

Wednesday, July 06, 2022

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India

Dear Sir/ Ma'am,

Open offer made by the Promoter Acquirers for acquisition of up to 66,05,150 Equity Shares Subject: representing 26.00% of the Voting Share Capital from the Public Shareholders of TTI Enterprise

We would like to inform you that, Mr. V S Ranganathan ('Promoter Acquirer 1'), Ms. Bindu KC ('Promoter Acquirer 2') and Ms. Kanakavally Prathapan ('Promoter Acquirer 3') (Promoter Acquirer 1, Promoter Acquirer 2 and Promoter Acquirer 3 are hereinafter collectively referred to as the 'Promoter Acquirers'), have entered into a Share Purchase Agreement dated Wednesday, July 06, 2022, with Kashyapi Advisors LLP ('Deemed PAC 1') and Pragnay Advisors LLP ('Deemed PAC 2'), the present Public Shareholders of the Target Company (Deemed PAC 1 and Deemed PAC 2 are hereinafter collectively referred to as 'Deemed PACs'), for acquisition of 51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three) Equity Shares, of face value of ₹10.00/- (Rupees Ten Only) each ('Equity Shares'), representing 20.25% (Twenty Point Two Five Percent) of the Voting Share Capital of TTI Enterprise Limited, a public limited company incorporated under the provisions of the Companies Act, 2013.

In accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations'), we are pleased to inform you that we, CapitalSquare Advisors Private Limited, have been appointed as the Manager to the Offer by the Promoter Acquirers ('Manager'), and pursuant to the execution of the Share Purchase Agreement, the Promoter Acquirers have announced an open offer in compliance with the provisions of Regulations 3(2) and 4 and such other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 6,05,150 (Sixty-Six Lakhs Five Thousand One Hundred and Fifty) Equity Shares, representing 26.00% (Twenty Six percent) of the Voting Share Capital of the Target Company from the Public Shareholders of the Target Company.

In this regard in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and in accordance with the requirements under the SEBI (SAST) Regulations, please find attached herewith the copy of the Public Announcement submitted to Securities and Exchange Board of India.

We hope your good self will find the above in order and we request you to kindly upload the Public Announcement on your website at the earliest.

Thanking you,

Yours faithfully.

For CapitalSquare Advisors Private Limited

Ms Pankita Patel Senior Associate

Encl.: As Above

PUBLIC ANNOUNCEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3(2) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

TTI ENTERPRISE LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956

This Public Announcement for the Open Offer is being made by Mr. V S Ranganathan (Promoter Acquirer 1), Ms. Bindu K C (Promoter Acquirer 2), and Ms. Kanakavally Prathapan Karumanthra (Promoter Acquirer 3), the Promoter Acquirers, for the acquisition of up to 66,05,150 (Sixty-Six Lakhs Five Thousand One Hundred and Fifty) Equity Shares, representing 26.00% (Twenty-Six percent) of the Voting Share Capital of TTI Enterprise Limited, the Target Company, at an offer price of ₹13.50/- (Rupees Thirteen and Fifty Paise Only) per Offer Share from the Public Shareholders of the Target Company, pursuant to and in compliance with the provisions of Regulations 3(2) and 4 of the SEBI (SAST) Regulations.

This Public Announcement is being issued by CapitalSquare Advisors Private Limited, the Manager to the Open Offer, for and on behalf of the Promoter Acquirers to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3(2) and 4 read with Regulations 13, 14, 15(1), and such other applicable provisions of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

1) DEFINITIONS AND ABBREVIATIONS

Definitions/ Abbreviations	Particulars		
Promoter Acquirer 1	Mr. V S Ranganathan, son of Sreenivasan, aged 60 years, having Permanent Account Number 'AJCPR5932P' under the Income Tax Act, 1961, resident at Valath House, Koorkkenchery, Thrissur – 680007, Kerala, India.		
Promoter Acquirer 2	Ms. Rindu K.C. wife of Gireach K.K. aged 47 years, having Permanent Account Number 'A OIDR7884P'		
Promoter Acquirer 3	Ms. Kanakavally Prathapan, wife of Prathapan Karumanthra Raman, aged 62 years, having Permanent Account Number 'AFOPK7572E' under the Income Tax Act, 1961, resident at Karumanthra House, Old Gate Road, Kanimangalam Post, Palissery, Thrissur – 680027, Kerala, India.		
Promoter Acquirers	Promoter Acquirer 1, Promoter Acquirer 2 and Promoter Acquirer 3 are hereinafter collectively referred to as Promoter Acquirers. The Promoter Acquirers are in joint control of the Target Company with the Deemed PACs as defined below.		
Board of Directors	The board means the Board of Directors of the Target Company.		
BSE Limited	BSE Limited is one of the stock exchanges where presently the Equity Shares of the Target Company are listed.		
CIN Corporate Identification Number issued under the Companies Act, 2013, and the rules made			
CSE Limited	The Calcutta Stock Evchange Limited is one of the stock evchanges where presently the Equity Share		
Deemed PAC 1	Kashyapi Advisors LLP, being one of the deemed persons acting in concert with the present Promoters and members of the Promoter Group in accordance with the provisions of the SEBI (SAST) Regulations.		
Deemed PAC 2	Pragnay Advisors LLP, being one of the deemed persons acting in concert with the present Promoters and members of the Promoter Group in accordance with the provisions of the SEBI (SAST) Regulations.		
Deemed PACs	Deemed PAC 1 and Deemed PAC 2 are hereinafter collectively referred to as Deemed PACs. The Deemed PACs are in joint control of the Target Company with the Promoter Acquirers.		
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of the face value of ₹10.00/- (Rupees Ten Only) each.		
Identified Date Identified date means the date falling on the 10 th (Tenth) Working Day prior to the commence of Offer Shareholders to who of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregister Equity Shares are eligible to participate in this Offer at any time before the expiry of the Tend			
ISIN	International Securities Identification Number.		
Negotiated Price	A negotiated price of ₹10.50/- (Rupees Ten and Fifty Paise Only) per Sale Share, aggregating to an amount of ₹5,40,09,931.50/- (Rupees Five Crores Forty Lakhs Nine Thousand Nine Hundred Thirty One and Fifty Paise Only) for the sale of 51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three) Equity Shares, representing 20.25% (Twenty Point Two-Five Percent) of the Voting Share Capital of the Target Company, by the Deemed PACs to the Promoter Acquirers, pursuant to the execution of the Share Purchase Agreement.		

Definitions/ Abbreviations	Particulars			
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.			
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Promoter Acquirers, i.e., Wednesday, July 06, 2022, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.			
Offer Price	An offer price of ₹13.50/- (Rupees Thirteen and Fifty Paise Only) per Offer Shares.			
Offer Shares	66,05,150 (Sixty-Six Lakhs Five Thousand One Hundred and Fifty) Equity Shares, representing 26.00% (Twenty Six percent) of the Target Company.			
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period.			
PAN	Permanent account number allotted under the Income Tax Act, 1961.			
PA/ Public Announcement	Public Announcement dated Wednesday, July 06, 2022.			
Promoters	Pursuant to a share purchase agreement dated Monday, September 20, 2021, entered amongst the following mentioned acquirers namely being (a) Mr. V S Ranganathan, (b) Ms. Vasanthy Ranganathan, (c) Ms. Bindu K C, (d) Ms. Kanakavally Prathapan Karumanthra, (e) Ms. Mridula Mukundan, and (f) Mr. Sujith Venugopalan, and following mentioned erstwhile promoters, namely being: (a) Jitendra Kumar Mehta, (b) Paraj Mehta, (c) Binjal Mehta, (d) Paraj Mehta HUF, (e) Irawati Enterprises LLP, (f) Meghnath Wealth Creators LLP, and (g) Vaikundam Advisors LLP, an open offer had been triggered and completed in accordance and compliance with the provisions of SEBI (SAST) Regulations. Hence, as on date of this Public Announcement, the following persons namely being (a) Mr. V S Ranganathan, (b) Ms. Vasanthy Ranganathan, (c) Ms. Bindu K C, (d) Ms. Kanakavally Prathapan Karumanthra, (e) Ms. Mridula Mukundan, and (f) Mr. Sujith Venugopalan are the current promoters of the Target Company.			
Public Shareholders	All the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, (ii) Promoters, and (iii) persons deemed to be acting in concert with parties at (i), undertaking the sale of Sale Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.			
Sale Shares	51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three) Equity Shares, representing 20.25% (Twenty Point Two Five Percent) of the Voting Share Capital of the Target Company.			
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.			
SEBI	Securities and Exchange Board of India.			
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.			
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.			
SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,			
Regulations	2015 and subsequent amendment thereto.			
SEBI (SAST)	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,			
Regulations	2011 and subsequent amendments thereof.			
Share Purchase Agreement/ SPA	The share purchase agreement dated Wednesday, July 06, 2022, executed between the Promoter Acquirers and the Deemed PACs, pursuant to which the Promoter Acquirers have agreed to acquire 51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three) Equity Shares, representing 20.25% (Twenty Point Two-Five Percent) of the Voting Share Capital of the Target Company from the Deemed PACs at a negotiated price of ₹10.50/- (Rupees Ten and Fifty Paise Only) per Sale Share, aggregating to an amount of ₹5,40,09,931.50/- (Rupees Five Crores Forty Lakhs Nine Thousand Nine Hundred Thirty One and Fifty Paise Only).			
Stock Exchanges	BSE Limited and The Calcutta Stock Exchange Limited, are the stock exchanges on which the Equity Shares of the Target Company are presently listed.			
Target Company/ TTIENT	A company incorporated on Friday, June 12, 1981, in accordance with the provisions of the Companies Act, 1956, with Registrar of Companies, West Bengal, vide registration certificate of incorporation bearing reference number '11-61164' and certificate of commencement of business dated Monday, July 13, 1981. The name of the Target Company was changed from ' <i>Tycoons Trades and Investments Limited</i> ' to ' <i>TTI Enterprise Limited</i> ', vide fresh certificate of incorporation issued by the Registrar of Companies, West Bengal, on Friday July 01, 2011. The Corporate Identification Number of the Target Company is 'L67120WB1981PLC033771' and Permanent Account Number under Income Tax Act, 1961 is 'AABCT2625C', with its registered office situated at 1 R.N. Mukherjee Road, Martin Burn House, 4 th Floor, Suite No. 22, Kolkata - 700001, West Bengal, India.			
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.			

Definitions/ Abbreviations	Particulars
Underlying	The transaction for sale and purchase of the Sale Shares as contemplated under the Share Purchase
Transaction	Agreement.
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

2) OFFER DETAILS

Offer Size	66,05,150 (Sixty-Six Lakhs Five Thousand One Hundred and Fifty) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	This cash Offer is being made at a price of ₹13.50/- (Rupees Thirteen and Fifty Paise Only) per Offer Share. The Equity Shares of the Target Company are frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been in accordance with the provisions of Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹8,91,69,525/- (Rupees Eight Crore Ninety-One Lakhs Sixty-Nine Thousand Five Hundred and Twenty-Five Only).
Mode of Payment	The Offer Price will be paid in cash by the Promoter Acquirers in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3(2) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement.

3) TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Type of Transaction (direct/indirect)		Direct Acquisition	
Mode of Transaction (Agreement/ Allotment/Market purchase)		The Promoter Acquirers and the Deemed PACs have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Promoter Acquirers have agreed to acquire 51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three) Equity Shares representing 20.25% (Twenty Point Two Five Percent) of the Voting Share Capital of the Target Company from the Deemed PACs at a negotiated price of ₹10.50/- (Rupees Ten and Fifty Paise Only) per Sale Share, aggregating to an amount of ₹5,40,09,931.50/- (Rupees Five Crores Forty Lakhs Nine Thousand Nine Hundred Thirty One and Fifty Paise Only), and in accordance with the terms of the Share Purchase Agreement. Consequently, the Promoter Acquirers shall acquire substantial Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.	
Equity Shares / Voting	Number of Equity Shares	51,43,803 (Fifty-One Lakhs Forty-Three Thousand Eight Hundred and Three)	
rights acquired/ proposed to be Acquired	% vis-à-vis Total Voting Share Capital	20.25% (Twenty Point Two Five Percent)	
Total Consideration for Equity Shares / Voting Rights acquired		₹5,40,09,931.50/- (Rupees Five Crores Forty Lakhs Nine Thousand Nine Hundred Thirty One and Fifty Paise Only)	
Mode of payment (Cash/securities)		Cash	
SEBI (SAST) Regulations that have been triggered		Regulations 3(2) and 4 of the SEBI (SAST) Regulations	

4) DETAILS OF THE ACQUIRERS AND PACS

DETAILS	PROMOTER ACQUIRER 1			TOTAL	
Name of the Acquirers / PAC	V S Ranganathan	Bindu K C	Kanakavally Prathapan Karumanthra		
Permanent Account Number	AJCPR5932P	AQIPB7884P	AFOPK7572E		
Address of the Acquirers / PAC	Valath House, Koorkenchery, Thrissur – 680007, Kerala, India	Kalarickal House, Elamthuruthy, Kuttanellur PO, Thrissur – 680014, Kerala, India	Karumanthra House, Old Gate Road, Kanimangalam Post, Palissery, Thrissur - 680027, Kerala, India		
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Not Applicable	Not Applicable	Not Applicable	Not Applicable, since the Promoter Acquirers are Individuals	
Name of the Group, if any, to which the Acquirers/ PAC belongs to	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
Pre – Share Purch	ase Agreement Transacti	on shareholding			
Number of Equity Shares	49,64,225 (Forty-Nine Lakhs Sixty-Four Thousand Two Hundred and Twenty- Five)	10,78,000 (Ten Lakhs and Seventy-Eight Thousand)	30,39,500 (Thirty Lakhs Thirty- Nine Thousand and Five Hundred)	90,81,725 (Ninety Lakhs Eighty-One Thousand Seven Hundred and Twenty-Five)	
% of total existing Equity Share Capital/ Voting Share Capital	19.54% (Nineteen Point Five Four Percent)	11.96% (Eleven Point Nine Six Percent)	4.24% (Four Point Twenty- Four Percent)		
Proposed Sharehol	ding after acquisition of	Equity Shares which trig	gered the Offer		
Number of Equity Shares	66,78,826 (Sixty-Six Lakhs Seventy-Eight Thousand Eight Hundred and Twenty- Six)	37,92,601 (Thirty-Seven Lakhs Ninety-Two Thousand Six Hundred and One)	37,54,101 (Thirty-Seven Lakhs Fifty-Four Thousand One Hundred and One)	1,42,25,528 (One Crore Forty-Two Lakhs Twenty-Five Thousand Five Hundred and Twenty-Eight)	
% of total existing Equity Share Capital/Voting Share Capital	26.29% (Twenty-Six Point Two Nine Percent)	14.93% (Fourteen Point Nine Three Percent)	14.78% (Fourteen Point Seven Eight Percent)	56.00% (Fifty Six Percent)	
Any other interest in the Target Company	As of the date of this Public Announcement, the Promoter Acquirers are the promoters of the Target Company in accordance with the provisions of Regulation 2 (1) (00) of SEBI (ICDR) Regulations and are the shareholders of the Company.				

5) DETAILS OF THE DEEMED PACS

			Details of Equity Shares /voting rights held by the Deemed PACs			
Name of the	Part of Promoter / Promoter Group (Yes/ No)	Pre-SPA transaction		Post-SPA transaction		
Deemed PACs		Number of Equity Shares	% Of Equity and Shareholding	Number of Equity Shares	% of Equity Shareholding	
Kashyapi Advisors LLP	Not forming a part of the Promoter and Promoter Group of the Target Company as per the shareholding pattern filed in accordance with the provisions of SEBI (LODR) Regulations. However, the said entity is deemed to be connected with the present Promoters and members of the Promoter Group of the Target Company in accordance with the provisions of SEBI (SAST) Regulations.	21,15,338	8.33%	Nil	Nil	
Pragnay Advisors LLP	Not forming a part of the Promoter and Promoter Group of the Target Company as per the shareholding pattern filed in accordance with the provisions of SEBI (LODR) Regulations. However, the said entity is deemed to be connected with the present Promoters and members of the Promoter Group of the Target Company in accordance with the provisions of SEBI (SAST) Regulations.	30,28,465	11.92%	Nil	Nil	
Total		51,43,803	20.25%	Nil	Nil	

6) TARGET COMPANY

Name	TTI Enterprise Limited
CIN	L67120WB1981PLC033771
PAN	AABCT2625C
Registered Office	1 R.N. Mukherjee Road, Martin Burn House, 4 th Floor, Suite No. 22, Kolkata-700001, West Bengal, India
Exchange where listed	The Equity Shares of the Target Company are listed on BSE Limited and The Calcutta Stock Exchange Limited
Scrip Code for BSE Limited	538597
Scrip ID for BSE Limited	TTIENT
Scrip Code for CSE Limited	030137
ISIN	INE404F01031

7) OTHER DETAILS REGARDING THE OFFER

- (a) This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- (b) The Promoter Acquirers accept full responsibility for the information contained in this Public Announcement.
- (c) The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Wednesday, July 13, 2022. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Promoter Acquirers, the Target Company, the Deemed PACs, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- (d) The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- (e) The Promoter Acquirers have given an undertaking that they are aware of, and will comply with, their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- (f) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- (g) The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (h) All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Deemed PACs contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
 - In this Public Announcement, all references to ₹ are references to the Indian Rupees.

Issued by the Manager to the Open Offer on behalf of the Promoter Acquirers



Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED

205-209, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai – 400093, Maharashtra, India.

Contact Number: +91-22-6684-9999/145/138,

Website: www.capitalsquare.in

Email Address: tanmoy.banerjee@capitalsquare.in/ pankita.patel@capitalsquare.in

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel

SEBI Registration Number: INM000012219

Validity: Permanent

Place: Mumbai

Corporate Identification Number: U65999MH2008PTC187863

For and on behalf of the Promoter Acquirers

Sa/-

Mr. V S Ranganathan (Promoter Acquirer 1)

Date: Wednesday, July 06, 2022