



VC CORPORATE ADVISORS PVT LTD.

31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata-700 013
Tel. : 033 2225 3940, Fax : 033 2225 3941
CIN - U67120WB2005PTC106051

E-mail : mail@vccorporate.com
Website : www.vccorporate.com

Date: 05.08.2024

VCC/08/24/03

To,
The BSE Limited,
20th Floor, P. J. Towers, Dalal Street,
Mumbai - 400 001

Respected Sir/ Madam,

Subject: Open Offer by Mrs. Rachna Suman Shaw, resident of Indralok Apartment, 7th Floor, Flat- 701, 187, N.S.C Bose Road, Regent Park, Kolkata- 700040 (hereinafter referred to as the "Acquirer"), to the equity shareholders of M/s. Nagarjuna Agri-Tech Limited ("NATL" or the "Target Company") to acquire from them up to 2435966 equity shares of face value of Rs. 10/- each representing 26% of the total paid-up equity and voting share capital of NATL.

We are pleased to inform you that we have been appointed as the "Manager to the Offer" by the Acquirer for the aforementioned Open Offer. The Equity Shares of NATL are listed on BSE Limited ('BSE') only.

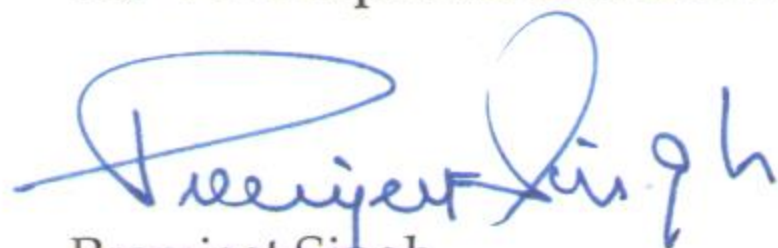
We would further like to inform you that the Acquirer has entered into Share Purchase Agreements all dated Monday, August 05, 2024 with the Outgoing Promoters of the Target Company viz., Mr. Venkatalakshmi Narasimha Raju Kosuri, Mrs. Kosuri Lakshmi Raju, M/s. Jinnur Investments Private Limited, M/s. Krishna Holdings Private Limited and two Public Shareholders of the Target Company viz., Mrs. Suji Katari and M/s. Dhanavantari Agro Farms Private Limited, respectively for acquisition of in aggregate 5658369 fully paid-up equity shares constituting 60.39% of the total paid-up equity and voting share capital and control of the Target Company. Pursuant to the aforementioned acquisitions, the aggregate shareholding of the Acquirer will be 5658369 equity shares constituting 60.39% of the total paid-up equity and voting share capital of the Target Company, thereby triggering the Open Offer under Regulation 3(1) & 4 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ["SEBI (SAST) Regulations, 2011"].

In this regard and as per the requirement of the SEBI (SAST) Regulations, 2011 please find attached herewith hard copy and the soft copy in PDF format of the Public Announcement on behalf of the Acquirer.

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,
For VC Corporate Advisors Private Limited


Premjeet Singh
Asst. Vice President



Encl: As Above

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI SAST REGULATIONS") FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S. NAGARJUNA AGRI-TECH LIMITED ("NATL"/ "TARGET COMPANY")

OPEN OFFER FOR ACQUISITION OF UPTO 2435966 (TWENTY-FOUR LAKHS THIRTY-FIVE THOUSAND NINE HUNDRED AND SIXTY-SIX) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") REPRESENTING 26.00% OF THE TOTAL PAID UP EQUITY AND VOTING SHARE CAPITAL OF THE TARGET COMPANY, ON A FULLY DILUTED BASIS, FROM THE EQUITY SHAREHOLDERS OF NATL BY MRS. RACHNA SUMAN SHAW RESIDENT OF INDRALOK APARTMENT, 7TH FLOOR, FLAT- 701, 187, N.S.C BOSE ROAD, REGENT PARK, KOLKATA-700040 (HEREINAFTER REFERRED TO AS THE "ACQUIRER") ("OPEN OFFER" / "OFFER").

THIS PUBLIC ANNOUNCEMENT ("PUBLIC ANNOUNCEMENT") IS BEING ISSUED BY M/S. VC CORPORATE ADVISORS PRIVATE LIMITED ("MANAGER TO THE OFFER") FOR AND ON BEHALF OF THE ACQUIRER TO THE EQUITY SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN ACCORDANCE WITH REGULATIONS 3(1) AND (4) OF THE SEBI SAST REGULATIONS.

1. Definitions:

- **Control** shall have the meaning ascribed to it under the SEBI SAST Regulations.
- **Equity Shares** shall mean fully paid-up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten Only) each.
- **Identified Date** shall mean the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Equity Shareholders to whom the Letter of Offer in relation to this Offer shall be sent.
- **MPSR** shall mean minimum public shareholding requirement of 25% in the Target Company.
- **PAC** shall mean person(s) acting in concert as defined under Regulation 2(1)(q)(2) of the SEBI SAST Regulations.
- **Public Shareholders** shall mean all the equity shareholders of the Target Company except the existing members of the Promoters and Promoter Group of the Target Company, parties to the Share Purchase Agreements and the Acquirer.



- **SCRR** shall mean Securities Contract (Regulation) Rules, 1957, as amended.
- **SEBI (LODR) Regulations** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- **Tendering Period** shall have the meaning ascribed to it under SEBI SAST Regulations.
- **Working Day** shall mean a working day of SEBI.

2. Offer Details:

- **Offer Size:** This Open Offer/ Offer is being made by the Acquirer for acquisition of upto 2435966 (Twenty-Four Lakhs Thirty-Five Thousand Nine Hundred and Sixty-Six) fully paid equity shares, constituting 26.00% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 20/- (Rupees Twenty Only) per equity share (hereinafter referred to as the “**Offer Price**”) will be offered for the Equity Shares tendered by the Equity Shareholders during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirer will be Rs. 4,87,19,320/- (Rupees Four Crores Eighty-Seven Lakhs Nineteen Thousand Three Hundred and Twenty Only).
- **Mode of payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1) (a) of the SEBI SAST Regulations.
- **Type of Offer (Triggered Offer, Voluntary Offer/ Competing Offer etc.):** The Offer is a Triggered Offer made under Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations.

3. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

On August 05, 2024 the Acquirer has entered into Share Purchase Agreements (“**SPAs**”/ “**Agreements**”) with the Outgoing Promoters i.e., Mr. Venkatalakshmi Narasimha Raju Kosuri, Mrs. Kosuri Lakshmi Raju, M/s. Jinnur Investments Private Limited and M/s. Krishna Holdings Private Limited and two public shareholders i.e. Mrs. Suji Katari and M/s. Dhanavantari Agro Farms Private Limited for acquisition of in aggregate 5658369 (Fifty-Six Lakhs Fifty-Eight Thousand Three Hundred and Sixty-Nine) equity shares, constituting 60.39% of the total paid-up equity and voting share capital of the Target Company at a negotiated price of Rs. 10/- (Rupees Ten Only) per equity share subject to satisfaction of conditions mentioned in the SPAs. Pursuant to acquisition of the aforesaid equity shares in terms of the SPAs, the aggregate shareholding of the Acquirer in the Target Company would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI SAST



Regulations and accordingly, this Offer is being made under Regulation 3(1) of the SEBI SAST Regulations. Further, in terms of the SPAs and post successful completion of the Open Offer, the Acquirer will also acquire control over the Target Company and will be the sole Promoter of the Target Company, hence the Offer is also being made under Regulation 4 of the SEBI SAST Regulations.

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for Shares/ Voting Rights acquired (Rs. In Crores)	Mode of payment (Cash/securities)	Regulations which have triggered
		Number	% vis-a-vis total Equity / Voting Capital			
Direct	Share Purchase Agreements dated August 05, 2024 between the Acquirer and the Outgoing Promoters and Public Shareholders.	5658369	60.39%	Rs. 5.66	Cash	3(1) & 4

4. Acquirer:

Details	Acquirer
Name of the Acquirer / PACs	Rachna Suman Shaw
Address	Indralok Apartment, 7 th Floor, Flat- 701, 187, N.S.C Bose Road, Regent Park, Kolkata- 700040
Name(s) of Persons in control /Promoters of Acquirer/ PACs where Acquirer/ PAC are companies	NA
Name of the Group, if any, to which the Acquirer/PAC belongs to	NA
Pre-Transaction Shareholding Number % of total share capital	NIL (0.00%)
Proposed shareholding after the acquisition of shares which triggered the Open Offer	
Number	5658369
% of total share capital	60.39%
Any other interest in the Target Company	NO

* For the purpose of this Open Offer, there is no Person Acting in Concert (PAC) with the Acquirer.

**The difference if any in the percentage is due to rounding-off.



NA means Not Applicable.

5. Details of Selling Shareholders, if applicable:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholders			
		Pre- Transaction		Post- Transaction	
		Number	%	Number	%
Mr. Venkatalakshmi Narasimha Raju Kosuri	Yes	481263	5.14	Nil	Nil
Mrs. Kosuri Lakshmi Raju	Yes	4501	0.05	Nil	Nil
M/s. Jinnur Investments Private Limited	Yes	2133405	22.77	Nil	Nil
M/s. Krishna Holdings Private Limited	Yes	325000	3.47	Nil	Nil
Mrs. Suji Katari	No	614200	6.55	Nil	Nil
M/s. Dhanavantari Agro Farms Private Limited	No	2100000	22.41	Nil	Nil
TOTAL		5658369	60.39	Nil	Nil

6. Target Company:

- **Name:** M/s. Nagarjuna Agri-Tech Limited having its registered office at 56, Nagarjuna Hills, Panjagutta, Hyderabad-500082.
- **Corporate Identity Number ["CIN"]:** CIN L01119TG1987PLC007981.
- **Exchanges where listed:** The equity shares of the Target Company are presently listed on BSE Limited (**BSE**) only.

7. Other details:

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14(3) of SEBI SAST Regulations vide a Detailed Public Statement on or before Monday, August 12, 2024.
- The Acquirer undertakes that she is aware of and will comply with her obligations under the SEBI SAST Regulations and has adequate financial resources to meet the Offer Obligations.



- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI SAST Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI SAST Regulations.

Issued by:



MANAGER TO THE OFFER:

VC Corporate Advisors Private Limited

CIN: U67120WB2005PTC106051

SEBI REGN No.: INM000011096

Validity of Registration: Permanent

(Contact Person: Ms. Urvi Belani/ Mr. Premjeet Singh)

31 Ganesh Chandra Avenue, 2nd Floor,

Suite No. -2C, Kolkata-700 013

Tel. No.: 033 2225 3940

Fax No.: 033 2225 3941

Email Id: mail@vccorporate.com

Website: www.vccorporate.com

On Behalf of Acquirer:

Sd/-

Rachna Suman Shaw

Place: Kolkata

Date: 05.08.2024

