



May 9, 2014

Scrip ID: SUPERSALE / Code: 512527

**BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Madras Stock Exchange Limited**

No.30, Second Line Beach,  
Chennai - 600 001

Dear Sir / Madam,

**Sub: Open offer (“Offer”) for acquisition of up to 7,98,590 fully paid-up equity shares of face value of ₹ 10 each from the public shareholders of Super Sales India Limited (“Target Company”) by Lakshmi Cargo Company Limited (“LCCL”) and Lakshmi Life Sciences Limited (“LLSL”) (LCCL and LLSL are collectively referred to as the “Acquirers”) and Sanjay Jayavarthanavelu, in his capacity as a person acting in concert with the Acquirers (“PAC”), under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”)**

With reference to the captioned subject, we request you to note that the Acquirers, along with PAC, have decided to make the captioned Offer.

We, the Manager to the Offer, enclose herewith the Public Announcement dated May 9, 2014, made in this regard, on behalf of the Acquirers and the PAC to the public shareholders of the Target Company.

We request you to take the same on your records and upload it on your website for dissemination to the public.

Thanking you.

Yours sincerely,

For Axis Capital Limited

**Authorised Signatory**

Name: Shilpa Jhaveri

Designation: Sr. Vice-President, Corporate Finance

Encl: A/a

**Axis Capital Limited (Erstwhile “Axis Securities and Sales Limited”)**

SEBI Merchant Banker Regn No.:MB/INM000012029 Member Of: BSE Ltd. & National Stock Exchange of India Ltd., Mumbai.

CIN No. U51900MH2005PLC157853

Regd. Office: Axis House, 8th Floor, Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025 &

Corp. Office: Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025.

Tel.: (022) 4325 1199, Fax No. (022) 4325 3000, Website: [www.axiscapital.co.in](http://www.axiscapital.co.in)

**Public Announcement under Regulations 3(1) read with Regulation 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Open offer ("Offer") for acquisition of up to 7,98,590 fully paid-up equity shares of face value of ₹ 10 each from the public shareholders of Super Sales India Limited ("Target Company") by Lakshmi Cargo Company Limited ("LCCL") and Lakshmi Life Sciences Limited ("LLSL") (LCCL and LLSL are collectively referred to as the "Acquirers") and Sanjay Jayavathanavelu, in his capacity as a person acting in concert with the Acquirers ("PAC")

**1. Offer Details**

1.1 **Offer Size:** Up to 7,98,590 fully paid-up equity shares of face value of ₹ 10 each of the Target Company (each an "Equity Share"), representing 26% of the fully diluted voting equity share capital of the Target Company ("Voting Share Capital"), as of the 10<sup>th</sup> working day from the closure of the tendering period.

1.2 **Price / consideration:** ₹ 461/- per Equity Share ("Offer Price").

1.3 **Mode of payment (cash / security):** The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1.4 **Type of offer (Triggered offer, voluntary offer/competing offer, etc.):** The Offer is being made to the shareholders of the Target Company in accordance with Regulation 3(1) of the SEBI (SAST) Regulations pursuant to the decision and intention of the Acquirers and the PAC to increase their shareholding in the Target Company by additionally acquiring up to 26% of the Voting Share Capital under the Open Offer.

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

The Acquirers and the PAC are part of the promoter group of the Target Company and together with the other promoter group entities presently hold 22.09% of the Voting Share Capital of the Target Company. While there is no underlying transaction, the Offer is being made pursuant to the decision and intention of the Acquirers and the PAC to increase their shareholding in the Target Company by acquiring up to 26% of the Voting Share Capital under the Open Offer, which assuming full acceptance, would result in the Acquirers, PAC and other promoter group entities holding up to 48.09% of the Voting Share Capital, which is more than the 25% limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations.



### 3. Acquirers and PAC

| Details                                                                                                                            | Acquirer 1 (LCCL)                                                                                                         | Acquirer 2 (LLSL)                                                              | PAC                                                                                  | Total                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Name of Acquirer(s)/ PACs                                                                                                          | Lakshmi Cargo Company Limited                                                                                             | Lakshmi Life Sciences Limited                                                  | Sanjay Jayavarthanavelu                                                              | 3                                                                        |
| Address / Registered Office / Residential Address)                                                                                 | Unit-5, 3rd floor, Raja Annamalai Building, 72 Rukmani Lakshminipathy Road, Egmore, Chennai – 600 018, Tamil Nadu, India. | 34-A, Kamaraj Road, Coimbatore - 641 018, Tamil, Nadu, India.                  | 695, Shell House, Avinashi Road, Coimbatore - 641 037, Tamil, Nadu, India.           | -                                                                        |
| Name(s) of persons in control/promoters of Acquirers / PACs where Acquirers / PAC are companies                                    | Sanjay Jayavarthanavelu and J Rajyalakshmi                                                                                | Sanjay Jayavarthanavelu                                                        | -                                                                                    | -                                                                        |
| Name of the Group, if any, to which the Acquirers / PAC belongs to                                                                 | LCCL is part of the Lakshmi Machine Works group.                                                                          | LLSL is part of the Lakshmi Machine Works group.                               | -                                                                                    | -                                                                        |
| Pre-transaction shareholding                                                                                                       |                                                                                                                           |                                                                                |                                                                                      |                                                                          |
| • Number                                                                                                                           | 81,000                                                                                                                    | Nil                                                                            | 2,16,288                                                                             | 2,97,288                                                                 |
| • % of total share capital                                                                                                         | 2.64%                                                                                                                     | Nil                                                                            | 7.04%                                                                                | 9.68%                                                                    |
| Proposed shareholding after the acquisition of shares which triggered the Offer (taking into account full acceptance in the Offer) | Refer to note below. #                                                                                                    |                                                                                |                                                                                      | 10,95,878 Equity Shares representing 35.68% of the Voting Share Capital. |
| Any other interest in the Target Company                                                                                           | LCCL is part of the promoter group of the Target Company and also renders certain services to                             | LLSL is part of the promoter group of the Target Company. Additionally, Sanjay | PAC is part of the promoter group of the Target Company. PAC is also the chairman of | -                                                                        |

| Details | Acquirer 1 (LCCL)                                                                                                                                         | Acquirer 2 (LLSL)                                                                                                                                                                                                                                         | PAC                                           | Total |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-------|
|         | the Target Company. Additionally, Sanjay Jayavarthanavelu who is a director of LCCL is also the chairman of the board of directors of the Target Company. | Jayavarthanavelu who is the chairman of the board of directors of LLSL is also the chairman of the board of directors of the Target Company and N.R. Selvaraj and S.K. Najmul Hussain who are directors of LLSL are also directors of the Target Company. | the board of directors of the Target Company. |       |

<sup>#</sup> *Note: The number of Equity Shares to be acquired by each entity will be decided on the basis of the final acceptance in the Offer.*

#### 4. Details of selling shareholders, if applicable: Not applicable

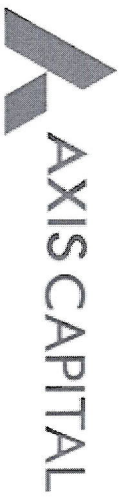
#### 5. Target Company

- **Name:** Super Sales India Limited, a public limited company and having its registered office at 34-A, Kamaraj Road, Coimbatore - 641 018, Tamil Nadu, India.
- **Exchanges where listed:** The BSE Limited (Scrip Code: 512527) and the Madras Stock Exchange Limited ("MSE"). Pursuant to a Memorandum of Understanding between the MSE and the National Stock Exchange of India Limited ("NSE"), the equity shares of the Target Company are being traded on NSE (Symbol: SUPER). ISIN: INE091C01017.

#### 6. Other details

- 6.1 The detailed public statement pursuant to this public announcement, including the reasons and background to the Offer, detailed information on the Offer Price, and detailed information on the Acquirers, the PAC and the Target Company, shall be published on or before May 19, 2014 as per the SEBI (SAST) Regulations.
- 6.2 The Acquirers and the PAC undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purposes of the Offer.
- 6.3 This public announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

**Issued by the Manager to the Offer:**



**Axis Capital Limited**

Axis House, 1st Floor,

C-2, Wadia International Centre,

P.B. Marg, Worli, Mumbai - 400 025, India

Telephone: +91 22 4325 3150

Email: [ssil.offer@axiscap.in](mailto:ssil.offer@axiscap.in)

Contact person: Vivek Toshniwal

*For and on behalf of:*

**Lakshmi Cargo Company Limited and Lakshmi Life Sciences Limited, as the Acquirers and Sanjay Jayavarthanavelu, as the PAC**

**Place: Mumbai**

**Date: May 9, 2014**

