the Istigate Code: 532489 and 195 (Sympos: MEGASOFT). The ISM of T. The Couly Shares are sized on BSE (Scrip Code: 532489) and 195 (Sympos: MEGASOFT). The ISM of Equilibraries and ESSBECTION.

 2. The Issue Shares of the Istigate Code Shares on the State Englanges during the 12 calendar income a reaction to the careful and only in ordinating public annoncomments are required to the model, i.e., from

The Lovely Sharker and hand on ISSE Comp Codes (2014) and ISSE (Sharker MEGASCPT). The SM of Explority Sharkers (1815) and ISSE (Sharker MEGASCPT). The SM of Explored Sharkers (1815) and ISSE (Sharker MEGASCPT). The SM of Explored Sharkers (1815) and ISSE (Sharker MEGA) are contained and integrated to be made in explored to be made in a form of the mobility of product and integrated to be made in a form of the mobility of the

| SN | Particulars | Rs. per equity shar |
|------|---|---------------------|
| A. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the collegation to make the PA* | 13 00 |
| ă : | The price of which the Equity Shares are proposed to be acquired | 14.70 |
| | possured to the proposed preference issue in accordance with Regulation (k8) of the SEBI (SAST) Regulations | 14.10 |
| 2 | The volume-weighted everage price paid or payable for adjustion, during the 52 weeks immediately preceding the date of the PA* | 14.32 |
| D. : | The highest price paid or paystole for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| 1. (| The volume-vasighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges." | 14 33 |
| | Where the Equity Shares are not traceastry traces, the price of determined by the Acquirer and the Manager to the Offer taking into socioum resource parameters including book value, comparable tracing multiples and such other parameters as are outsermary for valuation of shares of such companies: | Not Applicable |
| 3. i | The per Equity Share value computed under regulation (65) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- Asper SRM.
 The Copplier has acquired 41 92.375 Equity Shares at inclume weighted average price of 8s, 14.32 each of
 the Target Company during the 7s aveets minorized preceding the date of 7s.
 The Copplier has passed 41 92.75 Equity Shares of which 62 ONG Equity Shares were avoided a frighted.
 price 478.4 17 c each of the fairpet Company sea each divide.
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- the Taiglet Company term, as The August not appealed 192 275 Equily States of environment of the States of the St

FINANCIAL ARRANGEMENTS

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| Activity | Day and Date |
|--|-------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Page of publication of this DPS | Friday, August 27, 2021 |
| Last date for fring of the draft letter of offer such SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 2021 |
| Last date for receipt of SEBI observations on the craft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 2021 |
| Identified DateA | Wednesday, September 29, 2021 |
| Last date by which the better of Offer is to be dispersioned to the Public Statemologic amount ranner appear on the register of members on the forming distance. | Wednesday, October 6, 2021 |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give as recommendation to the Public Stateholders for this Open Offer | Monony, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Yuesday, October 12, 2021 |
| Date of convinencement of the tendering period COffer Opening Dase": | Wednesday, October 13, 2021 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| Last date of communicating the rejection's acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Tuesday, November 16, 2021 |
| Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published. | Wednesday, November 24, 2021 |
| | |

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Marcha - 40005 to En - (1) 2 2 684 5 900
Investor Gereance Email (B), andermanace@moligoup.co.ci
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Sd-Sd-Sri Power Generation (India) Private Limited

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MEGASOFT LIMITED

OPEN OFFER FOR ACQUISITION OF UP 10.2.95.08.017 FULLY PAUD-UP FOURTY SHARES OF FACE VALUE OF KS. 1026-LCH ("EDUITY SHARES S) INCHESISHI INC. 48.00% OF THE EXPANDED VOTHING SHARE CAPITAL AS GENEROD BECOMY OF MESCADOFT LIMITED ("FLAGOET COMMANY") AT A PRICE OF KS. 14.10 PER COURTY SHARE FROM THE PUBLIC ANAMENGLESS AS OFFICED BELOY OF THE TRACET COMMANY, BY SRI POWER GENERATION (MCDA) PRIVATE LIMITED ("ACQUIRER") ("OFFICE" OR "OPENOFER").

POWER CENERATION (MOCA) PRIVATE LIMITED ("ACQUIRER") ("OPER" OR "OPENOFER").

This schäeligh, box schemed ("DR") is being secusely instructioned Advisory bringed index the manager to the Open Offer ("or "liminager"), its and or setal of the Acquirer to the Public Starthosomy provised to set on complexe and the Agricans ("Starthosoms Starthosoms Startho

colpanies who ghate control is set of the lend of those plans in the beauting state control or a Early found takes expected as of the 10th lend of those plans in the beauting the found of the flower plans of the object "Public Shareholders" means at the regist Company, but excluding the Acquire, packed so the underlying 574, as controlled an admittable of the flower Company, but excluding the Acquire packed so the underlying 574, as controlled and the plans of the

enting tary invaries any volving only of the shourtees and discharge Board of India (156 Bit) as prescribed an CERC INSIS) (ReplaceMWX AND OFFICE DISCHARGE). The CERC INSIS INDIA CONTROL IN A CONTRO

| Name of the | Category of stureholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|---------------------------------|----------------------------|-----------------------|---------------------|---------------------------------------|
| Ms. Kamalamma Chintalapab | Promoter | 39.95.600 | 83.23 | encustoured, il siny |
| M. Pationo & Co Private Limited | Non-Promoter | 8.00,600 | 16.67 | |
| Ms. Pushpayathi Dandukun | Promoter | 5,000 | 0.10 | |
| Total | | 48,00,000 | 100.08 | |

No other pierson is admap in concent with the Association for the upones of this Open Concentration to the action a concentration that the Association is the man of Regulation 2 (1) (1) (2) of the SEBS (1,543) to the dependent of the Association is the man of Regulation 2 (1) (1) (2) of the SEBS (1,543) to the projection of The SEBS (1,543) to the projection of the Association is concentrated that the concentration is observed for the Association in Concentration (1,543) to the SEBS (1,543) to the SEB

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An on The state of this DPS, there are no descurs representing the Auguster on the boats or the says.

Company.

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An on The state of this DPS, there are no descurss represent diseast August 20, 1021 (SPS), within an enemy periodic of the foregreen state of the special state of the representation of t

emanaged other SFA.

Save and excess an provided in this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Texpet Cornson, as on the date of this DPS, Further, neither the Acquirer and is decision or the processor of the

| Particulars | FY 2020-21 (unaudited) | FY 2019-26 (audited) | FY 2018-19 (audited) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Total income | 6,75,68,868 | 17.17,87,946 | 14,72,90,190 |
| Net income | 2,33,56,940 | 8.52.05.437 | 7,97,22,529 |
| Basic samings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.57 | 17.95 | 16.61 |
| Net worth | 74,60 75,993 | 72.27.09.053 | 63.65 02.616 |

In soon 12,000 per control of the Acquirer for the financial per ended lateral 21,000 per control of the Acquirer for the financial per ended lateral 21,000 man (a feature 13,000 per control of the financial per ended lateral 21,000 man (a feature 13,000 per control of the financial per ended lateral 21,000 man (a feature 13,000 per control of the financial per ended lateral 21,000 man (a feature 13,000 per control of the financial per ended lateral 21,000 man (a feature 13,000 per control of the financial per ended lateral 21,000 per control of the financial per ended lateral 21,000 per control of the financial per ended lateral 21,000 per control of the financial per ended lateral 21,000 per control of the financial per ended lateral 21,000 per control of the financial 21,000 per control 21

| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| Total income | 6,526,62 | 6,323.54 | 7,051.31 |
| Net income | 184.61 | 70 71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Disuted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Shareholders' Funds/ Net worth | 11,354.29 | 11.236.28 | 10 931.36 |

Steen modes if under het worth. 11.361-79 11.252-28 10.353 |
Note: Sharmolders Funds: Mel worth modes equily share capital and other equily.
Details of the Open Funds: made to the Politic Sharmolders in accordance with Right places 311 and 41 of the Sharmolders in American Sharmolders in Ameri

Fully past-up recury aboves as on date 7.37.16.641 0.600%.
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Past-up recurs on date 0.600%

The Offen Price will be paid in cash, in accordance with the provision of Regulation (\$\text{that}\$ in the SEBI (SASE) Regulation. Signify of the SEBI (SASE) Regulation (\$\text{that}\$ in the second price of the non-winding of the Accounts, there are no statutory or other agrovals required to complete extends the second price of the second price

Similar Des Appeter some Bought (per coping) Switter received from the fitting States of States

The Management Control of the Control of the Control of the Control of Contro

Regulation 1).
As a consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3-11 and 4 of SEBI (SAST) Regulations. The Offer Price with payable in cash by the Acquirer in accordance with the provisions of Regulation 5 (play of the SEBI (SAST) Regulations 10-10 and 10-10

| Type of transaction | Mode of transaction | Shares/Voting proposed t | d Underlying Tra rights acquired: o be acquired | Total consideration | Mode of payment | Regulation which has |
|------------------------|--|-----------------------------|---|---|------------------------|--|
| (direct / indirect) | (agreement/ aflotment/ market purchase) | Number | % vis-a-vis total equity/ Expanded Voting Share Capital | for Equity Shares! Voting rights (VR) acquired | (Cash / securities) | triggered |
| | Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an | | Port And Anderson Construence | 1.16.64.629 | | (1) and 4 of the SEBI (SAST) Regulations |
| | existing shareholder of the Target Company namely. Ms. Jyothi Racu | | | | | |
| | Chintalispati: whereby Acquirer has agreed to acquire 8.68.833 Equity Shares | | | | | |
| | ("Sale Shares") from Ms. Jyothi Raju Chintalapet et a price of Rs. 13 60 per | | | | | |
| | Sale Share, for a fotal consideration of Rs. | | | | | |
| | 1, 16,84,829, subject to and in accordance with the tents of the SPA, | | | | | |

SPA.

The CRAW Price was be grapable in cash by the Acquirer in accondance with the provisions of Regulation Sc (Mai) afth a SER(ESAS) Regulations.

The Acquirer was become control over the Regulation price in accondance with the Open Offer Schope to the Acquirer control over the Regulation and the Open Offer Schope to the Acquirer converges and the regulation more fellogation or 100 pc) of the SER(ESAS) Regulation or the Acquirer converges and the regulation schole Regulation SER(ESAS) of the SER(ESAS) Regulation of the Copen Offer, in each case upon consummation of the barractions the Early of the offer pend of the Copen Offer, in each case upon consummation of the barractions This Copen by Expendition of Texture, August 20, 2021, where the SPA was executed between the Acquirer and Mas 2021 Republic Company and the Copen Offer in the Texture of the Texture of the SER Open Offer Inc.

The Cornel and proposed shareholding of the Acquirer in the Texture Company and the delate of the conventional are also believe:

C.

| Details | No. of equity shares | % of equity shares held |
|---|-------------------------|----------------------------|
| Shareholding as on the PA date | 1,82,71,989 | 24 77% |
| Equity Shares to be acquired under the SPA | 8,59,833 | 1.22% |
| Equity Shares acquired between the PA cade and the DPS date | | |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,55,08,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, | 4.86,78.639 | 65.99% |
| as on 10th working day after closing of tendering Period) | | |

There are no RMC in this Offer within the meaning of Regulation 2(1)(a) of this SEBLIGAST). Regulations White persons may be deemed to be strong in concert with the Acquirer in terms of Regulation (1)(a)(b) of the SEBLIGAST) represents the SEBLIGAST (presents of RACE), however, two Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Other within the meaning of Regulation (1)(a)(1) of the SEBLIGAST). The proteodiagns are a percentage of the Expanded Volving Share Capital of the Company.

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The percentages are a percentage of the Expanded Volving Share Capital of the Company.

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The Equity Shares are fished on BSE (Sorip Coder 512466) and NSE (Symbol: MEGASOFT). The ISNN oll Equity Shares are fished on BSE (Sorip Coder 512466) and NSE (Symbol: MEGASOFT). The ISNN oll Equity Shares is NESSB01012.

ne bays (Shemis we lisked on BSE (Sorip Coder 33/4/66) and NSE (Symbol: MEGASOFT). The ISN of EUX) (Sharins Ish ISSS)3016/12. The amounted intelligence of the Equity Sharins is Brissos (Stationary Sarring the 12 Calendar months processing to exceed an ending in each to proceed the stationary Sharins (Stationary Sharins Sharins) (Treibe Months Period): a sale four bolive.

Stock exchange | Traided Tumorer of West (A/B) | Traide Tum

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SSBI (SAST) Hegalatone, a spervace.

Appr SPA

The Acquire has acquired 41 92,715 Early Splares altrohume weighted average price of Rs. 14.32 each of
the Target Company outrighte 52 average immediately precisions the date of PA.

The Acquire has acquired 41 92,715 Early Shares of Inhalit 20,000 Early Shares were acquired at highest
price of Rs. 4.175 each of the Target Company as a sub-dock).

Based on the maximum visuance of trading in the shares of the Target Company as second on NSE during

and the state of the Target Company as recorded on NSE during

And the comment of th

NCML ARRANGEMENTS
The total funding represented for the Open Offer, assuming 128 addreptance; i.e., for the acquarition of 25/5.68 PT Equit, Sorteer, state Offer Price of first. 17 Open coupty place in Sts. 3-3.37.5.39.59.
The acquarities will be proposed from the Control of the Control of

to cotagation's under the SEBI (SAST) Regulations, the Angalite has crualed an extrem account named Sin Power Magazin's Open Office Claim Extreme Account (Extreme Account) with the Extreme Agent Accounted the Angalite has a series of the SEBI (SAST) Regulations, the Angalite has accounted the Angalite has a proposed of SEBI (SAST) Regulations, the Angalite has accounted the Angalite has a proposed of SEBI (SAST) Regulations, the Angalite has accounted the Angalite has a proposed of SEBI (SAST) Regulations and SEBI (SAST) Regulations, i.e. 25% of the SEBI (SAST) Regulations and SEBI (SAST) REGUlations, prior to Reference above the SEBI (SAST) REGUlations, prior to Reference

verticative means are injuries to find the Open Offer origination.

In case of any system demand in the OPE mith or Offer Size. The corresponding processes to the estimate and an activate means are instanced above while trade by the Augustian file and the Company of the Size (Size (Size

| Activity | Day and Date |
|---|------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DIPS | Friday, August 27, 2021 |
| ass date for fising of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public ennouncement for competing offer(s) | Monday, September 20, 2021 |
| ast date for receipt of SEBI observations on the draft letter of offer (in the event, SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 2021 |
| dentified Dated | Wednesday, September 29, 202 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders anose names appear on the register of members on the denoted Date | Wednesday, October 6, 2021 |
| ast date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| ast date by which the committee of the independent directors of the Target company is required to give its recommendation to the Public Shareholders for iso Open Offer | Monday, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 2021 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| ast date of communicating the rejection' acceptance and completion of layment of consideration or refund of Equity Shares to the Public Shareholders. | Tuesday, November 16, 2021 |
| Last date for publication of post-Open Ofer public announcement in the newspapers in which this DPS has been published. | Wednesday, November 24, 202 |

Less date of communicating the reported acceptance of an acceptance of completion of portment of consideration or referred of Equity Shares to the Public Sharerolates.

Less date for publication of post-open or referred of Equity Shares to the Public Sharerolates.

Less date for publication of post-open of the public sharerolates.

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The Aleverithments are enablation (pregneted on the babb of timotices provided under the SERI (SAST) Regulations and an abuptor to record of statisturing subject to prevent on the babb of timotices provided under the SERI (SAST) Regulations and all benefits of statisturing subject to record of statisturing subject to prevent on the Public Sharerolates in the SERI (SAST) Regulations and all benefits date in only to the public of determining the nation of the Public Sharerolates is outhon the Later of Citic for Target Company date the founded David see regions to grant public of the Public Sharerolates is outhon the Later of Citic for Target Company date the founded David see regions to grant public on the Citic Citic Target Company date the founded David see regions to grant public on the Public Sharerolates in Acade Company and the founded David see regions to grant public on the Public Sharerolates in Acade Company and the founded David see regions to grant public on the public of the Citic Citic Target Company date the founded David see regions to grant public on the public of the Citic Citic Target Company and the founded David see regions to grant public on the public of the Citic Citic Target Company and the founded David see regions to grant public date of the Citic Cit

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ries appointed Cemee Corporale Services Limbed, as the Register to the Offer and their or Camee Corporate Services. Limited Registered Offers address 3,04-encross Dussing, No. 1 Cub House Road, Chemoal Registered Offers address 3,04-encross Dussing, No. 1 Cub House Road, Chemoal Telephone no. 31 C44-1000/2019 (51-442-2040); 25 Camee 10 C44-2040); 25 Camee 10 C44-2040; 25 Camee 10 C44-

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TITUSI Investment Advisors Private Limited
Resistered Office Address: 109-110, Bidanama Bandra Kurta Complex, Bandra IE)
Murbraa - 400051 Tel- 1912 22465 4000 Fast - 912 22 4004 5000
Investor Grevance Email ID: outbroatcom@finadigroup in
Contact Person, IM Significate Softia.
Email ID: Significate Data (September 1997)
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Sri Power Generation (India) Private Lie

Date: August 26, 2021 Place: Hyderabad

MEGASOFT LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 2.95.88,017 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 18.EACH (F.COUTY SHARES), REPRESENTING 48,0%, OF THE EXPANDED VOTING SHARE CAPTIAL, RS OPENHED BELLON OF MERGASOF LIMITED (FTARSET COMPANY) AT A PRICE OF RS. 14.79 FRE GUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELLON) OF THE TARSET COMPANY, BY SR POWER CHEMERATON (MIGH) PRIVATE CHIMITED) X ACQUIRER (F) OFFER OR "OPEN OFFER")

POWER GENERATION (NOIL) PREVAILE LIMITED! "A COURSER" | "OFFER" OR "OFFER OFFER!"
This stated public science of "PS" is the pissed by Trust time stream. It is also seen to the property of the Children of th

- ing to this upper owner. "Expanded Mohing Share Capital" means the total voting equity share capital of the Target Company on a fully dibuted basis expected as of the 10th (tenth) Working Cay from the closure of the Tendering Period for the Open
- dusted basis sexpected as of the 10th (each). Working Cay if an life dissue of the Tercising Funcion for the Open Cities

 "Public Standardoders" (means at the quity distortables of the Taylet Company, inclining the compromoter one public characterises of the Taylet Company, but exciting the Angulet carries for the exception of the public company and exciting the Angulet carries for the exception of the public company and exciting the Angulet carries for the exception of the company and the exception of the exce

| Name of the shareholder | Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if am |
|----------------------------------|----------------------------|-----------------------|---------------------|--------------------------------------|
| Ms. Kamalamma Chintalapati | Promoter | 39,95,000 | 83 23 | |
| M. Pallonji & Co Private Limited | Non-Promoter | 8,00,000 | 16.67 | - |
| Ms. Pushpayathi Dendukuri | Promoter | 5,600 | 0.10 | |
| Total | | 48,00,000 | 100.00 | |

- # 4,60,000 I 00.000

 Noober persons is acting in concent with the Acquirer for the pursons of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer for the pursons of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2,1 (1)(q/2) of the SEBI (SAST) Regulations (Deemed PACs) is however, some Deemed PACs as non-lacturing concent with the Acquirer of the purposes of this Open Offer, within the meaning of Regulations 2 (1)(q/2) of the SEBI (SAST) Regulations.
- the paginoses of this object notes, within the meaning of Regulation 2 (1)(c)(1) of the SEBI (SAST). The traines of the decipier are notated on any tock exchange in hids not account from the same of the same of
- onissaged in the SPA.

 In Section 19 Section

| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Total income | 6,75,68,668 | 17,17,67,946 | 14,72,90,190 |
| Net income | 2,33,66,946 | 8,82,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.87 | 17.96 | 16 6 |
| Net worth | 74,60,75.993 | 72,27,09,053 | 63,65,02,61 |

| | | | (Rs. In lakhs) |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| Total income | 6 626 62 | 6 323.54 | 7,051,31 |
| Net income | 184.81 | 70.71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Diluted earnings per share (Rs.) | 0.42 | 0,16 | 0.08 |
| Shareholders' Funds/ Net worth | 11.364.29 | 11.236.28 | 10 931 36 |

Interview Funds in Net worth 11,364 29 11,23 Mote: Shareholders Funds Met worth includes equity share capital and other equity. Details of the Open Offer Is being marked to the Charles Country of the Charl

- Note: Shareholders Flacis / Ref acrth includes econly share nacted another equals.

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| Particulars | No. of shares | % of Expanded Voting Share Capital |
|--|---------------|---------------------------------------|
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% |
| Partly paid up equity shares as on date | 0 | 0.00% |
| Employees Stock Option (ESOPs) vested, or shall vest prior to the date of this DPS , if any | 0 | 0.00% |
| Expanded Voling Share Capital | 7,37.70,041 | 100.00% |

- motivoses Stack Option (ESOP) vestod, or shall vest 0 0 0.05% into the educe of this DPS a nay promoted Stellor, Stamp Capital 100 00% or the control of the DPS and provided state of the Capital 100 00% or the Capital 100 00% of the Capital 100 00% of

- Self-dom; Contact Person: Smalls Subsani, control and Subsaniar Edition:

 3.14 A par Regulation SAA of the SEBILI shing Obligations of Bullschauer Requirements, Regulations; 2015, as amended ("SEBI (LODR) Regulations") and with Rotes 19(2) and 164 of the Securities Contacts (Regulation) (Most; 159), as a mental call 25% public shared (SARP), the Integer Company is regulated to markinal facilities (Regulation) (Most; 159), as a mental call 25% public shared chairs and selective of the SEBILI shared (SARP), the Integer Company is a complete Company in the Integer Company is a complete on the Company of the Integer Company is a completure with the markinary public shared and requirements stipulated under applicable have not shall confinue to the incomplence before developing the Regulation (Integer Company) and the Company is a complete of the DPS.

 3.15 The Manager does material daily Equily Shares in the Regulation and the Company of the Company is an other case of this DPS.

 3.16 The Manager does material daily Equily Shares in the Regulation of the Company of the Regulation of the Company of the Regulation of the Company of the Regulation of the

- BACKGROUND TOTHE OPEN OFFER

 As on the date of the public amountment dates August 20, 2021 (Public Amountment in 1974), the Anguere battle Art public Amountment in 1974, the Anguere battle Art public Amountment in 1974, the Anguere battle Art public Amountment in 1974, the Anguere battle Art public Company may be a sixty purchase agreement cased August 20, 2021 (1974), with on existing statesholder of the Target Company may. Mr. Julyich Ragu Chandaspat, intendity Anguere agreed to person 59,533 (Sealy Shares) (Sales Shares), 1976 (All Paper Shares), 1976 (All Paper
- violences), or consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquiror in phance with Regulations (1) and 4 of SEBI(SAST) Regulations. The Offer Price will be payable in cash by the ever in accordance with the provisions of Regulations (1) (a) this SEBI(SAST) Regulations.

 Details of Underlying Transactions

 Details of Underlying Transactions

| Details of Underlying Transactions | | | | | | |
|------------------------------------|--|-------------|---|---|------------------------|---|
| Type of transaction | Mode of transaction | proposed to | rights acquired/ be acquired | Total consideration | Mode of payment | Regulation which has |
| (direct / indirect) | (agreement/ allotment/ market purchase) | Number | % vis-à-vis total equity/ Expanded Voting Share Capital | for Equity Shares/ Voting rights (VR) acquired | (Cash / securities) | triggered |
| Direct | Share Purchase Agreement: A share purchase Agreement Share purchase as governed before the share purchase as governed before the share purchase as governed before the Acquire and an oxising and an oxising shareholder the share | 8 98.833 | 1.225 | Rs. 1,16 84 623 ¹ | Cash | Regulations 3 (I) and 4 of me SEBL(SASTI Regulations |

- SSA.

 The Offer Price sail be appared in cash by the Acquirer in accordance with the provisions of Regulation SERI(SAS1) Regulations. The Offer Price is also provided the SERI(SAS1) Regulations. The Acquirer stuff provide occurred over the Target Company on the earlier of the date failing after, (i) enginy of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requementation during Regulations, and (ii) the earlier of the Open Offer. In each case upon consummation of the transactions envised to the Cash of the Open Offer. In each case upon consummation of the transactions envised in the Cash of the Open Offer. In each case upon consummation of the transactions envised in the Cash of the Open Offer. In each case upon consummation of the transactions envised in the Cash of the Open Offer. In each case upon consummation of the transactions envised in the Cash of the Open Offer.
- emissaged in the SPA.

 This Offer gold Inggrend on Finlary August 20, 2021, when the SFA was executed between the Acquirer and Mail Juphili Ray Offeratepast

 REVIOLITIES AND ACQUISITION DETAILS

 The current and proposed shareholding of the Acquirer in the Target Company and the details of the acquired in the Target Company and the details of the

| Details | No. of equity shares | % of equity shares held |
|--|-------------------------|-------------------------|
| Shareholding as on the PA date | 1,82,71,989 | 24.77% |
| Equity Shares to be acquired under the SPA | 8.98,833 | 1.22% |
| Equity Shares acquired between the PA date and the DPS date | | |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,08,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, as on 10th working day after closing of tendering Period) | 4,86,78,839 | 65.99% |

- Note:

 a. There are no PAC in this Offer within the measuring of Regulation 2(1)(iii) of the SEBLISAST, Regulations, While persons may be beened to be acting in concern with the Acquirer in terms of Regulation 3(1)(iii) of the SEBLISAST, Regulations, While persons may be beened to be acting in concern with the Acquirer in terms of Regulation 3(1)(iii) of the SEBLISAST, Regulations (Desemble PACS), however, such Deemed PACS are not adeing in concern with the Acquirer in terms of Regulation 3(1)(iii) of the SEBLISAST) Regulations.

 The percentage are a percentage of the Expanded Voling Share Capital of the Company.

 C. Assuming this acceptance under this Offer (i.e. 25% 6.01) Equity Shares), then the sharefulned of the Expanded Voling Share (1) and the SEBLISAST SHARES). As on the date of this DSS, neither the Acquirer on the direction of its beynname price in the SEBLISAST SHARES. As on the date of this DSS, neither the Acquirer on the direction of its beynname price in the SEBLISAST SHARES. As on the date of this DSS, neither the Acquirer on the direction of its beynname price in the SEBLISAST SHARES. The SEBLISAST SHARES SHA

- ER PRICE.
 The Equity Shares are Bated on BSE (Scrip Code: 522408) and NSE (Symbot MEGASOFT), The ISIN of Equity Shares is NES33801012.
 Equity Shares is NES33801012.
 The annualized origing tenrower of the Equity Shares, on the Slock Exchanges during the 12 calendar monitor speeding the calendar month in which the public announcement was required to be made, i.e., from August 1. 2020 by addy 1, 2021 ("Newlet of Konthy Reidra"), i.e. set outballow;

| Stock exchange | Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Weighted average number of Equity Share during the Twelve Months Period("B") | Trade Turnover % (A / B) |
|----------------|--|---|-----------------------------|
| NSE | 3,42,72,841 | 4,42,67,293 | 77% |
| 8SE | 1.24,93,688 | 4,42,67,293 | 28% |

urce: National Stock Exchange of India Limited ("NSE") and SSE Limited ("SSE")
Based on the above, the Equity Shares of the Target Company are frequently traced on SSE and NSE in
accordance with Registedian ("1) by office SSE (SSEST) Registedians).
The Office Price of Rs. 14, 70 per Equity Share has been determined in larger of Paris.

18 SERIO (SSEST)

| S.N | Particulars | Rs. per equity share |
|-----|--|----------------------|
| Α. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| B. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 6(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14.33 |
| F. | Where the Equity Shares are not feequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valkation parameters including book value, comparable trading multiples and such other parameters as are customary for valkation of shares of such companies. | Not Applicable |
| G, | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- SCHLARS LIFEQUIADORS, IT SOPPLEADE

 Appr SPA.

 The Acquire this acquired 4 (3,237.5 Equity, Shares at volume weighted average price of Rs. 14.32 each of
 the Target Company duming the 2 several summadately proceding the date of PA.

 The Acquire this acquired 4 (3,237.5 Equity, Shares of which 20,000 Equity Shares were acquired at highest
 proce 4/Rs. 17 Acquired on the Target Company as a bulk deal.

 Based on the maximum volume of finating in the shares of the Target Company as recorded on NSE during
 sorthpatch.

- Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during such parts of the parameters considered and presented in the affects of the parameters considered and presented in the affects of the parameters considered and presented in the affects of the parameters considered and presented in the affects of the Parameters of the SERI (ASST) Regulations (2) of the Parameters of the SERI (ASST) Regulations (2) of the Parameters of the SERI (ASST) Regulations (3) of the SERI (ASST) Regulations (4) of
- FINANCIAL ARRANGEMENTS

- its obligations under the SEBI (SAST) Regulations, the Adoptine has created an excrew account named Power Megardil Open Citier Cash Extrow Account; "Estrow Account;" with the Extraw April accordance with the requirement of Replacion 17 of the SEBI (SAST) Regulations, the Adoptine deposted in cash an aggregate CRF 10.64 of MSP in the Extraw Account in the amount decoulation Extra Account is an originative with the requirements of popped in Extraw Accounts or Regulation 11 to SEBI (SAST) Regulation; is 25% of the first RS 50 cover of the Otte Consideration and 10% of remarked of the Otte Consideration.

- he SEBLISAST) Regulations is a 25% of the first RR SSD care of the Office Consideration and 16% of the researched of the Office Consideration.

 The Acquirer has authorised the Manager to the Offer to specified and reading the various of the Estimate Account in their old to SEBLISAST (SEG) Height and in the Consideration and care the quantities and a their plant plantage. The Acquirer has made from Manager and plantage consideration and plantage control to the Office Consideration and the Acquirer has been stated from Manager and Account that (FRIX: 005235) [Mr. G. Righ, Veolar, nature membership no. 205141, vide their confideration state for the Open Office adequate in another sources for fulfilling their collegations under the Open Office beard on the other thanager to the Office is salided, a Johan this adequate in comparison to control of the Consideration of the Consideration of the Acquirer to residence when the SEBLISAST) Respirations, and the Acquirer to control on the Consideration of the Consideration of the Consideration control on the Consideration of the Consideration of the Consideration of the control on the Consideration of the Consideration of the Consideration of the Consideration control on the Consideration of the Consideration of the Consideration of the Consideration control on the Consideration of the Consideration of the Consideration of the Consideration in case of any spaces revision in the Office Price or Office Size, the corresponding increased to the exercise required consideration of the Consideration of the Consideration of the Consideration (CONSIDERATION of the Consideration of the Considerati
- Regulations, prox to effecting such a STATHTORY AND OTHER APPROVALS

- be Open Offer a nor the date of this DRS. It however, any statutory or cline approval becurres agriculture price occupation of such acquisition, the Open Offer and set also be sughest than the statutory or deter approvals; being obtained, in the Open Offer and set also be sughest than the statutory or deter approvals; being obtained, in the Open Offer and set also sughest than the other special provides of the Open Offer are not accepted. For acceptance of these sets the Decompt approach is best to consider a for the Open Offer are not accepted. For acceptance of the Open Offer are not accepted, for acceptance of the Open Offer are not accepted. For acceptance of the Open Offer are not accepted, within 2 Working Days of such withdraws and the Open Offer in the Acquire of the Open Offer are not accepted, within 2 Working Days of such withdraws and the Open Offer in the Acquire of the Open Offer in the Open Of

| Activity | Day and Date |
|---|------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DPS | Friday, August 27, 2021 |
| Last date for fling of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 2021 |
| Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought darifications or additional information from the Manager) | Monday, September 27, 2021 |
| fdentified Date# | Wednesday, September 29, 202 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Wednesday, October 6, 2021 |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer | Monday, Oclober 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 2021 |
| Date of closure of the tendening period ("Offer Closing Date") | Friday, October 29, 2021 |
| Lest date of communicating the rejection? acceptance and completion of payment of consideration or refund of Equity Shakes to the Public Shareholders | Tuesday, November 16, 2021 |
| Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published | Wednesday, November 24, 202 |

- Learning papers in which this DPS has been published.

 The bobb eliminate are inclusive (papers) on the basis of landings provided under this SEBI (SNST) Regulations) and The bobb eliminate are inclusive (papers) on the basis of landings provided under the SEBI (SNST) Regulations) and above may be completed prior to their corresponding dates subject to complete a centre of the SEBI (SNST) Regulations of all the SEBI (SNST) regulations and the centre of the Paris (SNST) regulations and the SEBI (SNST) Regulations and the SEBI (SNST) regulations and the SEBI (SNST) regulations are considered to the SEBI (SNST) regulations and the SEBI (SNST) regulations are considered to the SEBI (SNST) regulations and the SEBI (SNST) regulations are considered to the SEBI (SNST) regulations and bockment shareholders would be sent if it is called the SEBI (SNST) regulations and bockment shareholders and bockment shareholders are considered to the SEBI (SNST) regulations and bockment shareholders are considered to the SEBI (SNST) regulations and bockment shareholders are considered to the sebilish to application in link Geom Cities and the sebilish to application in link Geom Cities and the sebilish to application in link Geom Cities and the sebilish to application in link Geom Cities and the sebilish to application of the SEBI (SNST) regulations and the sebilish to application of the SEBI (SNST) regulations and the sebilish to application of the SEBI (SNST) regulations and the sebilish to application of the SEBI (SNST) regulations are considered to the sebilish to applications and the sebilish to applica

 - uven unemay, current acorress and contact details.
 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Office is more than the number of Equity Shares agreed to be acquired in this Office, the Acquirer shall account those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with this Manager to be Office.

- in the event that the number of Equily Shares validly inverted by the Hacks. Shareholders under the surers in an expension of Equily Asserted of Equily Shares and accept the acceptance of Equily Shares and Shareholders on a proportional basis in consultation with the Management of Equily Shares and Shareholders on a proportional basis in consultation with the Management of Equily Shares in the Consultation Windows and Shareholders on a proportional basis in consultation with the Management of Equily Shares in the Consultation Windows and Shareholders on Shareholders o

- The Acquirer and so a process of the many of the Acquirer of the Acquirer of the Target Company.

 OTHER phones should create be obtained effective on the Manager due Acquirer or the Target Company.

 The Acquirer and its directive in their capacity as directors of the Acquirer accord till responsibility for the Information Contained in the Park and the SESI (SAST) Regulations in respect of the Open Oiler.

 All the information contained in the Park and the SESI (SAST) Regulations in respect of the Open Oiler.

 All the information pertaining to the Target Company contained in the Park OIPS or Ledier Offer or any other advertisement/publications made in connection with the Open Oiler bas either been obtained from publicy available as such as provided by the Target Company.

 In this DPS, all references to Park a few offerences as the feath of the Acquirer does not accept any responsibility with respect in this DPS, all references to Park and the Park all also be available on SEBIS x website (year year) growth of the SEBI ACRAST Predictions not belong to the rounding off.

 This DPS and the Park all also be available on SEBIS x website (year year) growth of the SEBI ACRAST Predictions not belong the Company.

 Pursuant or Regulations (12) in the SEBI SEAST Predictions not belong the Company of the SEBI ACRAST Predictions not belong the SEBI ACRAST Predictions not belong the Company of the SEBI ACRAST Predictions not belong the Company of the SEBI ACRAST Predictions not belong the Company of the SEBI ACRAST Predictions not belong the SEBI ACRAST Predictions of the SEBI ACRAST Predictions not belong the SEBI ACRAST Predictions of the SEBI ACRAST Predictions of the SEBI ACRAST



For and on behalf of Acquire Sri Power Generation (India) Private Limiter

DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

MEGASOFT LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 2.35.38.017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FEGUITY SHARES. REPRESENTING 6.00% OF THE EXPANDED COTING SHARE CAPITAL (AS TO SHARED SECON) OF MEGAGOF I LIMITED (1 TARGET COMPANY!) AT A PRICE OF RS. 1.47) PRE FAUL (AS SHARE FAOM THE PUBLIC SHAREHOUSERS (AS DEFINED BECOM) OF THE TRADET COMPANY, BY SIR POWER GENERATION (MIGH)PRIVATE FURTHER (1) ACQUIRER? (1 OFFER OR "OPEN OFFER") COMPANY, BY SIR POWER GENERATION (MIGH)PRIVATE FURTHER (1) ACQUIRER? (1 OFFER OR "OPEN OFFER")

POWER CREMENTATION (MOLIA) PRIVATE LIMITED ("ACCURRENT) COPERATOR" OR "OPENOFERS").

This schalad-gold as issued multi-profit principal schalad private distance flowers in the Manager's to the Office" or "Manager's to into Office" or "Manager's to or the Manager's to the Office of Office or Manager's to or the Manager's to or the Manager's to ordinate or the Manager's to ordinate or the Manager's to ordinate or

ng winns open over. 'Expanded Voting Share Capital' means the load voting equity share capital of the Target Company on a fully fileted basis expected as of the 16th (fenth) Working Day from the diostrie of the Tendering Period for the Ocen

Expanded Voling Share Capital Thears is the Mark overagle copy state is compared to the Open Cities.

All Capital Capi

| Name of the shareholder | Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|----------------------------------|----------------------------|-----------------------|---------------------|---------------------------------------|
| Ms. Kama'amma Chintalapati | Promoter | 39,95,000 | 83.23 | |
| M. Pallonii & Co Private Limited | Non-Promoter | 8,60,000 | 16.67 | - |
| Ms. Pushpavathi Dendukuri | Promoter | 5,000 | 0.10 | |
| Total | | 48,00,000 | 100.00 | |

As on the colle of this DPE. There are no detectors representing the Acquier on the board of the Target Company.

The Acquier entered into a store purchase agreement dated Angost 20, 2021 (SPR) with an existing shareholder of the Target Company search, this Lyoth Riggs Childabpat, wineverlop Acquier agreed to acquier a Set SSE Equity Stores (See Stores) thomat is upder this go Childabpat, wineverlop acquier and acquier acquier and acquier acq

| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Total income | 6,75,68,688 | 17,17.67,946 | 14,72,90,190 |
| Net income | 2,33,66,940 | 8,62,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.6 |
| Diluted earnings per share (Rs.) | 4 87 | 17.96 | 16.61 |
| Net worth | 74,60,75,993 | 72,27,09,053 | 63,65,02,616 |

The key Instituti information of the Angulant facility from the Institution (see encode March 31, 2021, Merch 31, 2022) and Anch 31, 2009 have been enterfaced from the unsulted financial statements for the financial year coded March 31, 2021 and from the audited financial statements for the financial years ended March 31, 2020 and March 31, 2031 respectively.

10 (He with Institution of the Angulant Angulant (See English Angulant See English Angu

Masch 31, 2003 and Manh 31, 2019 respectively.

Methods include squally plane capital and other equally but does not include non-controlling interest.

Details of Megasoft Limitself "Target Company" |

1. The Target Company is a public limited company incorporated on June 22, 1991 under the Companies Act. 1998 its CNN is 1,272.0011199/PR.CO42733. The name of the Target Company has not condespore any change in the last three years. The registed office of the Target Company has not endespore any change in the last three years. The registed office of the Target Company has not endespore any change in the last three years. The registed office of the Target Company is capital of the Company in the Part of the Target Company is capital on the Target Company is Capital States (1997) of the SEBI (1997) of the SEBI

| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| Total income | 6,626,62 | 6.323.54 | 7,651.31 |
| Net income | 184.81 | 70.71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Oiluted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Shareholders' Funds! Net worth | 11,354.29 | 11.236.28 | 10.931.36 |

| Particulars | No. of shares | % of Expanded Voting Share Capital |
|---|-------------------------|---------------------------------------|
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% |
| Partly paid up equity shares as on date | 0 | 8.00% |
| Employees Stock Option (ESOPs) vested, or shall vest prior to the date of this DPS, if any | 0 | 0.05% |
| Expanded Voting Share Capital | 7,37,70,041 | 100 00% |
| 3.6 As on the date of this DPS, there are no: (a) partly paid E | quity Shares, and (b) o | outstanding instruments in the |

resource values or values are not (a) party (pad Equity Shales as not (6) outstanding resources in the nature of warrants of ulty convention educations or party convention debentures' preference stares or ESOPs is sued by the Target Company.

The Other Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulation 9(1)(a).

ESOP's seased by the Target Company.

The Otler Prince will be paid in cash, in accordance with the provisions of Regulation 9,(1);a) of the SEBI The Otler Prince will be paid in cash, in accordance with the provisions of Regulation 9,(1);a) of the SEBI The Otler Prince will be paid in cash, in accordance after Estatutory or other approvals petrox here are no statutory or other approvals required for the acquisition of this Other Strues that are validly identified prince are no statutory or other approvals required for the acquisition of this Other Strues that are validly identified prince are not statutory or other approvals required for the acquisition of this Other Strues that are validly identified prince are not statutory or other approvals required to the other strues of the statutory or other approvals are required by the other structures of the statutory or other approvals are required in Other Other Strues that are validly increased by the other structures of the Strues that are validly increased the structure of the Acquisition approvals are required in order to complete this Quero Other Acquisition approvals are required in order to complete this Quero Other Acquisition approvals are required in order to complete the Quero Other Acquisition approvals are required in order to complete on the Quero Other are not of the Acquisition approvals specially on the CSP as as all on the ESP data and on the Acquisition and the Acquisition (and the Acquisition approvals are acquisited prince of the CSP and the Acquisition and the Acquisition

soft con | Contact Person Stray Sustain, Company Society & Complaine Officer

3.14 As per Regulation 334 of the SEBI (Unling Children) and Disclosure Regulation (Fig. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Contact Regulation (Sec. 2) and 3.45 of the Securities Regulation (Sec. 2) and 3.45 of

Library comprehensive of the execution of STPA. this Open Offer is a manufatory of the being made by the Acquirer in completion of the execution of STPA. this Open Offer is a manufatory of the being made by the Acquirer in completion of the execution of the execution of STPA. This Open Offer is completed with the greatment of the Regulation of the STPA in the STPA

| Type of transaction | Mode of transaction | Shares/Voting proposed to | rights acquired/ be acquired | consideration | Mode of payment | Regulation which has |
|------------------------|---|------------------------------|---|---|------------------------|--|
| (direct / indirect) | (agreement/ allotment/ market purchase) | Number | % vis-à-vis total equity/ Expanded Voting Shars Capital | for Equity Shares/ Voting rights (VR) acquired | (Cash / securities) | triggered |
| Direct | Share Purchase Agreement: A Agreement: A Agreement: A share purchase agreement date of Argust 20, 2021 (1984) A sense of Argust 2021 (1984) A | 6 96 833 | 122% | Rs. 1.16 S4 8291 | Cash | Regulations 3 (I) and 4 of the SEBI (SAST) Regulations. |

Latin.

The Offer Pieze will be populate in cash by the Acquirer in accordance with the provisions of Regulation ST()) and the SEBI (\$4.55) Regulations.

The Acquirer was represented over the Marquit Company or the earlier of the date Billing Metr. (I) energy of 21 working days from the date of the DPS to be asseed in connections with the Open Offer subject to the Acquirer company; and the requestion sufficient Regulations (20) the SEBI (\$4.55) Regulations, and (ii) the seryor of the offer point of the Open Offer: in each case upon consummation of the transactions entraspect may be sufficient to the service of the offer point of the Open Offer: in each case upon consummation of the transactions entraspect may be sufficient.

e-missaged in the SFA.

3. This Office politogened on Fristry, August 20, 2021, when the SFA was executed between the Acquirer and Ms. Jyean Rigal Chinatapolit.

6. SHAREHOLOMANIA ACQUISITION DETAILS

1. The dozent and grouped shareholding of the Acquirer in the Target Company and the details of the companies and office and offi

| Details | No. of equity shares | % of equity shares held |
|--|-------------------------|----------------------------|
| Shareholding as on the PA date | 1.82,71,989 | 24.77% |
| Equity Shares to be acquired under the SPA | 8.98 633 | 1.22% |
| Equity Shares acquired between the PA date and the DPS date | | - |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,68,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, as on 16th working day after closing of tendering Period) | 4,86,78,839 | 65.99% |

The time are no PLA in Softer within the meaning of Regulation 2(1)/gg of the SEBI (SAST) Regulations. While persons may be determed to be acting in concert with the Acquirer in terms of Regulation 2(1)/gg of the SEBI (SAST) Regulations. While persons may be determed to be acting in concert with the Acquirer in terms of Regulation 3(1)/gg(1)/gg of the SEBI (SAST) Regulations (Deemed PACS is the root acquirer in the SEBI (SAST) Regulations) (Deemed PACS is a root acquirer with the Acquirer for the purposes of this Open-Offer, which the meaning of Inequisions (1)(1)(gg(1)/gg) of the SEBI (SAST) Regulations (Deemed PACS) acquired belong SEBI (SAST) Regulations (Deemed PACS) acquired the SEBI (SAST) Regulations (Deemed PACS) acquired the SEBI (SAST) Regulations (Deemed PACS) acquired the SEBI (SAST) S

| Stock exchange | Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Weighted average number of Equity Share during the Tweive Months Period(*B*) | Trade Turnover % (A / B) |
|---------------------------|--|---|--------------------------|
| NSE | 3,42.72,841 | 4,42,67,293 | 77% |
| B\$E | 1,24,93,888 | 4,42,67,293 | 28% |
| Source: National Stock Ex | change of India Limited ("I | VSE") and BSE Limited ("B | SE") |

: National stock Exchange of India Limited ["Nish"] and Bish Limited ["Rish"] seed on the above, the Equity Shares of the Target Company are frequently traded on BSE and NiSE in cordance with Regulation (2)(jij) of the SEBI(SAST) (Regulations. In Other Price of Rish 14 ft Date Themis Share has been determined in Items of Resulations RIT) and RISH on the

| S.N | Particulars | Rs. per equity share |
|-----|--|----------------------|
| Α. | Highest negoliated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| В. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E. | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14,33 |
| F. | Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such, companies | Not Applicable |
| G. | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

SEPE (CAST) Requisition, if applicable
Apper SPA
The Acquirer has acquired 4 19 23.75 Equity States all volume weighted average price of Rs. 14.32 each of the Target Commany during the 52 weeks is immediately preceding the date of PA.
The Acquirer has acquired 4 19.2.75 Equity States of which 20,000 Equity States owere acquired at highest price of Rs. 14.72 each of the Target Commany as a but Keal.
Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded in the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Company as recorded on NSE during sorting in the shares of the Target Com

Section of the maximum volume of handly in the Shares of the Target Company as recorded on NSE during such point of the maximum volume of handly in the Shares of the Target Company as recorded on NSE during such point of the shares of the

MICHAL ARRANGEMENTS
The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the securation of 2.95 (6.07 Equity Shares, attito Offer Price offer, iii. Yopper-quily shares 198, 4.3.76,7.84.99 or 1.00 to 1.00 t

OTORY AND OTREMAPHOVALS.
To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to co-the Open Other as on the date of this DPS. If, however, any statutory or other approval becomes app more to completion of such acquisitions, the Open Other would also be subject to such other statutory or

ATUDINE ARADO LITERATORY TO AND A CONTROLLAR OF THE ARADO LITERATORY TO AND A CONTROLLAR OF THE ARADO LITERATORY TO AND A CONTROLLAR OF THE ARADO LITERATORY AND

| Activity | Day and Date |
|--|-------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this OPS | Friday, August 27, 2021 |
| Last date for filing of the draft letter of offer with SEBI | Friday, September 3, 2021 |
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| Identified Date# | Wednesday, September 29, 2021 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Wednesday, October 6, 2021 |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Petitic Shareholders for this Open Offer | Monday, October 11, 2021 |
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| Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published | Wednesday, November 24, 2021 |



Last date of communication for regretions acceptations and comprehend of productions of the productions of t

1. Equity Shares show the submished factors on the Nanager, the Apparent or the Target Company OTHER INFORMATION
1. The Acquirer and its directors in their capacity as directors in the Acquirer accept that responsibility for the information contained in the PA and but the SPS and also for the obligations of the Acquirer accept that responsibility for the information contained in the PA and the SPS and so that the SPS and so the obligations of the Acquirer accept that responsibility for the information contained in the PA are DPS or Leder of Offer or any other advertisement/publications made an connection with the Open Offer has either been obligated from public or a wind information protected in the Target Company contained in the PA or DPS or Leder of Offer or any other advertisement/publications made an connection with the Open Offer has either been obligated from public or law information provided in the Park rings PDS are the text of Offer praticipally the Target Company of the William (Inc.) and the Park and also be available on SERI'S web-site (www.sell.gov.in).

In Ins DPS, and the Park hall also be available on SERI'S web-site (www.sell.gov.in).

Pursuand to Regulation (12) in the SERI'S ASSI Pagealisms, the Arquirer has appointed Trust Investment Advisors Prinatel made as the Manager to the Offer.

The Acquirer sus appointed Camer Copposite Services Limited.

Camer Copporate Services Limited

Camer Co



Date: August 26, 2021 Place: Hyderabad

For and on behalf of Acquirer Sd/-Sri Power Generation (India) Private Li

CIN: L72200TN1999PLC042730 | Registered Office: No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com | Contact Person: Srivalli Susarla. Company Secretary & Compliance Officer

OPEN OFFER FOR ACQUISITION OF UP TO 2,95,08,017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF MEGASOFT LIMITED ("TARGET COMPANY") AT A PRICE OF RS. 14.70 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") ("OFFER" OR "OPEN OFFER")

This detailed public statement ("DPS") is being issued by Trust Investment Advisors Private Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments and/ or modifications thereto ("SEBI (SAST) Regulations"), and pursuant to the public announcement dated August 20, 2021, ("PA") filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), Securities and Exchange Board of India ("SEBI") and the Target Company, in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below Terms capitalized herein but not defined hereunder shall have their meanings ascribed to them in other documents

- pertaining to this Open Offer. "Expanded Voting Share Capital" means the total voting equity share capital 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
- "Public Shareholders" means all the equity shareholders of the Target Company, including the non-promoter non-public shareholders of the Target Company, but excluding the Acquirer, parties to the underlying SPA (as defined below), including persons deemed to be acting in concert with such parties to the SPA, pursuant to and in ompliance with the SEBI (SAST) Regulations;
- "SEBI Act" shall mean Securities and Exchange Board of India Act. 1992 and subsequent amendments thereto "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI"), as prescribed in
- ACQUIRER, TARGET COMPANY AND OPEN OFFER

Details of Sri Power Generation (India) Private Limited ("Acquirer")

- The Acquirer is an unlisted private company limited by shares. It was incorporated as a private limited company in accordance with the Companies Act, 1956 on August 28, 2007 under the name of Sricity Power Gen. (TN) Private Limited. The name was subsequently changed to Sri Power Generation (India) Private Limited on August 3, 2009. The CIN of the Acquirer is U40109TN2007PTC064543.

 The registered office of the Acquirer is located at No. 85, Kutchery Road, Mylapore, Chennai - 600004 and
- Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad 500081 Tel No.: +91 40 4050 4412.E-mail: sripowergeneration@gmail.com.
- The Acquirer is primarily engaged in the business of establishing, owning, taking on lease, operating and maintaining power generation units in order to generate power by employing any kind of technology, and to distribute, and to sell electricity or power so generated.
- The promoters of the Acquirer are Ms. Kamalamma Chintalapati and Ms. Pushpavathi Dendukuri. The shareholding pattern of the Acquirer as on date is set out below:

| Name of the shareholder | Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|--|----------------------------|-----------------------|---------------------|---------------------------------------|
| Ms. Kamalamma Chintalapati | Promoter | 39,95,000 | 83.23 | - |
| M. Pallonji & Co Private Limited | Non-Promoter | 8,00,000 | 16.67 | - |
| Ms. Pushpavathi Dendukuri | Promoter | 5,000 | 0.10 | - |
| Total | | 48,00,000 | 100.00 | |
| 1.5 No other person is acting in concert with the Acquirer for the purpose of this Open Offer. While persons may | | | | |

- be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"). However, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST)
- The shares of the Acquirer are not listed on any stock exchange in India or abroad.
- As on the date of this DPS, there are no directors representing the Acquirer on the board of the Target Company.
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after. (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and
 (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions nvisaged in the SPA.
- 1.9 Save and except as provided in this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this DPS. Further, neither the Acquirer nor its directors or key managerial personnel have any relationship with or interest in the Target Company, as detailed in Part B (Background to the Offer) of this DPS which has triggered the Open Offer.
- 1.10 The Acquirer is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- The key financial information of the Acquirer as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below

| | | | (In Rs.) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| Total income | 6,75,68,888 | 17,17,67,946 | 14,72,90,190 |
| Net income | 2,33,66,940 | 8,62,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Net worth | 74,60,75,993 | 72,27,09,053 | 63,65,02,616 |

The key financial information of the Acquirer for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been extracted from the unaudited financial statements for the financial year and match 31, 2019 have been extracted from the unaudited financial statements for the financial year ended March 31, 2021 and from the audited financial statements for the financial years ended March 31, 2020 and March 31, 2019 respectively.

Net worth includes equity share capital and other equity but does not include non-controlling interest. Details of Megasoft Limited ("Target Company")

The Target Company is a public limited company incorporated on June 29, 1991 under the Companies Act, 1956. Its CIN is L72200TN1999PLC042730. The name of the Target Company has not undergone any change in the last three years. The registered office of the Target Company is located at No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India and its corporate office at My Home Hub, 1st Floor,

- Block-3, Madhapur, Hyderabad 500 081, Telangana, India. The Target Company is engaged in the business of providing information technology services to customers
- The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.

 The Equity Shares are frequently traded on BSE and NSE for the purposes of Regulation 2(1)(j) of the SEBI
- (SAST) Regulations (Further details provided in Part D below (Offer Price)).
- As on date of this DPS, the total authorized share capital of the Target Company is Rs. 75,00,00,000 comprising of 7,50,00,000 Equity Shares having face value of Rs. 10 each; The total issued, subscribed and paid-up share capital of the Target Company is Rs. 73,77,00,410 comprising of 7,37,70,041 Equity Shares. The Target Company does not have any partly paid-up shares.
- 2.6. The key financial information of the Target Company as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below:

| | | | (Rs. In lakhs) |
|----------------------------------|----------------------|-------------------------|-------------------------|
| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| Total income | 6,626,62 | 6,323.54 | 7,051.31 |
| Net income | 184.81 | 70.71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Diluted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Shareholders' Funds/ Net worth | 11,364.29 | 11,236.28 | 10,931.36 |

Note: Shareholders' Funds / Net worth includes equity share capital and other equity. Details of the Open Offer

prior to the date of this DPS, if any

- This Open Offer is being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Please refer to Part B (Background to the Open Offer) for further information on Underlying Transaction. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulations 13 and 14(1) of the SEBI (SAST) Regulations, was sent to the Stock Exchanges on, August 20, 2021. The Public Announcement was also published in Financial Express (English), Jansatta (Hindi), Navshakti (Marathi) and Makkal Kural (Tamil) on August 21, 2021.
- 3.2 The Acquirer is making this Open Offer to acquire from the Public Shareholders up to 2,95,08,017 Equity Shares ("Offer Shares"), constituting 40.00% of the Expanded Voting Share Capital ("Offer Size") at an offer price of Rs. 14.70 per Offer Share (the "Offer Price"), aggregating to a total consideration of Rs. 43,37,67,849.90 (assuming full acceptance) ("Offer Consideration").
- This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations
- This Open Offer is not conditional on any minimum level of acceptance in terms of Regulation 19(1) of SEBI

| (e) to 1) togulations. | | | | | |
|--|---------------|---------------------------------------|--|--|--|
| 3.5 As of the date of this DPS, the Expanded Voting Share Capital is as follows: | | | | | |
| Particulars | No. of shares | % of Expanded Voting Share Capital | | | |
| | | Share Capital | | | |
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% | | | |
| Partly paid up equity shares as on date | 0 | 0.00% | | | |
| Employees Stock Option (ESOPs) vested, or shall vest | 0 | 0.00% | | | |

- 7,37,70,041 100.00% Expanded Voting Share Capital As on the date of this DPS, there are no: (a) partly paid Equity Shares; and (b) outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or ESOPs issued by the Target Company.
- The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Underlying Transactions. Other than as indicated in Part F (Statutory and Other Approvals) below, there are no statutory or other approvals required for the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer.
- Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- 3.10 In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) below or those which become applicable prior to completion of the Open Offer are not received, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Offer) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 3.11 All the Equity Shares validly tendered by the Public Shareholders in this Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS, and those which will be set out in the letter of offer to be sent to all Public Shareholders in relation to this Offer ("Letter of Offer"). If the number of Offer Shares validly tendered by the Public Shareholders under the Open Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.
- 3.12 The Offer Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with all the rights attached thereto, and the tendering Public Shareholders shall
- have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis. 3.13 After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/or businesses of the Target Company and/or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/operating arrangements, to improve operational efficiencies and for other commercial reasons Decision on these matters will be based on the requirements of the business of the Target Company and/or its subsidiary/(ies) and such decision will be taken in compliance with applicable laws

- 3.14 As per Regulation 38A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("SEBI (LODR) Regulations") read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As on the date of this DPS, public shareholding of the Target Company is 100% of the paid-up share capital of the Company. Therefore, the Target Company is in compliance with the minimum public shareholding requirements stipulated under applicable law and shall continue to be in compliance thereof, every after the Acquirer takes over the control of the Target Company.
- 3.15 The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS
- 3.16 The Manager to the Open Offer further declares and undertakes not to deal on their account in the Equity Shares during the Open Offer period.

BACKGROUND TO THE OPEN OFFER

- As on the date of the public announcement dated August 20, 2021 ("Public Announcement" / "PA"), the Acquirer held 24.77% of the existing equity share capital of the Target Company
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. Pursuant to the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the promoter of the Target Company including in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR)
- As a consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations. **Details of Underlying Transactions**

| Direct Share Purchase Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer has agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. | Type of transaction (direct / indirect) | Mode of transaction (agreement/ allotment/ market purchase) | | rights acquired/ be acquired % vis-à-vis total equity/ Expanded Voting Share Capital | Total consideration for Equity Shares/ Voting rights (VR) acquired | Mode of payment (Cash / securities) | Regulation which has triggered |
|--|--|--|----------|--|---|--|--------------------------------------|
| I SPA | Direct | Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer has agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the | 8,98,833 | | | Cash | (1) and 4 of the SEBI (SAST) |

- The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.
- This Offer got triggered on Friday, August 20, 2021, when the SPA was executed between the Acquirer and Ms. Jyothi Raju Chintalapati.

C. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target Company and the details of the

| Details | No. of equity shares | % of equity shares held |
|---|----------------------|-------------------------|
| Shareholding as on the PA date | 1,82,71,989 | 24.77% |
| Equity Shares to be acquired under the SPA | 8,98,833 | 1.22% |
| Equity Shares acquired between the PA date and the DPS date | - | - |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,08,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, | 4,86,78,839 | 65.99% |
| as on 10th working day after closing of tendering Period) | | |

- There are no PAC in this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(g)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in cond with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations
- The percentages are a percentage of the Expanded Voting Share Capital of the Company Assuming full acceptance under this Offer (i.e. 2,95,08,017 Equity Shares), then, the shareholding of the
- Acquirer post completion of the Offer would be 4,86,78,839 Equity Shares representing 65.99% of Expanded Voting Share Capital. As on the date of this DPS, neither the Acquirer nor its directors or its key managerial personnel hold any Equity
- Shares of the Target Company, save and except as provided in Part C of this DPS OFFER PRICE
 - The Equity Shares are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012
 - The annualized trading turnover of the Equity Shares, on the Stock Exchanges during the 12 calenda months preceding the calendar month in which the public announcement was required to be made, i.e., from August 1, 2020 to July 31, 2021 ("Twelve Months Period"), is as set out below:
 - Weighted average Stock exchange Traded turnover of Trade Turnover % equity shares of the number of Equity Share (A / B) Target Company during during the Twelve Months Period("B") Period ("A") NSE 4,42,67,293 BSF 1.24.93.888 4.42.67.293 28%

(Source: National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") Based on the above, the Equity Shares of the Target Company are frequently traded on BSE and NSE in

- accordance with Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Offer Price of Rs. 14.70 per Equity Share has been determined in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

| O.N | Particulars | Ks. per equity snare |
|-----|---|----------------------|
| A. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| B. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E. | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14.33 |
| F. | Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies | Not Applicable |
| G. | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- As per SPA The Acquirer has acquired 41,92,375 Equity Shares at volume weighted average price of Rs. 14.32 each of
- the Target Company during the 52 weeks immediately preceding the date of PA The Acquirer has acquired 41,92,375 Equity Shares of which 20,000 Equity Shares were acquired at highest
- price of Rs. 14.70 each of the Target Company as a bulk deal Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during such period
- In view of the parameters considered and presented in the aforesaid table, the minimum offer price per
- Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to G above i.e., Rs. 14.70 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split. consolidation, dividend, demergers, and reduction etc. where the record date for effecting such corporate actions falls between the date of this DPS up to 3 Working Days prior to the commencement of the tendering
- period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations In the event of any acquisition of Equity Shares by the Acquirer during the Offer period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3 Working Day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer.
- If the Acquirer acquires Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form
- If there is any revision in the Offer Price on account of any future purchases or competing offer(s), it will be done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders.

FINANCIAL ARRANGEMENTS

- The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the acquisition of 2,95,08,017 Equity Shares, at the Offer Price of Rs. 14.70 per equity share is Rs. 43,37,67,849.90.
- In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement with ICICI Limited, Churchgate Branch, Mumbai ("Escrow Agent") on August 20, 2021 ("Escrow Agreement"), and by way of security for performance by the Acquirer of

- its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named "Sri Power Megasoft Open Offer Cash Escrow Account" ("Escrow Account") with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of Rs. 10,84,41,963/- into the Escrow Account. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of Escrow Amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration and 10% of the remainder of the Offer Consideration.
- The Acquirer has authorised the Manager to the Offer to operate and realize the value of the Escrow Account n terms of the SEBI (SAST) Regulations
- The sources of funds for the Acquirer are available cash and cash equivalents and its liquid securities. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirer is able to implement this Offer
- M/s Ganeshvenkat & Co., Chartered Accountants (FRN: 005293S) (Mr. G. Raja Venkat, partner membership no.: 025014), vide their certificate dated August 20, 2021 certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer.
- Based on the above, the Manager to the Offer is satisfied, (a) about the adequacy of resources to meet the financial requirements for the Open Offer and the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations; and (b) that firm arrangements for payment through verifiable means are in place to fulfill the Open Offer obligations.
- In case of any upward revision in the Offer Price or Offer Size, the corresponding increase to the esci amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

STATUTORY AND OTHER APPROVALS

- To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.
- In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) above or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations
- Non-resident Indians ("NRIs"), erstwhile overseas corporate bodies ("OCBs") and other non-residen holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required (including without limitation, the approval from the Reserve Bank of India ("RBI")), if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors ("FIIs") and foreign portfolio investors ("FPIs")) had required any approvals (including from the RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.
- Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete payment of consideration within 10 Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer
- shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- approvals are required in order to complete this Open Offer.

 In case of delay/non-receipt of any statutory and other approvals referred to in this Part F, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the non-receipt of the requisite statutory approval(s) was not be attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in

| Activity | Day and Date |
|---|-----------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DPS | Friday, August 27, 2021 |
| Last date for filing of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 2021 |
| ast date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 2021 |
| Identified Date# | Wednesday, September 29, 20 |
| Last date by which the Letter of Offer is to be dispatched to the Public | Wednesday, October 6, 2021 |
| Shareholders whose names appear on the register of members on the Identified Date | |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer | Monday, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 2021 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Tuesday, November 16, 2021 |
| Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published | Wednesday, November 24, 20 |

are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. # Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would 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.

PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER All the Public Shareholders, holding Equity Shares whether in dematerialised form or physical form registered or unregistered, are eligible to participate in this Open Offer at any time during the period fron Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer.

- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10 Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from the SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (detailed at Part I (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identityclient identity, current address and contact details. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is
- more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE and NSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and as amended vide
- SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. NSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer The Acquirer has appointed Trust Financial Consultancy Services Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:



109/110. Balarama, 1st Floor, Village Parigkhari, Bandra Kurla Complex, Bandra [East]. Mumbai - 400051; Tel.: +91 22 4084 5000; Fax.: +91 22 4084 5007 Contact Person(s): Mr. Tejas Sarvaiya Email ID: tejas.sarvaiya@trustgroup.in; Website: www.trustgroup.in SEBI Registration Number: INZ000238639

Corporate Identity Number: U67120MH2002PTC135942 Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market,

- during the Tendering Period. Separate Acquisition Window will be provided by BSE and NSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) and NSE's website (www.nseindia.com) throughout the trading session at specific intervals by both stock exchanges during the Tendering Period. As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements)
- Regulations, 2015, as amended and SEBI's press release dated December 3, 2018, bearing reference no PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such strate flowers from the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer which shall also be made available on the website of SEBI (www.sebi.gov.in)
- 13. Equity Shares should not be submitted/tendered to the Manager, the Acquirer or the Target Company OTHER INFORMATION
- The Acquirer and its directors in their capacity as directors of the Acquirer accept full responsibility for the information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in the SEBI
- (SAST) Regulations in respect of the Open Offer. All the information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other advertisement/publications made in connection with the Open Offer has either been obtained from publicly available sources or provided by the Target Company. The Acquirer does not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company.
- In this DPS, all references to "Rs" are references to Indian Rupee(s). In this DPS, any discrepancy in figures as a result of multiplication or totalling is due to rounding off.
 - This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in). Pursuant to Regulation 12(1) of the SEBI (SAST) Regulations, the Acquirer has appointed Trust Investment
 - Advisors Private Limited as the Manager to the Offer The Acquirer has appointed Cameo Corporate Services Limited, as the Registrar to the Offer and their details are:



Cameo Corporate Services Limited Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai - 600002 Telephone no.: 91-44-40020700 / 91-4428460390; Fax number: 91-44-28460129 Email ID: investor@cameoindia.com; Website: www.cameoindia.com Contact Person name: Ms. Sreepriya K.

Designation: Vice President & Company Secretary Email ID: priya@cameoindia.com Investor Grievance Email ID: investor@cameoindia.com

SEBI Registration No.: INR000003753 ISSUED BY MANAGER TO THE OFFER Trust Investment Advisors Private Limited



Reistered Office Address: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Tel: +91 22 4084 5000 : Fax: +91 22 4084 5066 Investor Grievance Email ID: customercare@trustgroup.in Contact Person: Mr. Briimohan Bohra Email ID: Brijmohan.bohra@trustgroup.in SEBI Registration No.: INM000011120

Date: August 26, 2021 Place: Hyderabad

Sri Power Generation (India) Private Limited

For and on behalf of Acquirer

CIN: L72200TN1999PLC042730 | Registered Office: No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com | Contact Person: Srivalli Susarla, Company Secretary & Compliance Officer

OPEN OFFER FOR ACQUISITION OF UP TO 2,95,08,017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF MEGASOFT LIMITED ("TARGET COMPANY") AT A PRICE OF RS. 14.70 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") ("OFFÉR" OR "OPEN OFFER")

This detailed public statement ("DPS") is being issued by Trust Investment Advisors Private Limited, the manager to the Open Offer ("Manager to the Offer") or "Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments and/ or modifications thereto ("SEBI (SAST) Regulations"), and pursuant to the public announcement dated August 20, 2021, ("PA") filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, the "Stock xchanges"), Securities and Exchange Board of India ("SEBI") and the Target Company, in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below Terms capitalized herein but not defined hereunder shall have their meanings ascribed to them in other documents

- "Expanded Voting Share Capital" means the total voting equity share capital 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
- "Public Shareholders" means all the equity shareholders of the Target Company, including the non-promoter non-public shareholders of the Target Company, but excluding the Acquirer, parties to the underlying SPA (as defined below), including persons deemed to be acting in concert with such parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations;
- "SEBI Act" shall mean Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto. "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI"), as prescribed in
- the SEBI (SAST) Regulations ACQUIRER, TARGET COMPANY AND OPEN OFFER

Details of Sri Power Generation (India) Private Limited ("Acquirer")

- The Acquirer is an unlisted private company limited by shares. It was incorporated as a private limited company in accordance with the Companies Act, 1956 on August 28, 2007 under the name of Sricity Power Gen. (TN) Private Limited. The name was subsequently changed to Sri Power Generation (India) Private Limited on August 3, 2009. The CIN of the Acquirer is U40109TN2007PTC064543.
- The registered office of the Acquirer is located at No. 85, Kutchery Road, Mylapore, Chennai 600004 and Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081 Tel No.: +91 40 4050 4412.E-mail: sripowergeneration@gmail.com.
- The Acquirer is primarily engaged in the business of establishing, owning, taking on lease, operating and maintaining power generation units in order to generate power by employing any kind of technology, and to distribute, and to sell electricity or power so generated.
- 1.4. The promoters of the Acquirer are Ms. Kamalamma Chintalapati and Ms. Pushpavathi Dendukuri. The shareholding pattern of the Acquirer as on date is set out below:

| shareholding pattern of the Acquirer as on date is set out below. | | | | | | |
|---|--------------|-------------|-------------|--------------------|--|--|
| Name of the | Category of | No. of | % of | Shares pledged/ | | |
| shareholder | shareholder | shares held | shares held | encumbered, if any | | |
| Ms. Kamalamma Chintalapati | Promoter | 39,95,000 | 83.23 | - | | |
| M. Pallonji & Co Private Limited | Non-Promoter | 8,00,000 | 16.67 | - | | |
| Ms. Pushpavathi Dendukuri | Promoter | 5,000 | 0.10 | - | | |
| Total | | 48,00,000 | 100.00 | | | |

- 1.5 No other person is acting in concert with the Acquirer for the purpose of this Open Offer, While persons ma be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"). However, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST)
- 1.6 The shares of the Acquirer are not listed on any stock exchange in India or abroad.
- As on the date of this DPS, there are no directors representing the Acquirer on the board of the Target
- 1.8 The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.
- Save and except as provided in this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this DPS. Further, neither the Acquirer nor its directors or key managerial personnel have any relationship with or interest in the Target Company, as detailed in Part B (Background to the Offer) of this DPS which has triggered the Open Offer.
- 1.10 The Acquirer is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 1.11 The key financial information of the Acquirer as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below:

| | | | (In Rs.) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| Total income | 6,75,68,888 | 17,17,67,946 | 14,72,90,190 |
| Net income | 2,33,66,940 | 8,62,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| NI-4dl- | 74.00.75.000 | 70 07 00 000 | CO CE OO C4C |

t worth 74,60,75,993 72,27,09,053 63,65,02,616

The key financial information of the Acquirer for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been extracted from the unaudited financial statements for the financial year ended March 31, 2021 and from the audited financial statements for the financial years ended

March 31, 2020 and March 31, 2019 respectively Net worth includes equity share capital and other equity but does not include non-controlling interest

Details of Megasoft Limited ("Target Company")

- The Target Company is a public limited company incorporated on June 29, 1991 under the Companies Act, 1956. Its CIN is L72200TN1999PLC042730. The name of the Target Company has not undergone any change in the last three years. The registered office of the Target Company is located at No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India and its corporate office at My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India.
- The Target Company is engaged in the business of providing information technology services to customers 2.3. The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.
- The Equity Shares are frequently traded on BSE and NSE for the purposes of Regulation 2(1)(j) of the SEBI (SAST) Regulations (Further details provided in Part D below (Offer Price)).
- 2.5. As on date of this DPS, the total authorized share capital of the Target Company is Rs. 75,00,00,000 comprising of 7,50,00,000 Equity Shares having face value of Rs. 10 each; The total issued, subscribed and paid-up share capital of the Target Company is Rs. 73,77,00,410 comprising of 7,37,70,041 Equity Shares.
- The Target Company does not have any partly paid-up shares.

 The key financial information of the Target Company as of and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below

| (Rs. In lakhs | | | | | | |
|----------------------------------|-------------------------|-------------------------|-------------------------|--|--|--|
| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) | | | |
| Total income | 6,626,62 | 6,323.54 | 7,051.31 | | | |
| Net income | 184.81 | 70.71 | 33.42 | | | |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 | | | |
| Diluted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 | | | |
| Shareholders' Funds/ Net worth | 11,364.29 | 11,236.28 | 10,931.36 | | | |

Note: Shareholders' Funds / Net worth includes equity share capital and other equity. Details of the Open Offer

- This Open Offer is being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Please refer to Part B (Background to the Open Offer) for further information on Underlying Transaction. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulations 13 and 14(1) of the SEBI (SAST) Regulations, was sent to the Stock Exchanges on, August 20, 2021. The Public Announcement was also published in Financial Express (English), Jansatta (Hindi), Navshakti (Marathi) and Makkal Kural (Tamil) on August 21, 2021.
- 3.2 The Acquirer is making this Open Offer to acquire from the Public Shareholders up to 2.95.08.017 Equity Shares ("Offer Shares"), constituting 40.00% of the Expanded Voting Share Capital ("Offer Size") at an offer price of Rs. 14.70 per Offer Share (the "Offer Price"), aggregating to a total consideration of Rs. 43,37,67,849.90 (assuming full acceptance) ("Offer Consideration").
- This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 3.4 This Open Offer is not conditional on any minimum level of acceptance in terms of Regulation 19(1) of SEBI
- (SAST) Regulations.

| 3.5 As of the date of this DPS, the Expanded Voting Share Capital is as follows: | | | | | | |
|--|---------------|---------------------------------------|--|--|--|--|
| Particulars Particulars | No. of shares | % of Expanded Voting Share Capital | | | | |
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% | | | | |
| Partly paid up equity shares as on date | 0 | 0.00% | | | | |
| Employees Stock Option (ESOPs) vested, or shall vest prior to the date of this DPS, if any | 0 | 0.00% | | | | |
| Expanded Voting Share Capital | 7,37,70,041 | 100.00% | | | | |

- 3.6 As on the date of this DPS, there are no: (a) partly paid Equity Shares; and (b) outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or ESOPs issued by the Target Company.
- The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI
- 3.8 To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Underlying Transactions. Other than as indicated in Part F (Statutory and Other Approvals) below, there are no statutory or other approvals required for the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer.
- 3.9 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquired shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- 3.10 In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) below or those which become applicable prior to completion of the Open Offer are not received, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Offer) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal ir accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 3.11 All the Equity Shares validly tendered by the Public Shareholders in this Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS, and those which will be set out in the letter of offer to be sent to all Public Shareholders in relation to this Offer ("Letter of Offer"). If the number of Offer Shares validly tendered by the Public Shareholders under the Open Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.
- 3.12 The Offer Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with all the rights attached thereto, and the tendering Public Shareholders shall
- have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis. 3.13 After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/ or businesses of the Target Company and/ or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/operating arrangements, to improve operational efficiencies and for other commercial reason Decision on these matters will be based on the requirements of the business of the Target Company and/or s subsidiary/(ies) and such decision will be taken in compliance with applicable laws

- 3.14 As per Regulation 38A of the SEBI (Listing Obligations and Disclosure Reguirements), Regulations, 2015. As per Regulation 30-00 in the Justing Congations and Disorder Regulation 194 of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCBR"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As on the date of this DPS, public shareholding of the Target Company is 100% of the paid-up share capital of the Company. Therefore, the Target Company is in compliance with the minimum public shareholding requirements stipulated under applicable law and shall continue to be in compliance thereof, every after the Acquirer takes over the control of the Target Company.
- 3.15 The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS.
- 3.16 The Manager to the Open Offer further declares and undertakes not to deal on their account in the Equity

BACKGROUND TO THE OPEN OFFER

- As on the date of the public announcement dated August 20, 2021 ("Public Announcement" / "PA"), the Acquirer held 24.77% of the existing equity share capital of the Target Company.
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. Pursuant to the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the promoter of the Target Company including in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").
- As a consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

| | | | Underlying Tra | | | |
|------------------------|---|--------------------------------|---|---|------------------------|---|
| Type of transaction | Mode of transaction | Shares/Voting r proposed to | ights acquired/ be acquired | Total consideration | Mode of payment | Regulation which has |
| (direct / indirect) | (agreement/ allotment/ market purchase) | Number | % vis-à-vis total equity/ Expanded Voting Share Capital | for Equity Shares/ Voting rights (VR) acquired | (Cash / securities) | triggered |
| Direct | Share Purchase Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer has agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 14,16,84,829, subject to and in accordance with the terms of the SPA. | 8,98,833 | 1.22% | Rs. 1,16,84,829/- | Cash | Regulations 3 (1) and 4 of the SEBI (SAST) Regulations. |

- The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.
- This Offer got triggered on Friday, August 20, 2021, when the SPA was executed between the Acquirer and Ms. Jyothi Raju Chintalapati.

SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target Company and the details of the

| Details | No. of equity shares | % of equity shares held |
|---|----------------------|-------------------------|
| Shareholding as on the PA date | 1,82,71,989 | 24.77% |
| Equity Shares to be acquired under the SPA | 8,98,833 | 1.22% |
| Equity Shares acquired between the PA date and the DPS date | - | - |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,08,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, | 4,86,78,839 | 65.99% |
| as on 10th working day after closing of tendering Period) | | |

- There are no PAC in this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations
- The percentages are a percentage of the Expanded Voting Share Capital of the Company.
- Assuming full acceptance under this Offer (i.e. 2,95,08,017 Equity Shares), then, the shareholding of the Acquirer post completion of the Offer would be 4,86,78,839 Equity Shares representing 65.99% of Expanded Voting Share Capital.
- As on the date of this DPS, neither the Acquirer nor its directors or its key managerial personnel hold any Equity Shares of the Target Company, save and except as provided in Part C of this DPS. OFFER PRICE
 - The Equity Shares are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.
 - The annualized trading turnover of the Equity Shares, on the Stock Exchanges during the 12 of months preceding the calendar month in which the public announcement was required to be made, i.e., from August 1, 2020 to July 31, 2021 ("Twelve Months Period"), is as set out below:

| Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Weighted average number of Equity Share during the Twelve Months Period("B") | Trade Turnover % (A / B) |
|--|---|--|
| 3,42,72,841 | 4,42,67,293 | 77% |
| 1,24,93,888 | 4,42,67,293 | 28% |
| | equity shares of the Target Company during the Twelve Months Period ("A") 3,42,72,841 | equity shares of the Target Company during the Twelve Months Period ("A") 3,42,72,841 number of Equity Šhare during the Twelve Months Period("B") 4,42,67,293 |

(Source: National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")

Based on the above, the Equity Shares of the Target Company are frequently traded on BSE and NSE in

accordance with Regulation 2(1)(j) of the SEBI (SAST) Regulations The Offer Price of Rs. 14.70 per Equity Share has been determined in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

| S.N | Particulars | Rs. per equity share |
|-----|---|----------------------|
| Α. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| B. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E. | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14.33 |
| F. | Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies | Not Applicable |
| G. | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- The Acquirer has acquired 41,92,375 Equity Shares at volume weighted average price of Rs. 14.32 each of the Target Company during the 52 weeks immediately preceding the date of PA.

 The Acquirer has acquired 41,92,375 Equity Shares of which 20,000 Equity Shares were acquired at highest
- price of Rs. 14.70 each of the Target Company as a bulk deal. Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during
- such period In view of the parameters considered and presented in the aforesaid table, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to G
- above i.e., Rs. 14.70 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, and reduction etc. where the record date for effecting such corporate
- actions falls between the date of this DPS up to 3 Working Days prior to the commencement of the tendering period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations. In the event of any acquisition of Equity Shares by the Acquirer during the Offer period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not
- acquire any Equity Shares after the 3 Working Day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer. If the Acquirer acquires Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders. FINANCIAL ARRANGEMENTS

If there is any revision in the Offer Price on account of any future purchases or competing offer(s), it will be

The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the acquisition of 2,95,08,017 Equity Shares, at the Offer Price of Rs. 14.70 per equity share is Rs. 43,37,67,849.90.

In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement with ICICI Limited, Churchgate Branch, Mumbai ("Escrow Agent") on August 20, 2021 ("Escrow Agreement"), and by way of security for performance by the Acquirer of

- its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named "Sri Power Megasoft Open Offer Cash Escrow Account" ("Escrow Account") with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of Rs. 10,84,41,963/- into the Escrow Account. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of Escrow Amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration and 10% of the remainder of the Offer Consideration.
- The Acquirer has authorised the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations
- The sources of funds for the Acquirer are available cash and cash equivalents and its liquid securities. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirer is able to implement this Offer.

 M/s Ganeshvenkat & Co., Chartered Accountants (FRN: 005293S) (Mr. G. Raja Venkat, partner,
- membership no.: 025014), vide their certificate dated August 20, 2021 certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer.
- Based on the above, the Manager to the Offer is satisfied, (a) about the adequacy of resources to meet the financial requirements for the Open Offer and the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations; and (b) that firm arrangements for payment through verifiable means are in place to fulfil the Open Offer obligations
- In case of any upward revision in the Offer Price or Offer Size, the corresponding increase to the escrov amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

STATUTORY AND OTHER APPROVALS

- To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or othe approval(s) being obtained
- In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) above or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- Non-resident Indians ("NRIs"), erstwhile overseas corporate bodies ("OCBs") and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required (including without limitation, the approval from the Reserve Bank of India ("RBI")), if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors ("FIIs") and foreign portfolio investors ("FPIs")) had required any approvals (including from the RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not $submitted, the Acquirer \, reserves \, the \, right \, to \, reject \, such \, Equity \, Shares \, tendered \, in \, this \, Offer.$
- Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tende the Equity Shares held by them in the Open Offer.
- Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete payment of consideration within 10 Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer.

 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer
- shall have the option to make payment to such Public Shareholders in respect of whom no statutory or othe approvals are required in order to complete this Open Offer.
- In case of delay/non-receipt of any statutory and other approvals referred to in this Part F, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the non-receipt of the requisite statutory approval(s) was not be attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Pagulations 18(11) and 18(114) of the SEBI (SAST) Pagulations

| Activity | Day and Date |
|---|----------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DPS | Friday, August 27, 2021 |
| Last date for filing of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 202 |
| Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 202 |
| Identified Date# | Wednesday, September 29, 2 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Wednesday, October 6, 202 |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer | Monday, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 20 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Tuesday, November 16, 202 |

The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. # Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offe would 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.

Wednesday, November 24, 2021

Last date for publication of post-Open Offer public announcement in the

newspapers in which this DPS has been published

PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

All the Public Shareholders, holding Equity Shares whether in dematerialised form or physical form registered or unregistered, are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer.

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the

- Target Company on the Identified Date i.e., the date falling on the 10 Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Oper Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the nonreceipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from the SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (detailed at Part I (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identityclient identity, current address and contact details. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those
- Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by SE and NSE in the form of separa Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and as amended vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.
- NSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. The Acquirer has appointed Trust Financial Consultancy Services Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

TRUST FINANCIAL CONSULTANCY SERVICES PRIVATE LIMITED 109/110, Balarama, 1st Floor, Village Parigkhari, Bandra Kurla Complex, Bandra [East], Mumbai - 400051; **Tel**.: +91 22 4084 5000; **Fax**.: +91 22 4084 5007 TRUST Contact Person(s): Mr. Tejas Sarvaiya

Email ID: tejas.sarvaiya@trustgroup.in; Website: www.trustgroup.in SEBI Registration Number: INZ000238639

Corporate Identity Number: U67120MH2002PTC135942 Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate

their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market during the Tendering Period. Separate Acquisition Window will be provided by BSE and NSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by

using the settlement number and the procedure prescribed by the Clearing Corporation. The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) and NSE's website (www.nseindia.com) throughout the trading session at specific intervals by both stock exchanges during the Tendering Period.

As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer which shall also be made available on the website of SEBI (www.sebi.gov.in).

Equity Shares should not be submitted/tendered to the Manager, the Acquirer or the Target Company.

OTHER INFORMATION

The Acquirer and its directors in their capacity as directors of the Acquirer accept full responsibility for the information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations in respect of the Open Offer. All the information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other

advertisement/publications made in connection with the Open Offer has either been obtained from publicly available sources or provided by the Target Company. The Acquirer does not accept any responsibility with respec to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company. In this DPS, all references to "Rs" are references to Indian Rupee(s).

Pursuant to Regulation 12(1) of the SEBI (SAST) Regulations, the Acquirer has appointed Trust Investment

In this DPS, any discrepancy in figures as a result of multiplication or totalling is due to rounding off. This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in).



Advisors Private Limited as the Manager to the Offer.

Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai - 600002 Telephone no.: 91-44-40020700 / 91-4428460390; Fax number: 91-44-28460129 Email ID: investor@cameoindia.com; Website: www.cameoindia.com

Contact Person name: Ms. Sreepriya K. **Designation:** Vice President & Company Secretary Email ID: priya@cameoindia.com Investor Grievance Email ID: investor@cameoindia.com

SEBI Registration No.: INM000011120

SEBI Registration No.: INR000003753 ISSUED BY MANAGER TO THE OFFER

Trust Investment Advisors Private Limited Reistered Office Address: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Tel: +91 22 4084 5000 ; Fax: +91 22 4084 5066 TRUST Investor Grievance Email ID: customercare@trustgroup.in Contact Person: Mr. Brijmohan Bohra Email ID: Brijmohan.bohra@trustgroup.in

For and on behalf of Acquirer

Date: August 26, 2021 Place: Hyderabad

CAMEO

Sri Power Generation (India) Private Limited

DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

MEGASOFT LIMITED

CIN: L72200TN1999PLC042730 | Registered Office: No.85, Kutchery Road, Mylapore, Chennai - 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad - 500 081, Telangana, India Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com | Contact Person; Srivalli Susarla, Company Secretary & Compliance Officer

OPEN OFFER FOR ACQUISITION OF UP TO 2,95,08,017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF MEGASOFT LIMITED ("TARGET COMPANY") AT A PRICE OF RS. 14.70 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") ("OFFER" OR "OPEN OFFER")

This detailed public statement ("DPS") is being issued by Trust Investment. Advisors Private Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments and/ or modifications thereto ("SEBI (SAST) Regulations"), and pursuant to the public announcement dated August 20, 2021, ("PA") filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), Securities and Exchange Board of India ("SEBI") and the Target Company, in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below.

Terms capitalized herein but not defined hereunder shall have their meanings ascribed to them in other documents pertaining to this Open Offer.

- "Expanded Voting Share Capital" means the total voting equity share capital 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
- "Public Shareholders" means all the equity shareholders of the Target Company, including the non-promoter 2) non-public shareholders of the Target Company, but excluding the Acquirer, parties to the underlying SPA (as defined below), including persons deemed to be acting in concert with such parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations;
- "SEBI Act" shall mean Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
- "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI"), as prescribed in the SEBI (SAST) Regulations.
- ACQUIRER, TARGET COMPANY AND OPEN OFFER
- Details of Sri Power Generation (India) Private Limited ("Acquirer")
 - 1.1. The Acquirer is an unlisted private company limited by shares. It was incorporated as a private limited company in accordance with the Companies Act, 1956 on August 28, 2007 under the name of Sricity Power Gen. (TN) Private Limited. The name was subsequently changed to Sri Power Generation (India) Private Limited on August 3, 2009. The CIN of the Acquirer is U40109TN2007PTC064543.
 - 1.2. The registered office of the Acquirer is located at No. 85, Kutchery Road, Mylapore, Chennai 600004 and Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081 Tel No.: +91 40 4050 4412.E-mail: sripowergeneration@gmail.com. 1.3. The Acquirer is primarily engaged in the business of establishing, owning, taking on lease, operating and
 - maintaining power generation units in order to generate power by employing any kind of technology, and to distribute, and to sell electricity or power so generated.
 - 1.4. The promoters of the Acquirer are Ms. Kamalamma Chintalapati and Ms. Pushpavathi Dendukuri. The

| Name of the shareholder | Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|----------------------------------|----------------------------|-----------------------|---------------------|---------------------------------------|
| Ms. Kamalamma Chintalapati | Promoter | 39,95,000 | 83.23 | (a) (b) |
| M. Pallonji & Co Private Limited | Non-Promoter | 8,00,000 | 16.67 | |
| Ms. Pushpavathi Dendukuri | Promoter | 5,000 | 0.10 | ¥ |
| Total | | 48,00,000 | 100.00 | |

- No other person is acting in concert with the Acquirer for the purpose of this Open Offer. While persons ma be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"). However, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST)
- 1.6 The shares of the Acquirer are not listed on any stock exchange in India or abroad.
- As on the date of this DPS, there are no directors representing the Acquirer on the board of the Target
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.
- 1.9 Save and except as provided in this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this DPS. Further, neither the Acquirer nor its directors or key managerial personnel have any relationship with or interest in the Target Company, as detailed in Part B (Background to the Offer) of this DPS which has triggered the Open Offer.
- 1.10 The Acquirer is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act. 1.11 The key financial information of the Acquirer as of and for the financial years ended on March 31, 2021,
- March 31, 2020 and March 31, 2019 is as set out below: An Dal

| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Total income | 6,75,68,888 | 17,17,67,946 | 14,72,90,190 |
| Net income | 2,33,66,940 | 8,62,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Net worth | 74,60,75,993 | 72,27,09,053 | 63,65,02,616 |

- and March 31, 2019 have been extracted from the unaudited financial statements for the financial year ended March 31, 2021 and from the audited financial statements for the financial years ended March 31, 2020 and March 31, 2019 respectively.
- (2) Net worth includes equity share capital and other equity but does not include non-controlling interest. Details of Megasoft Limited ("Target Company") 2.1. The Target Company is a public limited company incorporated on June 29, 1991 under the Companies Act,
- 1956. Its CIN is L72200TN1999PLC042730. The name of the Target Company has not undergone any change in the last three years. The registered office of the Target Company is located at No.85, Kutchery Road, Mylapore, Chennai - 600004, Tamil Nadu, India and its corporate office at My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India.
- The Target Company is engaged in the business of providing information technology services to customers. 2.3. The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and
- NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012. 2.4. The Equity Shares are frequently traded on BSE and NSE for the purposes of Regulation 2(1)(j) of the SEBI
- (SAST) Regulations (Further details provided in Part D below (Offer Price)). 2.5. As on date of this DPS, the total authorized share capital of the Target Company is Rs. 75,00,00,000
- comprising of 7,50,00,000 Equity Shares having face value of Rs. 10 each; The total issued, subscribed and paid-up share capital of the Target Company is Rs. 73,77,00,410 comprising of 7,37,70,041 Equity Shares. The Target Company does not have any partly paid-up shares.
- 2.6. The key financial information of the Target Company as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below:

| 47. 48. 80 | 80 | | (Rs. In lakhs |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
| Total income | 6,626,62 | 6,323.54 | 7,051.31 |
| Net income | 184.81 | 70.71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Diluted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Shareholders' Funds/ Net worth | 11,364.29 | 11,236.28 | 10,931.36 |

Note: Shareholders' Funds / Net worth includes equity share capital and other equity. Details of the Open Offer

- 3.1 This Open Offer is being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Please refer to Part B (Background to the Open Offer) for further information on Underlying Transaction. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulations 13 and 14(1) of the SEBI (SAST) Regulations, was sent to the Stock Exchanges on, August 20, 2021. The Public Announcement was also published in Financial Express (English), Jansatta (Hindi), Navshakti (Marathi) and Makkal Kural (Tamil) on August 21, 2021.
- 3.2 The Acquirer is making this Open Offer to acquire from the Public Shareholders up to 2,95,08,017 Equity Shares ("Offer Shares"), constituting 40.00% of the Expanded Voting Share Capital ("Offer Size") at an offer price of Rs. 14.70 per Offer Share (the "Offer Price"), aggregating to a total consideration of Rs. 43,37,67,849.90 (assuming full acceptance) ("Offer Consideration").
- 3.3 This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- This Open Offer is not conditional on any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 3.5. As of the date of this DPS, the Evnanded Voting Share Capital is as follows:

| Particulars | No. of shares | % of Expanded Voting Share Capital |
|---|---------------|---------------------------------------|
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% |
| Partly paid up equity shares as on date | 0 | 0.00% |
| Employees Stock Option (ESOPs) vested, or shall vest prior to the date of this DPS, if any | 0 | 0.00% |
| Expanded Voting Share Capital | 7,37,70,041 | 100.00% |

- nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or ESOPs issued by the Target Company. The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI
- (SAST) Regulations. 3.8 To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete
- the Underlying Transactions. Other than as indicated in Part F (Statutory and Other Approvals) below, there are no statutory or other approvals required for the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer.
- 3.9 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer. 3.10 In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the
- reasonable control of the Acquirer, the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) below or those which become applicable prior to completion of the Open Offer are not received, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Offer) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 3.11 All the Equity Shares validly tendered by the Public Shareholders in this Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS, and those which will be set out in the letter of offer to be sent to all Public Shareholders in relation to this Offer ("Letter of Offer"). If the number of Offer Shares validly tendered by the Public Shareholders under the Open Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.
- 3.12 The Offer Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with all the rights attached thereto, and the tendering Public Shareholders shall
- have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis. 3.13 After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/ or businesses of the Target Company and/ or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/operating arrangements, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/or its subsidiary/(ies) and such decision will be taken in compliance with applicable laws.

- 3.14 As per Regulation 38A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("SEBI (LODR) Regulations") read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As on the date of this DPS, public shareholding of the Target Company is 100% of the paid-up share capital of the Company. Therefore, the Target Company is in compliance with the minimum public shareholding requirements stipulated under applicable law and shall continue to be in compliance thereof, every after the Acquirer takes over the control of the Target Company.
- 3.15 The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS.
- 3.16 The Manager to the Open Offer further declares and undertakes not to deal on their account in the Equity Shares during the Open Offer period.

BACKGROUND TO THE OPEN OFFER

Type of

- As on the date of the public announcement dated August 20, 2021 ("Public Announcement" / "PA"), the Acquirer held 24.77% of the existing equity share capital of the Target Company.
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. Pursuant to the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the promoter of the Target Company including in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").
- As a consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations. **Details of Underlying Transactions**

Shares/Voting rights acquired/

| transaction | transaction | | | | | consideration | 10000000000000000000000000000000000000 | |
|------------------------|--|----------|---|---|------------------------|--|--|--|
| (direct / indirect) | (agreement/ allotment/ market purchase) | Number | % vis-à-vis total equity/ Expanded Voting Share Capital | for Equity Shares/ Voting rights (VR) acquired | (Cash / securities) | triggered | | |
| Direct | Share Purchase Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer has agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. | 8,98,833 | 1.22% | Rs. 1,16,84,829/- | Cash | Regulations 3 (1) and 4 of th SEBI (SAST) Regulations. | | |

- The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions
- This Offer got triggered on Friday, August 20, 2021, when the SPA was executed between the Acquirer and Ms. Jyothi Raju Chintalapati.

SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

| Details | No. of equity shares | % of equity shares held |
|--|-------------------------|----------------------------|
| Shareholding as on the PA date | 1,82,71,989 | 24.77% |
| Equity Shares to be acquired under the SPA | 8,98,833 | 1.22% |
| Equity Shares acquired between the PA date and the DPS date | - | |
| Equity Shares to be acquired in the Open Offer (assuming full acceptance) | 2,95,08,017 | 40.00% |
| Post Offer shareholding (assuming full acceptance) (On Diluted basis, as on 10th working day after closing of tendering Period) | 4,86,78,839 | 65.99% |

- There are no PAC in this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI
- The percentages are a percentage of the Expanded Voting Share Capital of the Company.
- Assuming full acceptance under this Offer (i.e. 2,95,08,017 Equity Shares), then, the shareholding of the Acquirer post completion of the Offer would be 4,86,78,839 Equity Shares representing 65.99% of Expanded Voting Share Capital. As on the date of this DPS, neither the Acquirer nor its directors or its key managerial personnel hold any Equity
- Shares of the Target Company, save and except as provided in Part C of this DPS. OFFER PRICE

- The Equity Shares are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.
- The annualized trading turnover of the Equity Shares, on the Stock Exchanges during the 12 calendar months preceding the calendar month in which the public announcement was required to be made, i.e., from August 1, 2020 to July 31, 2021 ("Twelve Months Period"), is as set out below:

| Stock exchange | Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Weighted average number of Equity Share during the Twelve Months Period("B") | Trade Turnover % (A / B) |
|----------------|--|---|-----------------------------|
| NSE | 3,42,72,841 | 4,42,67,293 | 77% |
| BSE | 1,24,93,888 | 4,42,67,293 | 28% |

Based on the above, the Equity Shares of the Target Company are frequently traded on BSE and NSE in accordance with Regulation 2(1)(j) of the SEBI (SAST) Regulations.

- The Offer Price of Rs. 14.70 per Equity Share has been determined in terms of Regulations 8(1) and 8(2) of

| S.N | Particulars | Rs. per equity share |
|-----|---|----------------------|
| A. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| В. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E. | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14.33 |
| F. | Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies | Not Applicable |
| G. | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- As per SPA The Acquirer has acquired 41.92,375 Equity Shares at volume weighted average price of Rs. 14.32 each of the Target Company during the 52 weeks immediately preceding the date of PA.
- The Acquirer has acquired 41,92,375 Equity Shares of which 20,000 Equity Shares were acquired at highest price of Rs. 14.70 each of the Target Company as a bulk deal. Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during
- such period In view of the parameters considered and presented in the aforesaid table, the minimum offer price per
- Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to G above i.e., Rs. 14.70 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split.
- consolidation, dividend, demergers, and reduction etc. where the record date for effecting such corporate actions falls between the date of this DPS up to 3 Working Days prior to the commencement of the tendering period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- In the event of any acquisition of Equity Shares by the Acquirer during the Offer period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3 Working Day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer.
- If the Acquirer acquires Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form. If there is any revision in the Offer Price on account of any future purchases or competing offer(s), it will be
- done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders. FINANCIAL ARRANGEMENTS
- The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the acquisition of 2,95,08,017 Equity Shares, at the Offer Price of Rs. 14.70 per equity share is Rs. 43,37,67,849.90. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement with ICICI Limited, Churchgate Branch, Mumbai ("Escrow Agent") on August 20, 2021 ("Escrow Agreement"), and by way of security for performance by the Acquirer of

- its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named "Sri Power Megasoft Open Offer Cash Escrow Account" ("Escrow Account") with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of Rs. 10,84,41,963/- into the Escrow Account. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of Escrow Amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration and 10% of the remainder of the Offer Consideration.
- The Acquirer has authorised the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- The sources of funds for the Acquirer are available cash and cash equivalents and its liquid securities. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirer is able to implement this Offer.
- M/s Ganeshvenkat & Co., Chartered Accountants (FRN: 005293S) (Mr. G. Raja Venkat, partner, membership no.: 025014), vide their certificate dated August 20, 2021 certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer.
 - Based on the above, the Manager to the Offer is satisfied, (a) about the adequacy of resources to meet the financial requirements for the Open Offer and the ability of the Acquirer to implement the Open Offer in
- accordance with the SEBI (SAST) Regulations; and (b) that firm arrangements for payment through verifiable means are in place to fulfil the Open Offer obligations.
- In case of any upward revision in the Offer Price or Offer Size, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

STATUTORY AND OTHER APPROVALS

Regulation

- To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.
- In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) above or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer. then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- Non-resident Indians ("NRIs"), erstwhile overseas corporate bodies ("OCBs") and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required (including without limitation, the approval from the Reserve Bank of India ("RBI")), if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors ("FIIs") and foreign portfolio investors ("FPIs")) had required any approvals (including from the RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.
- Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete payment of consideration within 10 Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer
- shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer. In case of delay/non-receipt of any statutory and other approvals referred to in this Part F, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the non-receipt of the requisite statutory
- approval(s) was not be attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations.

| Activity | Day and Date |
|---|------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DPS | Friday, August 27, 2021 |
| Last date for filing of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 2021 |
| ast date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 2021 |
| dentified Date# | Wednesday, September 29, 202 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the dentified Date | Wednesday, October 6, 2021 |
| ast date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| ast date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for his Open Offer | Monday, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 2021 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Tuesday, November 16, 2021 |
| Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published | Wednesday, November 24, 202 |

*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. # Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would 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 H. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. All the Public Shareholders, holding Equity Shares whether in dematerialised form or physical form, registered or unregistered, are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10 Working Day prior to the

commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the nonreceipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. The Public Shareholders may also download the Letter of Offer from the SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (detailed at Part I (Other Information) of this DPS) on

providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identityclient identity, current address and contact details. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those

Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer. The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE and NSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST

Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and as amended vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. NSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. The Acquirer has appointed Trust Financial Consultancy Services Private Limited ("Buying Broker") as its

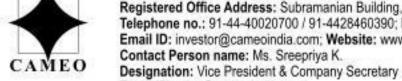
broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below: TRUST FINANCIAL CONSULTANCY SERVICES PRIVATE LIMITED 109/110, Balarama, 1st Floor, Village Pariokhari, Bandra Kurla Complex, Bandra [East],

Email ID: tejas.sarvaiya@trustgroup.in; Website: www.trustgroup.in SEBI Registration Number: INZ000238639 Corporate Identity Number: U67120MH2002PTC135942

Mumbai - 400051; Tel.: +91 22 4084 5000; Fax.: +91 22 4084 5007

Contact Person(s): Mr. Tejas Sarvaiya

- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market during the Tendering Period. Separate Acquisition Window will be provided by BSE and NSE to facilitate the placing of orders. Before
- placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation. The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) and NSE's
- website (www.nseindia.com) throughout the trading session at specific intervals by both stock exchanges during the Tendering Period As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements)
- Regulations, 2015, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations, Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations. The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer,
- which shall also be made available on the website of SEBI (www.sebi.gov.in). Equity Shares should not be submitted/tendered to the Manager, the Acquirer or the Target Company.
- OTHER INFORMATION
- The Acquirer and its directors in their capacity as directors of the Acquirer accept full responsibility for the information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations in respect of the Open Offer. All the information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other
- advertisement/publications made in connection with the Open Offer has either been obtained from publicly available sources or provided by the Target Company. The Acquirer does not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company. In this DPS, all references to "Rs" are references to Indian Rupee(s).
- In this DPS, any discrepancy in figures as a result of multiplication or totalling is due to rounding off. This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in).
 - Pursuant to Regulation 12(1) of the SEBI (SAST) Regulations, the Acquirer has appointed Trust Investment Advisors Private Limited as the Manager to the Offer.
 - The Acquirer has appointed Cameo Corporate Services Limited, as the Registrar to the Offer and their details are: Cameo Corporate Services Limited



TRUST

Date: August 26, 2021

Place: Hyderabad

TRUST

Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai - 600002 Telephone no.: 91-44-40020700 / 91-4428460390; Fax number: 91-44-28460129 Email ID: investor@cameoindia.com; Website: www.cameoindia.com Contact Person name: Ms. Sreepriya K.

Email ID: priya@cameoindia.com Investor Grievance Email ID: investor@cameoindia.com SEBI Registration No.: INR000003753

ISSUED BY MANAGER TO THE OFFER Trust Investment Advisors Private Limited

Reistered Office Address: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Tel: +91 22 4084 5000 ; Fax: +91 22 4084 5066 Investor Grievance Email ID: customercare@trustgroup.in Contact Person: Mr. Brijmohan Bohra

Email ID: Briimohan.bohra@trustgroup.in SEBI Registration No.: INM000011120

For and on behalf of Acquirer Sri Power Generation (India) Private Limited

www.readwhere.com

FINANCIAL EXPRESS

DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

MEGASOFT LIMITED CIN: L72200TN1999PLC042730 | Registered Office: No.85, Kutchery Road, Mylapore, Chennai - 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad - 500 081, Telangana, India

Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com | Contact Person: Srivalli Susarla, Company Secretary & Compliance Officer OPEN OFFER FOR ACQUISITION OF UP TO 2.95,08.017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF

RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF MEGASOFT LIMITED ("TARGET COMPANY") AT A PRICE OF RS. 14.70 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") ("OFFER" OR "OPEN OFFER") This detailed public statement ("DPS") is being issued by Trust Investment Advisors Private Limited, the manager to the

Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments and/ or modifications thereto ("SEBI (SAST) Regulations"), and pursuant to the public announcement dated August 20, 2021, ("PA") filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), Securities and Exchange Board of India ("SEBI") and the Target Company, in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below.

Terms capitalized herein but not defined hereunder shall have their meanings ascribed to them in other documents

- "Expanded Voting Share Capital" means the total voting equity share capital 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 "Public Shareholders" means all the equity shareholders of the Target Company, including the non-promoter
- non-public shareholders of the Target Company, but excluding the Acquirer, parties to the underlying SPA (as defined below), including persons deemed to be acting in concert with such parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations;
- "SEBI Act" shall mean Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto. "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI"), as prescribed in
- the SEBI (SAST) Regulations. ACQUIRER, TARGET COMPANY AND OPEN OFFER
- - Details of Sri Power Generation (India) Private Limited ("Acquirer")
 - 1.1. The Acquirer is an unlisted private company limited by shares. It was incorporated as a private limited company in accordance with the Companies Act, 1956 on August 28, 2007 under the name of Sricity Power Gen. (TN) Private Limited. The name was subsequently changed to Sri Power Generation (India) Private Limited on August 3, 2009. The CIN of the Acquirer is U40109TN2007PTC064543. 1.2. The registered office of the Acquirer is located at No. 85, Kutchery Road, Mylapore, Chennai - 600004 and
 - Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad - 500081 Tel No.: +91 40 4050 4412.E-mail: sripowergeneration@gmail.com. 1.3. The Acquirer is primarily engaged in the business of establishing, owning, taking on lease, operating and
 - maintaining power generation units in order to generate power by employing any kind of technology, and to distribute, and to sell electricity or power so generated. 1.4. The promoters of the Acquirer are Ms. Kamalamma Chintalapati and Ms. Pushpavathi Dendukuri. The

| Name of the shareholder | Category of shareholder | No. of shares held | % of shares held | Shares pledged/ encumbered, if any |
|----------------------------------|----------------------------|-----------------------|---------------------|---------------------------------------|
| Ms. Kamalamma Chintalapati | Promoter | 39,95,000 | 83.23 | 12 |
| M. Pallonji & Co Private Limited | Non-Promoter | 8,00,000 | 16.67 | 18 |
| Ms. Pushpavathi Dendukuri | Promoter | 5,000 | 0.10 | |
| Total | Art 16000 | 48,00,000 | 100.00 | o i o conse |

- 1.5 No other person is acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"). However, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 1.6 The shares of the Acquirer are not listed on any stock exchange in India or abroad. 1.7 As on the date of this DPS, there are no directors representing the Acquirer on the board of the Target
- 1.8 The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions
- 1.9 Save and except as provided in this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this DPS. Further, neither the Acquirer nor its directors or key managerial personnel have any relationship with or interest in the Target Company, as detailed in Part B (Background to the Offer) of this DPS which has triggered the Open Offer
- 1.10 The Acquirer is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 1.11 The key financial information of the Acquirer as of and for the financial years ended on March 31, 2021. March 31, 2020 and March 31, 2019 is as set out below:

| Particulars | FY 2020-21 (unaudited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|---------------------------|-------------------------|-------------------------|
| Total income | 6,75,68,888 | 17,17,67,946 | 14,72,90,190 |
| Net income | 2,33,66,940 | 8,62,06,437 | 7,97,22,629 |
| Basic earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Diluted earnings per share (Rs.) | 4.87 | 17.96 | 16.61 |
| Net worth | 74,60,75,993 | 72,27,09,053 | 63,65,02,616 |

- The key financial information of the Acquirer for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been extracted from the unaudited financial statements for the financial year ended March 31, 2021 and from the audited financial statements for the financial years ended March 31, 2020 and March 31, 2019 respectively.
- Net worth includes equity share capital and other equity but does not include non-controlling interest. Details of Megasoft Limited ("Target Company")
- The Target Company is a public limited company incorporated on June 29, 1991 under the Companies Act, 1956. Its CIN is L72200TN1999PLC042730. The name of the Target Company has not undergone any change in the last three years. The registered office of the Target Company is located at No.85, Kutchery Road, Mylapore, Chennai - 600004, Tamil Nadu, India and its corporate office at My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad - 500 081, Telangana, India.
- 2.3. The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.

The Target Company is engaged in the business of providing information technology services to customers.

- 2.4. The Equity Shares are frequently traded on BSE and NSE for the purposes of Regulation 2(1)(j) of the SEBI (SAST) Regulations (Further details provided in Part D below (Offer Price)).
- 2.5. As on date of this DPS, the total authorized share capital of the Target Company is Rs. 75,00,00,000 comprising of 7,50,00,000 Equity Shares having face value of Rs. 10 each; The total issued, subscribed and paid-up share capital of the Target Company is Rs. 73,77,00,410 comprising of 7,37,70,041 Equity Shares. The Target Company does not have any partly paid-up shares.
- 2.6. The key financial information of the Target Company as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below:

| Particulars | FY 2020-21 (audited) | FY 2019-20 (audited) | FY 2018-19 (audited) |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| Total income | 6,626,62 | 6,323.54 | 7,051.31 |
| Net income | 184.81 | 70.71 | 33.42 |
| Basic earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Diluted earnings per share (Rs.) | 0.42 | 0.16 | 0.08 |
| Shareholders' Funds/ Net worth | 11,364.29 | 11,236.28 | 10,931.36 |

- Details of the Open Offer
 - 3.1 This Open Offer is being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Please refer to Part B (Background to the Open Offer) for further information on Underlying Transaction. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulations 13 and 14(1) of the SEBI (SAST) Regulations, was sent to the Stock Exchanges on, August 20, The Public Announcement was also published in Financial Express (English), Jansatta (Hindi). Navshakti (Marathi) and Makkal Kural (Tamil) on August 21, 2021.
 - 3.2 The Acquirer is making this Open Offer to acquire from the Public Shareholders up to 2,95,08,017 Equity Shares ("Offer Shares"), constituting 40.00% of the Expanded Voting Share Capital ("Offer Size") at an offer price of Rs. 14.70 per Offer Share (the "Offer Price"), aggregating to a total consideration of Rs. 43,37,67,849.90 (assuming full acceptance) ("Offer Consideration").
 - 3.3 This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
 - 3.4 This Open Offer is not conditional on any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

| Particulars | No. of shares | % of Expanded Voting Share Capital |
|---|---------------|---------------------------------------|
| Fully paid-up equity shares as on date | 7,37,70,041 | 100.00% |
| Partly paid up equity shares as on date | 0 | 0.00% |
| Employees Stock Option (ESOPs) vested, or shall vest prior to the date of this DPS, if any | 0 | 0.00% |
| Expanded Voting Share Capital | 7 37 70 041 | 100.00% |

- 3.6 As on the date of this DPS, there are no: (a) partly paid Equity Shares; and (b) outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or ESOPs issued by the Target Company.
- 3.7 The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 3.8 To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Underlying Transactions. Other than as indicated in Part F (Statutory and Other Approvals) below, there are no statutory or other approvals required for the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer.
- 3.9 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- 3.10 In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in this DPS as set out in Part F (Statutory and Other Approvals) below or those which become applicable prior to completion of the Open Offer are not received, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Offer) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 3.11 All the Equity Shares validly tendered by the Public Shareholders in this Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS, and those which will be set out in the letter of offer to be sent to all Public Shareholders in relation to this Offer ("Letter of Offer"). If the number of Offer Shares validly tendered by the Public Shareholders under the Open Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.
- 3.12 The Offer Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with all the rights attached thereto, and the tendering Public Shareholders shall have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis.
- 3.13 After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/ or businesses of the Target Company and/ or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/ operating arrangements, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/or its subsidiary/(ies) and such decision will be taken in compliance with applicable laws.

- 3.14 As per Regulation 38A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. as amended ("SEBI (LODR) Regulations") read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As on the date of this DPS, public shareholding of the Target Company is 100% of the paid-up share capital of the Company. Therefore, the Target Company is in compliance with the minimum public shareholding requirements stipulated under applicable law and shall continue to be in compliance thereof, every after the Acquirer takes over the control of the Target Company.
- 3.15 The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS. 3.16 The Manager to the Open Offer further declares and undertakes not to deal on their account in the Equity
- Shares during the Open Offer period.
- BACKGROUND TO THE OPEN OFFER

Type of

- As on the date of the public announcement dated August 20, 2021 ("Public Announcement" / "PA"), the Acquirer held 24.77% of the existing equity share capital of the Target Company.
- The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. Pursuant to the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the promoter of the Target Company including in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR)
- As a consequence of the execution of SPA, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. The Offer Price will be payable in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations. **Details of Underlying Transactions**

Shares/Voting rights acquired/ Total

| transaction | transaction | proposed to be acquired | | consideration | payment | which has |
|------------------------|--|-------------------------|---|---|------------------------|---|
| (direct / indirect) | (agreement/ allotment/ market purchase) | Number | % vis-à-vis total equity/ Expanded Voting Share Capital | for Equity Shares/ Voting rights (VR) acquired | (Cash / securities) | triggered |
| Direct | Share Purchase Agreement: A share purchase agreement dated August 20, 2021 ("SPA") entered into between the Acquirer and an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer has agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. | | 1.22% | Rs. 1,16,84,829/- | Cash | Regulations 3 (1) and 4 of the SEBI (SAST) Regulations. |

- 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (iii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions
- This Offer got triggered on Friday, August 20, 2021, when the SPA was executed between the Acquirer and Ms. Jyothi Raju Chintalapati.
- SHAREHOLDING AND ACQUISITION DETAILS The current and proposed shareholding of the Acquirer in the Target Company and the details of the
- acquisition are as follows:

| No. of equity shares | % of equity shares held |
|-------------------------|--|
| 1,82,71,989 | 24.77% |
| 8,98,833 | 1.22% |
| | - 80 |
| 2,95,08,017 | 40.00% |
| 4,86,78,839 | 65.99% |
| | equity shares 1,82,71,989 8,98,833 - 2,95,08,017 |

- There are no PAC in this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI
- The percentages are a percentage of the Expanded Voting Share Capital of the Company Assuming full acceptance under this Offer (i.e. 2,95,08,017 Equity Shares), then, the shareholding of the Acquirer post completion of the Offer would be 4,86,78,839 Equity Shares representing 65.99% of Expanded Voting Share Capital.
- As on the date of this DPS, neither the Acquirer nor its directors or its key managerial personnel hold any Equity Shares of the Target Company, save and except as provided in Part C of this DPS.
- The Equity Shares are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.
- The annualized trading turnover of the Equity Shares, on the Stock Exchanges during the 12 calendar
- months preceding the calendar month in which the public announcement was required to be made, i.e., from August 1, 2020 to July 31, 2021 ("Twelve Months Period"), is as set out below:

| Stock exchange | Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Weighted average number of Equity Share during the Twelve Months Period("B") | Trade Turnover % (A / B) |
|----------------|--|---|-----------------------------|
| NSE | 3,42,72,841 | 4,42,67,293 | 77% |
| BSE | 1,24,93,888 | 4,42,67,293 | 28% |

the SEBI (SAST) Regulations, being the highest of the following:

- Based on the above, the Equity Shares of the Target Company are frequently traded on BSE and NSE in accordance with Regulation 2(1)(i) of the SEBI (SAST) Regulations.
- The Offer Price of Rs. 14.70 per Equity Share has been determined in terms of Regulations 8(1) and 8(2) of

| S.N | Particulars | Rs. per equity share |
|-----|---|----------------------|
| A. | Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA* | 13.00 |
| В. | The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations | 14.70 |
| C. | The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA** | 14.32 |
| D. | The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA*** | 14.70 |
| E. | The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges**** | 14.33 |
| F. | Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies | Not Applicable |
| G. | The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not Applicable |

- As per SPA
- The Acquirer has acquired 41,92,375 Equity Shares at volume weighted average price of Rs. 14.32 each of
- the Target Company during the 52 weeks immediately preceding the date of PA. The Acquirer has acquired 41,92,375 Equity Shares of which 20,000 Equity Shares were acquired at highest price of Rs. 14.70 each of the Target Company as a bulk deal.
- Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during such period In view of the parameters considered and presented in the aforesaid table, the minimum offer price per
- Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to G above i.e., Rs. 14.70 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, and reduction etc. where the record date for effecting such corporate

actions falls between the date of this DPS up to 3 Working Days prior to the commencement of the tendering

- period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations. In the event of any acquisition of Equity Shares by the Acquirer during the Offer period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3 Working Day prior to the commencement of the tendering period of this
- Offer and until the expiry of the tendering period of this Offer. If the Acquirer acquires Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- If there is any revision in the Offer Price on account of any future purchases or competing offer(s), it will be done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders. FINANCIAL ARRANGEMENTS

The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the acquisition of

2,95,08,017 Equity Shares, at the Offer Price of Rs. 14.70 per equity share is Rs. 43,37,67,849.90. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement with ICICI Limited, Churchgate Branch, Mumbai ("Escrow Agent") on August 20, 2021 ("Escrow Agreement"), and by way of security for performance by the Acquirer of

- its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named "Sri Power Megasoft Open Offer Cash Escrow Account" ("Escrow Account") with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of Rs. 10,84,41,963/- into the Escrow Account. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of Escrow Amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration and 10% of the remainder of the Offer Consideration.
- The Acquirer has authorised the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- The sources of funds for the Acquirer are available cash and cash equivalents and its liquid securities. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirer is able to implement this Offer. M/s Ganeshvenkat & Co., Chartered Accountants (FRN: 005293S) (Mr. G. Raja Venkat, partner,
- membership no.: 025014), vide their certificate dated August 20, 2021 certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer. Based on the above, the Manager to the Offer is satisfied, (a) about the adequacy of resources to meet the
- financial requirements for the Open Offer and the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations; and (b) that firm arrangements for payment through verifiable means are in place to fulfil the Open Offer obligations.
- In case of any upward revision in the Offer Price or Offer Size, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST)
- Regulations, prior to effecting such revision. STATUTORY AND OTHER APPROVALS

Regulation

Mode of

- To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals specified in this
- DPS as set out in Part F (Statutory and Other Approvals) above or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations. Non-resident Indians ("NRIs"), erstwhile overseas corporate bodies ("OCBs") and other non-resident

holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required (including

- without limitation, the approval from the Reserve Bank of India ("RBI")), if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors ("FIIs") and foreign portfolio investors ("FPIs")) had required any approvals (including from the RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer
 - pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer. Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete payment of
- consideration within 10 Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer
- shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer. In case of delay/non-receipt of any statutory and other approvals referred to in this Part F, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the non-receipt of the requisite statutory
- approval(s) was not be attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in acquith Regulations 18/11) and 18/114) of the SERI (SAST) Regula

| Activity | Day and Date |
|---|-------------------------------|
| Date of PA | Friday, August 20, 2021 |
| Date of publication of this DPS | Friday, August 27, 2021 |
| Last date for filing of the draft letter of offer with SEBI | Friday, September 3, 2021 |
| Last date for public announcement for competing offer(s) | Monday, September 20, 2021 |
| Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, September 27, 2021 |
| Identified Date# | Wednesday, September 29, 2021 |
| Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Wednesday, October 6, 2021 |
| Last date for upward revision of the Offer Price and/or Offer Size | Monday, October 11, 2021 |
| Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer | Monday, October 11, 2021 |
| Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Tuesday, October 12, 2021 |
| Date of commencement of the tendering period ("Offer Opening Date") | Wednesday, October 13, 2021 |
| Date of closure of the tendering period ("Offer Closing Date") | Friday, October 29, 2021 |
| Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Tuesday, November 16, 2021 |
| | |

newspapers in which this DPS has been published *The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. # Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would 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.

Wednesday, November 24, 2021

- PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER 1. All the Public Shareholders, holding Equity Shares whether in dematerialised form or physical form, registered or unregistered, are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10 Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the nonreceipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. The Public Shareholders may also download the Letter of Offer from the SEBI's website (www.sebi.gov.in) or
- obtain a copy of the same from the Registrar to the Offer (detailed at Part I (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identityclient identity, current address and contact details. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those
- Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer. The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE and NSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST)
- Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and as amended vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. NSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- The Acquirer has appointed Trust Financial Consultancy Services Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- TRUST FINANCIAL CONSULTANCY SERVICES PRIVATE LIMITED 109/110, Balarama, 1st Floor, Village Parigkhari, Bandra Kurla Complex, Bandra [East],

Mumbai - 400051; Tel.: +91 22 4084 5000; Fax.: +91 22 4084 5007 TRUST Contact Person(s): Mr. Tejas Sarvaiya Email ID: tejas.sarvaiya@trustgroup.in; Website: www.trustgroup.in

Last date for publication of post-Open Offer public announcement in the

- SEBI Registration Number: INZ000238639 Corporate Identity Number: U67120MH2002PTC135942 Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market,
- during the Tendering Period. Separate Acquisition Window will be provided by BSE and NSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- 10. The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) and NSE's website (www.nseindia.com) throughout the trading session at specific intervals by both stock exchanges during the Tendering Period. 11. As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements)
- Regulations, 2015, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall also be made available on the website of SEBI (www.sebi.gov.in). Equity Shares should not be submitted/tendered to the Manager, the Acquirer or the Target Company.
- The Acquirer and its directors in their capacity as directors of the Acquirer accept full responsibility for the
- information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations in respect of the Open Offer. All the information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other
- advertisement/publications made in connection with the Open Offer has either been obtained from publicly available sources or provided by the Target Company. The Acquirer does not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company. In this DPS, all references to "Rs" are references to Indian Rupee(s). In this DPS, any discrepancy in figures as a result of multiplication or totalling is due to rounding off.
- This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in). Pursuant to Regulation 12(1) of the SEBI (SAST) Regulations, the Acquirer has appointed Trust Investment

Advisors Private Limited as the Manager to the Offer. The Acquirer has appointed Cameo Corporate Services Limited, as the Registrar to the Offer and their details are: Cameo Corporate Services Limited Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai - 600002

> Telephone no.: 91-44-40020700 / 91-4428460390; Fax number: 91-44-28460129 Email ID: investor@cameoindia.com; Website: www.cameoindia.com Contact Person name: Ms. Sreepriya K. Designation: Vice President & Company Secretary

Email ID: priya@cameoindia.com Investor Grievance Email ID: investor@cameoindia.com SEBI Registration No.: INR000003753 ISSUED BY MANAGER TO THE OFFER



Date: August 26, 2021

Place: Hyderabad

CAMEO

Trust Investment Advisors Private Limited Reistered Office Address: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Tel: +91 22 4084 5000 : Fax: +91 22 4084 5066 Investor Grievance Email ID: customercare@trustgroup.in

Contact Person: Mr. Brijmohan Bohra Email ID: Brijmohan.bohra@trustgroup.in SEBI Registration No.: INM000011120

For and on behalf of Acquirer Sri Power Generation (India) Private Limited

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