

POST-OFFER PUBLIC ANNOUNCEMENT TO THE PUBLIC SHAREHOLDERS OF

TTI ENTERPRISE LIMITED

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

Corporate Identification Number: L67120WB1981PLC033771;

Registered Office: Room No-822, 8th Floor, 4 Synagogue Street, Kolkata-700001, West Bengal, India;

Contact Number: +033-22109197; E-mail Address: tti1711@gmail.com; Website: www.ttienterprises.com.

Open Offer for 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 the Target Company, TTI Enterprise Limited, at an offer price of ₹13.50/- (Rupees Thirteen And Fifty Paise Only) per offer share to the public shareholders of the target company, made by , Mr. V S Ranganathan (Promoter Acquirer 1), Mrs. Bindu K C (Promoter Acquirer 2), and Mrs. Kanakavally Prathapan Karumanthra (Promoter Acquirer 3) (Hereinafter collectively referred to as the 'Promoter Acquirers'), in accordance with the provisions of Regulations 3 (2) and 4, and such other applicable provisions of The Securities And Exchange Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, and subsequent amendments thereto ('SEBI (SAST) Regulations') ('Offer').

This Post-Offer Advertisement is being issued by CapitalSquare Advisors Private Limited ('Manager'), for and on behalf of the Promoter Acquirers and pursuant to the provisions of Regulation 18 (12) of the SEBI (SAST) Regulations, in respect of the Offer in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Duranta Barta (Bengali daily) (Kolkata Edition) and Mumbai Lakshadweep (Marathi daily) (Mumbai Edition), wherein the Detailed Public Statement dated Tuesday, July 12, 2022, which was published on Wednesday, July 13, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations ('Newspapers')

This Post-Offer Public Announcement should be read in continuation of, and in conjunction with the:

(a) Public Announcement dated Wednesday, July 06, 2022 ('Public Announcement');

(b) Detailed Public Statement dated Tuesday, July 12, 2022, which was published on Wednesday, July 13, 2022, in the Newspapers ('Detailed Public Statement');

(c) Draft Letter of Offer dated Wednesday, July 20, 2022 ('Draft Letter of Offer');

(d) Letter of Offer dated Friday, October 21, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form SH-4 Securities Transfer Form ('Letter of Offer');

(e) Corrigendum to the Letter of Offer dated Monday, October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Corrigendum to the Letter of Offer');

(f) Recommendations of the Committee of Independent Directors of the Target Company dated Monday, October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Recommendations of IDC');

(g) The dispatch confirmation of Letter of Offer advertisement dated October 31, 2022, which was published in the Newspapers on Tuesday, November 01, 2022 ('Dispatch Confirmation Advertisement');

(h) Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement dated Tuesday, November 01, 2022, which was published in the Newspapers on Wednesday, November 02, 2022 ('Pre-Offer Advertisement');

(i) Intimation of Extension of Offer Period Advertisement dated Wednesday, November 23, 2022, which was published in the Newspapers on Thursday, November 24, 2022 ('Extension of Offer Period Advertisement');

(j) Corrigendum to Offer for Revision of Offer Price dated Friday, March 31, 2023, which was published in the Newspapers on Saturday, April 01, 2023 ('Corrigendum to the Offer for Revision of Offer Price'), and


(k) Joint Public Notice pursuant to RBI Approval dated Wednesday, April 05, 2023, which was published in the Newspapers on Thursday, April 06, 2023 ('Joint Public Notice')

The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Corrigendum to the Letter of Offer, Recommendations of IDC, Dispatch Confirmation Advertisement, Pre-Offer Advertisement, Extension of Offer Period Advertisement, Corrigendum to the Offer for Revision of Offer Price, and Joint Public Notice are hereinafter referred to as the 'Offer Documents'.

1.	Name of the Target Company	TTI Enterprise Limited			
2.	Name of the Promoter Acquirers	Mr. V S Ranganathan (Promoter Acquirer 1), Mrs. Bindu K C (Promoter Acquirer 2), and Mrs. Kanakavally Prathapan Karumanthra (Promoter Acquirer 3). There is no person acting in concert with the Promoter Acquirers for this Offer.			
3.	Name of Manager to the Offer	CapitalSquare Advisors Private Limited			
4.	Name of Registrar to the Offer	Purva Sharegistry (India) Private Limited			
5.	Offer Details				
5.1	Date of Opening of the Offer	Thursday, November 03, 2022			
5.2	Date of Closing of the Offer	Thursday, November 17, 2022			
6.	Date of Payment of Consideration	Thursday, April 06, 2023*			
		*Due to delay in receiving RBI approval, payment to shareholders was delayed and hence the same was made on Thursday, April 06, 2023 along with the Interest.			
7.	Details of the Acquisition				
	Particulars	Proposed in the Offer Document (Assuming full acceptance in this Offer)		Actuals	
7.1	Offer Price	₹13.50/-		₹13.99/-*	
7.2	Aggregate number of Equity Shares tendered	66,05,150		6,13,858	
7.3	Aggregate number of Equity Shares accepted	66,05,150		6,13,858	
7.4	Size of the Open Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	₹8,91,69,525.00/-		₹85,87,873.42/-	
7.5	Shareholding of the Acquirers before the Share Purchase Agreement/ Public Announcement				
a)	Number of Equity Shares	90,81,725		90,81,725	
b)	% of fully diluted Equity Share capita	35.75%		35.75%	
7.6	Equity Shares acquired by way of Share Purchase Agreement				
a)	Number of Equity Shares	51,43,803		51,43,803	
b)	% of fully diluted Equity Share capital	20.25%		20.25%	
7.7	Equity Shares acquired by way of Offer				
a)	Number of Equity Shares	66,05,150		6,13,858	
b)	% of fully diluted Equity Share capital	26.00%		2.42%	
7.8	Equity Shares acquired after the Detailed Public Statement				
a)	Number of Equity Shares acquired	Nil		Nil	
b)	Price of the Equity Shares acquired	Nil		Nil	
c)	% of Equity Shares acquired	Nil		Nil	
7.9	Post-Offer shareholding of the Acquirers				
a)	Number of Equity Shares	2,08,30,678		1,48,39,386	
b)	% of fully diluted Equity Share capital	82.00%		58.41%	
7.10	Pre-Offer and Post-Offer shareholding of the Public Shareholders				
	Particulars	Pre-Offer	Post-Offer	Pre-Offer	Post-Offer
a)	Number of Equity Shares	1,53,53,622	87,48,472	1,53,53,622	1,47,39,764
b)	% of fully diluted Equity Share capital	60.44%	34.44%	60.44%	58.02%
8.	The Promoter Acquirers accept full responsibility for the information contained in this Post-Offer Public Announcement and for their obligations specified under SEBI (SAST) Regulations.				
9.	The Promoter Acquirers will consummate the Share Purchase Agreement transaction in accordance with the provisions of Regulations 22 (1), and 22 (3) read with 17 of the SEBI (SAST) Regulations.				
10.	A copy of this Post-Offer Public Announcement will be available and accessible on the websites of Securities and Exchange Board of India at www.sebi.gov.in, BSE Limited at www.bseindia.com, The Calcutta Stock Exchange Limited at www.cse-india.com and Manager at www.capitalsquare.in and the registered office of the Target Company.				
11.	The capitalized terms used in this Post-Offer Public Announcement shall have the meaning assigned to them in the Letter of Offer, unless otherwise specified.				

#Note - Offer price is ₹13.50/- and since there was delay in receiving RBI approval, interest payable to the public shareholders is ₹0.49/- amounting to total offer price of ₹13.99/-

ISSUED BY MANAGER TO THE OFFER



Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED
205-209, 2nd Floor, Aarpee Centre, MIDC Road No 11, CTS 70, Andheri (East),
Mumbai 400093, Maharashtra, India;
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Email Address: mb@capitalsquare.in;
Investor Grievance: investor.grievance@capitalsquare.in;
Website: www.capitalsquare.in;
Contact Person: Mr. Viveka Singhal;
SEBI Registration Number: INM000012219;
Validity: Permanent;
Corporate Identification Number: U65999MH2008PTC187863.

On behalf of the Promoter Acquirers
Sd/-
V S Ranganathan
(Promoter Acquirer 1)

Date: Friday, April 14, 2023
Place: Mumbai