

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

**OPEN OFFER FOR ACQUISITION OF 23,400 [TWENTY THREE THOUSAND AND FOUR HUNDRED] EQUITY SHARES FROM THE SHAREHOLDERS OF KUMERGODE ESTATES LIMITED ("TARGET COMPANY") BY GONIBEDU COFFEE ESTATES PRIVATE LIMITED ("THE ACQUIRER") AT A CASH PRICE OF RS. 5,200/- [RUPEES FIVE THOUSAND TWO HUNDRED ONLY] PER EQUITY SHARE.**

This Public Announcement ("PA") is being issued by M/s. Indbank Merchant Banking Services Limited ("The Manager to the Offer") for and on behalf of the Acquirer to the equity shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulation 3 (1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

**1. Offer Details**

|  |  |
|--|--|
| <b>Size of the Offer</b>               | <b>23,400 shares of face value Rs. 10/- constituting 26% of the paid up equity share capital of the Target Company</b> |
| <b>Price / Consideration</b>           | <b>Rs. 5,200 per share</b>   |
| <b>Mode of Payment (Cash/Security)</b> | <b>Cash</b>  |
| <b>Type of Offer</b>                   | <b>Triggered Offer</b>   |

**2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)**

| <b>Details of the Underlying Transaction</b> |   |   |   |   |                        |   |
|--|---|---|---|---|------------------------|---|
| <b>Type of Transaction</b>                   | <b>Mode of Transaction</b>  | <b>Shares / Voting rights proposed to be acquired</b> |   | <b>Total Consideration for shares / Voting Rights (Rs. in Crores)</b> | <b>Mode of Payment</b> | <b>Regulation which has triggered</b>                               |
|  |   | <b>Number</b>   | <b>% to total equity/voting capital</b> |   |                        |   |
| <b>Direct</b>                                | <b>Share Purchase Agreement dated 19.07.2012 entered into between Gonibedu Coffee Estates Private Limited and certain promoters of Kumergode Estates Ltd namely Mr. M.M Anandaram, Mr. M.M Sampath Kumar, Mr. M. Lachia Setty, Mr. M.M.Panduranga and Mr. M.M.Parthasarathy</b> | <b>45,900</b>   | <b>51.00%</b>                           | <b>23,86,80,000.00</b>  | <b>Cash</b>            | <b>Regulation 3(1) &amp; 4 of the SEBI (SAST) Regulations, 2011</b> |

### 3. Acquirer

| Details   | Acquirer   |
|---|--|
| <b>Name of Acquirer / PAC</b>   | Gonibedu Coffee Estates Private Ltd.   |
| <b>Address</b>  | No. 23/2, Vittal Mallya Road, Bangalore 560 001; Phone No.: 080-40012345; Fax No.: 080 – 40012650; E-Mail: sadananda0108@gmail.com.  |
| <b>Name of the Persons in Control/ Promoters of the Acquirer</b>                            | The current promoters of GCEPL are<br>1. Chandrapore Estates Private Limited<br>2. Mr. Balaraj Shetty<br><br>Chandrapore Estates Private Ltd is promoted by<br>1. Mr. V G Siddhartha<br>2. Mrs. Malavika Hedge |
| <b>Name of the Group, if any to which the Acquirer belongs to :</b>                         | --   |
| <b>Pre – Transaction Shareholding</b><br>- Number<br>- % of total share capital             | NIL<br>NA  |
| <b>Proposed Shareholding after the acquisition of shares which triggered the Open Offer</b> | 51%  |
| <b>Any other interest in the Target Company</b>   | NIL  |

### 4. Details of Selling Shareholders

| Name               | Part of the Promoter Group (Yes/No) | Details of the shares/ voting rights held by the selling promoters |              |                  |             |
|--------------------|-------------------------------------|--|--------------|------------------|-------------|
|                    |                                     | Pre Transaction  |              | Post Transaction |             |
|                    |                                     | Number of Shares   | %            | Number of Shares | %           |
| M.M Anandaram      | Yes                                 | 9,339  | 10.38        | 79               | 0.09        |
| M.M Sampath Kumar  | Yes                                 | 9,101  | 10.11        | 592              | 0.66        |
| M. Lachia Setty    | Yes                                 | 9,021  | 10.02        | Nil              | 0.00        |
| M.M. Panduranga    | Yes                                 | 10,639   | 11.82        | 1380             | 1.53        |
| M.M. Parthasarathi | Yes                                 | 9,851  | 10.95        | Nil              | 0.00        |
|                    | <b>TOTAL</b>                        | <b>47,951</b>  | <b>53.28</b> | <b>2051</b>      | <b>2.28</b> |

## 5. Target Company

|                               |                           |
|-------------------------------|---------------------------|
| <b>Name of the Company</b>    | Kumergode Estates Limited |
| <b>Exchanges where listed</b> | Madras Stock Exchange     |

## 6. Other details

- a. Further details of this open offer would be published in Financial Express, an English daily, Jansatta, a Hindi daily, Makkal Kural, a Tamil daily where the Stock Exchange (Madras Stock Exchange) is located and in Samyukta Karnataka, a Kannada daily where the Registered Office of the Target Company and Acquirer is located (Bangalore) through a Detailed Public Statement on 20.07.2012, Friday.
- b. The Acquirer, Gonibedu Coffee Estates Private Limited, hereby undertake we are aware of and will comply with our obligations under SEBI (SAST) Regulations, 2011. We further declare that we have adequate resources to meet the Offer Regulations.
- c. The Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011

### Issued By



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E-Mail: [mbachennai@indbankonline.com](mailto:mbachennai@indbankonline.com)  
Contact Person: S Rajalakshmi

On Behalf of

### **Gonibedu Coffee Estates Private Limited**

23/2, Vittal Mallya Road, Bangalore 560 001; Phone No.: 080-40012345; Fax No: Fax No.: 080 – 40012650; E-Mail: [sadananda0108@gmail.com](mailto:sadananda0108@gmail.com). Contact Person: Mr. Sadananda Poojary.

Place: Chennai  
Date: 19.07.2012