OFFER OPENING ADVERTISEMENT TO THE EQUITY SHAREHOLDERS UNDER REGULATION 18 (7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

OF

MRO-TEK REALTY LIMITED

(Formerly Known as MRO-TEK Limited)

Registered Office: "Maruthi Complex", No.6, New BEL Road, Chikkamaranahalli, Bengaluru – 560 054

Corporate Identification Number (CIN): L28112KA1984PLC005873

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This Advertisement is being issued by Karvy Investor Services Limited **("Manager to the Offer"),** on behalf of Mr. Aniruddha Mehta, Mrs. Gauri A. Mehta and Umiya Holding Private Limited (UHPL) (herein collectively referred as **"the Acquirers")** pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended **("SEBI (SAST) Regulations, 2011")** in respect of the open offer to acquire equity shares of **MRO – TEK Realty Limited ("Target Company").** The Detailed Public Statement and Corrigendum to Detailed Public Statement with respect to the aforementioned offer was published on May 26, 2016 and June 24, 2016 respectively, in all editions of Financial Express (English) & Janasatta (Hindi), in Mumbai edition of Loksatta (Marathi) and in Bangalore edition of Hosadigantha (Kannada).

1. The Offer Price is Rs. 42/- (Rupees Forty Two Only) per Equity Share ("Offer Price"). There has been no revision in the Offer Price.
2. The Committee of Independent Directors Recommended **("IDC")** that the Offer Price is fair and reasonable. The IDC recommendation was published in the above newspapers on July 5, 2016.
3. There has been no competitive bid to the Open Offer.
4. The letter of offer **("Letter of Offer")** has been dispatched on June 30, 2016 to all the Shareholders of the Target Company.
5. The attention of shareholders is invited to the fact that the Letter of Offer along with Form of Acceptance–cum–Acknowledgment ('Form of Acceptance') is also available on Securities and Exchange Board of India **(`SEBI`)** website (http://www.sebi.gov.in/) Registered /Unregistered Shareholders, if they so desire may also apply on Form of Acceptance downloaded from the SEBI`s website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details, so as to reach the Registrar to the Offer on before the closing of the business hours on the Date of Closing of Tendering Period i.e., July 21, 2016 (Thursday):

I **In the case of equity shares in physical form:** Public Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They have to deliver Physical Share Certificates and other relevant documents along with the TRS to the Registrar to the Offer by registered post or courier or hand delivery to the Registrar to the Offer so as to reach to the Registrar within 2 (two) days from the Offer Closing Date. The envelope should be superscripted as "MRO-TEK - Open Offer".

ii. **In the case of equity shares held in dematerialized form:** An Eligible person may participate in the Offer by approaching their Broker/Selling Member and tender shares in the open offer as per the procedure along with other details to their respective Broker.

6. All comments received from SEBI by way of their letter no. SEBI / HO / CFD / DCR1 / 2016 /17627, dated June 21, 2016, in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011, have been incorporated in the Letter of Offer.
7. Except as mentioned in point no.8 below, to the best of the knowledge of the Acquirers, there are no other statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to the Open Offer.
8. Except as mentioned below, there are no subsequent developments with respect to the Offer:

   Mr. Jitendra Virwani, a shareholder of MRO – TEK Realty Limited, has filed a Suit (O.S.No. 25572 of 2016) with the Honourable City Civil Court at Bangalore against MRO – TEK, its promoters and on the Acquirers challenging the validity of the Share Purchase Agreement dated May 19, 2016 executed between the promoters of MRO – TEK and the Acquirers, and for the said Share Purchase Agreement to be declared null and void. Mr. Jitendra Virwani has filed an Interlocutory Application in the said Suit seeking ex-parte interim order to restrain the promoters of MRO - TEK from alienating the shares held by them in MRO - TEK. The Honourable City Civil Court vide its order dated June 18, 2016 has granted an ex-parte interim injunction against the promoters of MRO-TEK restraining them from alienating the shares held by them in MRO-TEK. The Promoters of MRO – TEK have filed an appeal by way of a Miscellaneous First Appeal bearing MFA No.4494/2016 before the High Court of Karnataka for vacating the above ex-parte interim injunction order. Currently, the appeal is pending before High Court of Karnataka.

9. Schedule of Activities

Nature of the Activity	Original		Revised	
	Date	Day	Date	Day
Date of Public Announcement	19th May, 2016	Thursday	19th May, 2016	Thursday
Publication of Detailed Public Statement in newspapers	26th May, 2016	Thursday	26th May, 2016	Thursday
Filing of draft letter of offer with SEBI along with soft copies of Public Announcement and detailed Public Statement	02nd June, 2016	Thursday	02nd June, 2016	Thursday
Last date for a competing offer	16th June, 2016	Thursday	16th June, 2016	Thursday
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	23rd June, 2016	Thursday	21st June 2016	Tuesday
Identified Date*	27th June, 2016	Monday	23rd June, 2016	Thursday
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company as on the identified Date	04th July, 2016	Monday	30th June, 2016	Thursday
Last date for upward revision of the Offer Price and / or the Offer Size	05th July, 2016	Tuesday	04th July, 2016	Monday
Last date by which the recommendation of the committee of independent directors of the Target Company will be published.	08th July, 2016	Friday	05th July, 2016	Tuesday
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published.	11th July, 2016	Monday	07th July, 2016	Thursday
Date of Commencement of tendering period	12th July, 2016	Tuesday	08th July, 2016	Friday
Date of Closing of tendering period	25th July, 2016	Monday	21st July, 2016	Thursday
Last date of communicating rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted Equity Shares.	08th August, 2016	Monday	04th August, 2016	Thursday

(*) Identified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.

The capitalized terms used but not defined in this advertisement shall have the meanings assigned to such terms in the Public Announcement and/or Detailed Public Statement and/or Corrigendum to Detailed Public Statement and / or Letter of Offer and/or Corrigendum.

The Acquirers, including the Board of Directors of UHPL accept full responsibility for the obligations of the Acquirers as laid down in terms of the SEBI (SAST) Regulations, 2011, and for the information contained in this Advertisement.

This advertisement will be available on the SEBI website at www.sebi.gov.in.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF ACQUIRERS,

KARVY INVESTMENT BANKING

KARVY INVESTOR SERVICES LIMITED

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Investor Grievance email id: igmbd@karvy.com, Website: www.karvyinvestmentbanking.com
Contact Person: Mr. P. Balraj / Mr. Avinash Palivela, SEBI Registration No: INM000008365.

Place: Hyderabad
Date: July 06, 2016

Size: 16x30