

AGRO TECH FOODS LIMITED

CIN: L15142TG1986PLC006957

Registered Office: 31 Sarojini Devi Road, Secunderabad, Telangana, 500003; Tel. No: 040-27801205 / 27805101 / 66333444; Fax No: 040-27800947; Website: www.atfoods.com

OPEN OFFER FOR ACQUISITION OF UP TO 63,36,009 (SIXTY-THREE LAKH THIRTY-SIX THOUSAND AND NINE) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10 (INDIAN RUPEES TEN) EACH OF AGRO TECH FOODS LIMITED ("TARGET COMPANY"), REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF THE TARGET COMPANY, FROM THE ELIGIBLE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ZEST HOLDING INVESTMENTS LIMITED ("ACQUIRER") ALONG WITH ZEST INVESTMENTS LIMITED ("PAC 1"), SAMARA CAPITAL PARTNERS FUND III LIMITED ("PAC 2"), INFINITY HOLDINGS ("PAC 3") AND INFINITY HOLDINGS SIDECAR 1 ("PAC 4", COLLECTIVELY ALONG WITH PAC 1, PAC 2, PAC 3 REFERRED TO AS "PACS") ACTING IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("OFFER" / "OPEN OFFER")

This post-offer advertisement ("Post Offer Advertisement") is being issued by Centrum Capital Limited, the Manager to the Offer ("Manager"), for and on behalf of the Acquirer and the PACs, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("SEBI (SAST) Regulations"), in respect of the Open Offer. This Post Offer Advertisement is to be read together with: (a) public announcement dated February 29, 2024 ("Public Announcement" or "PA"); (b) the detailed public statement dated March 06, 2024 which was duly published on March 07, 2024 in Financial Express (English, all editions), Jansatta (Hindi, all editions), Navshakti (Marathi, Mumbai edition), and Mana Telangana (Secundarabad Regional language newspaper) ("Detailed Public Statement" or "DPS"); (c) letter of offer dated June 28, 2024 along with Form of Acceptance ("Letter of Offer" or "LoF"); and (d) the pre-offer opening advertisement cum corrigendum to the DPS dated July 9, 2024 which was published in the newspapers on July 10, 2024 ("Pre Offer Advertisement").

Capitalised terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the LOF.

1. Name of the Target Company

Agro Tech Foods Limited
2. Name of the Acquirer and PACs

a. Acquirer

Zest Holding Investments Limited

b. PAC 1

Zest Investments Limited

c. PAC 2

Samara Capital Partners Fund III Limited

d. PAC 3

Infinity Holdings

e. PAC 4

Infinity Holdings Sidecar 1
3. Name of the Manager to the Offer

Centrum Capital Limited
4. Name of the Registrar to the Offer

Link Intime India Private Limited
5. Offer Details

a. Date of Opening of the Offer

Thursday, July 11, 2024

b. Date of Closing of the Offer

Thursday, July 25, 2024
6. Date of payment of consideration

Wednesday, July 31, 2024
7. Details of Acquisition:

Sr. No.	Particulars	Proposed in the LOF		Actuals	
7.1	Offer Price (per Equity Share)	₹578.03		₹578.03	
7.2	Aggregate number of Equity Shares tendered	63,36,009*		86*	
7.3	Aggregate number of Equity Shares accepted	63,36,009*		86*	
7.4	Size of the Offer (Number of Equity Shares accepted multiplied by Offer Price per Equity Share)	₹366,24,03,282.27*		₹49,710.58	
7.5	Shareholding of the Acquirer and PACs before agreement / Public Announcement				
	<div>• Number of Equity Shares</div> <div>• % of fully paid-up equity share capital and voting capital</div>	<div>0</div> <div>00.00%</div>		<div>0</div> <div>0.00%</div>	
7.6	Shares to be acquired by way of agreement by the Acquirer and PACs%				
	<div>• Number</div> <div>• % of fully diluted Equity Share Capital</div>	<div>Nil</div> <div>Nil</div>		<div>Nil</div> <div>Nil</div>	
7.7	Shares acquired by way of Open Offer by PAC 1				
	<div>• Number</div> <div>• % of fully diluted Equity Share Capital</div>	<div>63,36,009*</div> <div>26.00%</div>		<div>86</div> <div>0.00%</div>	
7.8	Shares acquired after Detailed Public Statement				
	<div>• Number of shares acquired</div> <div>• Price of the shares acquired</div> <div>• % of the shares acquired</div>	<div>Nil</div>		<div>Nil</div>	
7.9	Post Offer shareholding of Acquirer and PACs				
	<div>• Number</div> <div>• % of fully diluted Equity Share Capital</div>	<div>63,36,009^s</div> <div>26.00%</div>		<div>86</div> <div>0.00%</div>	
7.10	Pre & Post Offer shareholding of the Public	Pre Offer	Post Offer ^s	Pre Offer	Post Offer
		1,17,52,645	54,16,636	1,17,52,645	1,17,52,559
		48.23%	22.23%	48.23%	48.23%

- # Assuming full acceptance of Equity Shares in the Open Offer.
- * 86 shares tendered in the Open Offer were in physical form.
- \$ Assuming full acceptance of offer of 63,36,009 Equity Shares.
- % The Acquirer will not directly acquire any Equity Shares of the Target Company pursuant to the Underlying Transaction. However, pursuant to the Underlying Transaction, Acquirer shall acquire and hold 100% of the issued and outstanding ordinary shares and control of CAG-Tech (Mauritius) Limited (sole Promoter of the Target Company), which in turn holds 1,26,16,619 Equity Shares in the Target Company constituting 51.77% of the Voting Share Capital of the Target Company.
8. The Acquirer, the PACs and their respective directors, jointly and severally, accept full responsibility for the information contained in this Post Offer Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and also for the obligations of the Acquirer and the PACs as laid down in the SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement will be available on the websites of the SEBI, the BSE Limited, the National Stock Exchange of India Limited and at the registered office of the Target Company.

Manager to the Offer	Registrar to the Offer
<div><div>CENTRUM</div><div>Centrum Capital Limited</div><div>Level 9, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai 400098, India</div><div>Tel: +91 22 4215 9224 / 9816</div><div>Fax: +91 22 4215 9444</div><div>E-mail: agrotech.openoffer@centrum.co.in</div><div>Contact Person: Ms. Pooja Sanghvi/ Mr. Tarun Parmani</div><div>Website: www.centrum.co.in</div><div>SEBI Registration No.: INM000010445</div><div>CIN: L65990MH1977PLC019986</div></div>	<div><div>LINKIntime</div><div>Link Intime India Private Limited</div><div>C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India</div><div>Tel: +91 810 811 4949</div><div>Fax: +91 22 4918 6060</div><div>E-mail: agrotechfoods.openoffer@linkintime.co.in</div><div>Contact Person: Ms. Pradnya Karanjekar</div><div>Website: www.linkintime.co.in</div><div>SEBI Registration No.: INR000004058</div><div>CIN: U67190MH1999PTC118368</div></div>

Issued by the Manager to the Offer

For and on behalf of:

Sd/-

Zest Holding Investments Limited
(Acquirer)

Sd/-

Zest Investments Limited
(PAC 1)

Sd/-

Samara Capital Partners Fund III Limited
(PAC 2)

Sd/-

Infinity Holdings
(PAC 3)

Sd/-

Infinity Holdings Sidecar I
(PAC 4)

Date: August 6, 2024

Place: Mumbai