

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF KERNEX MICROSYSTEMS (INDIA) LIMITED UNDER REGULATION 3(1) AND REGULATION 3(3) READ WITH REGULATION 13(1) AND REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

Open Offer for acquisition up to 32,50,000 Equity Shares of Face Value of ₹10 each of Kernex Microsystems (India) Limited (hereinafter referred to as "KMIL"/"Target Company") representing 26% of the Equity Share Capital/Voting Share Capital of the Target company by Mr. Anji Raju Manthena (hereinafter referred to as "Acquirer")

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirer to the Eligible Shareholders (as defined below) of the Target Company pursuant to and in compliance with, amongst others, Regulation 3(1) and Regulation 3(3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"].

For the purposes of this Public Announcement, the following term shall have the meaning assigned to it below:

"Eligible Shareholders" shall mean all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the (i) the Acquirer and; (ii) parties to the underlying Share Sale/ Purchase Confirmation ("SSPC") including persons deemed to be acting in concert with the Acquirer.

1) OFFER DETAILS:

1.1 Offer Size: The Acquirer hereby make this Open Offer ("Offer") to the Eligible Shareholders of the Target Company to acquire up to 32,50,000 Equity Shares of face value of ₹10 (Rupee Ten only) each of the Target Company ("Equity Share") representing 26% of the Equity Share Capital/Voting Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") that will be published and the Letter of Offer ("LoF") which will be sent to the Eligible Shareholders of the Target Company, in accordance with the Regulations.

1.2 Offer Price / Consideration: The Offer price of ₹74.50 (Rupees Seventy Four and Paise Fifty only) per Equity Share of Face Value of ₹10 (Rupee Ten only) each, is in compliance with Regulation 8 of the Regulations ("Offer Price"), aggregating to a consideration of ₹24,21,25,000 (Rupees Twenty Four Crores Twenty One Lakhs Twenty Five Thousand only), assuming full acceptance in the Open Offer ("Offer Size").

1.3 Mode of Payment: The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of the Regulations.

1.4 Type of Offer: This is a Triggered Offer under Regulation 3(1) and Regulation 3(3) of the Regulations. This Open Offer is not subject to Minimum Level of Acceptance.

2) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

Details of Underlying Transaction						
Type of Transaction (Direct)	Mode of Transaction (Agreement)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting Rights (VR) acquired (₹ in Lakhs)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Equity Capital			
Direct Acquisition	Share Sale/ Purchase Confirmation dated September 20, 2021	10,98,000 Equity Shares	8.78%	603.90	Cash	3(1) and 3(3)

Note: A Demat Escrow Account is being opened with R.L.P. Securities Private Limited ("DP Escrow Account") and accordingly the above Equity Shares is being transferred in the said DP Escrow Account. The Manager to the Offer shall have the right to operate the DP Escrow Account and the Acquirer will not be exercising any voting rights over the said Equity Shares.



3) DETAILS OF THE ACQUIRER:

Details	Acquirer
Name of the Acquirer	Mr. Anji Raju Manthena
PAN	ARHPM 7137 J
Address	1906, Ray Shell CT, Seabrook, Texas-77586, United State of America
Name(s) of Persons in control/Promoters of Acquirer where Acquirer is a Company	Not Applicable
Name of the Group, if any, to which the Acquirer belongs to	None
Pre-Transaction Shareholding* • Number • % of Equity Share Capital	4,14,078 3.31%
Proposed Shareholding after acquisition of Shares which triggered the Open Offer# • Number • % of Equity Share Capital	15,12,078 12.10%
Any other interest in the TC	Mr. Anji Raju Manthena is one of the member of the Promoter/Promoter Group of the Target Company as well as Non-Executive Non-Independent Director on the Board of the Target Company.

* Mr. Anji Raju Manthena alongwith other members of the Promoter/Promoter Group holds 27,92,245 Equity Shares representing 22.34% of the Equity Share Capital/Voting Share Capital of the Target Company.

After the acquisition of Equity Shares which triggered the Open Offer, Mr. Anji Raju Manthena alongwith other members of the Promoter/Promoter Group will hold 38,90,245 Equity Shares representing 31.12% of the Equity Share Capital/Voting Share Capital of the Target Company.

4) DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	Anand Raju Datla ("Seller 1") PAN: AAAPD 8638 N Address: Flat No. 302, Sai Raghavendra Brundavan, Plot No. 103, Near Zenas School, Mathrusri Nagar, Miyapur, Hyderabad, Telangana-500 049. India.	No	4,98,000	3.98%	Nil	Not Applicable
2)	Mr. Meduri Raghunath ("Seller 2") PAN: ABWPM 3542 Q Address: 1-66/mb/40, Meenakshi Bamboos, Opp. Ramky Towers, Gachibowli, Serilingampally, K. V. Rangareddy, Telangana-500 032. India	No	4,00,000	3.20%	Nil	Not Applicable



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
3)	Mr. Rajendra Kumar Penumatsa ("Seller 3") PAN: CALPP 9028 C Address: Flat No. 305, Rock Levelz Gulmohar Avenue, Road No. 12, Near ICICI Bank, Banjara Hills, Hyderabad, Telanagana-500 034. India.	No	2,00,000	1.60%	Nil	Not Applicable
	TOTAL		10,98,000	8.78%	Nil	Not Applicable

5) DETAILS OF THE TARGET COMPANY:

- 5.1. **Name** : Kernex Microsystems (India) Limited
- 5.2. **CIN** : L30007TG1991PLC013211
- 5.3. **ISIN** : INE202H01019
- 5.4. **Registered Office Address** : Plot No 38 (part)-41, Survey No 1/1, Hardware Technology Park, TSIC Layout, Kancha Imarat, Raviryal Village, Maheswaram Mandal, Ranga Reddy District, Hyderabad- 501510. Telangana.
- 5.5. **Stock Exchange(s) where Listed** : The Equity Shares of the Target Company are listed on:
- (i) BSE Limited ("BSE") with Scrip Code as 532686
- (ii) National Stock Exchange of India Limited ("NSE") with symbol as KERNEX

ISIN of the Target Company is INE202H01019

6) OTHER DETAILS:

- 6.1 The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulation 13(4) and Regulation 14(3) of the Regulations vide a Detailed Public Statement ("DPS") within five (5) working days of this Public Announcement in accordance with Regulation 13(4) of the Regulations.
- 6.2 The Acquirer undertakes that he is aware of and will comply with his obligations under the Regulations and has adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.
- 6.3 Mr. Anji Raju Manthana is a registered Overseas Citizen of India and holding a valid registration card. The Equity Shares to be acquired by him by way of SSPC as well as in this Open Offer will be on a non-repatriable basis.
- 6.4 Mr. Anji Raju Manthana is already on the Board of the Target Company as Non-Executive Non-Independent Director. Apart from him, his daughter, Ms. Sreelakshmi Manthana is also on the Board of the Target Company as Non-Executive Non-Independent Director and his son, Mr. Sitarama Raju Manthana is also on the Board of the Target Company as Whole Time Director. They will recuse themselves and not participate in any matter concerning or relating to this Offer including any preparatory steps leading to this Offer.
- 6.5 In this PA, any discrepancy in any table between the total and sums of the percentage listed is due to rounding off.



6.6 This Offer is not subject to any minimum level of acceptance.

6.7 This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the Regulations.

Issued by the Manager to the Offer:



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996

SEBI Regn No.: INM000012128

404/1, The Summit Business Bay,

Sant Janabai Road (Service Lane),

Off Western Express Highway,

Vile Parle (East), Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Tel. No.: +91 22 2612 3207/08

E-Mail ID: openoffer@markcorporateadvisors.com

Website: www.markcorporateadvisors.com

For and on behalf of the Acquirer:

Sd/-

Anji Raju Manthana

** Signed by duly constituted Power of Attorney holder, Sitarama Raju Manthana.*

Place : Hyderabad, Telangana

Date : September 20, 2021

