

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF DFM FOODS LIMITED UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 13 (1) AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

Open offer for acquisition of up to 13,070,429 fully paid-up equity shares of face value of INR 2 each (“Equity Shares”), representing 26.00% of the Expanded Voting Share Capital (*as defined below*) of DFM Foods Limited (“Target Company”) from the Public Shareholders (*defined below*) of the Target Company by AI Global Investments (Cyprus) PCC Limited (“Acquirer”), with an intention to acquire control of the Target Company, pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”) (“Offer” / “Open Offer”).

This public announcement (“**Public Announcement**” / “**PA**”) is being issued by ICICI Securities Limited, the manager to the Offer (“**Manager to the Offer**”), for and on behalf of the Acquirer to the Public Shareholders pursuant to and in compliance with Regulations 3(1) and 4, read with other applicable regulations of the Takeover Regulations.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- (1) “**Expanded Voting Share Capital**” means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) working day from the closure of the Tendering Period for the Offer. This includes 162,500 outstanding employee stock options which have already vested as on the date of this Public Announcement and are exercisable into equal number of Equity Shares. There will not be any additional employee stock options that will vest between the date of this Public Announcement and January 31, 2020 (assuming January 31, 2020 as the 10th (Tenth) Working Day from the closure of the Tendering Period);
- (2) “**Public Shareholders**” mean all the equity shareholders of the Target Company excluding (i) the Acquirer; (ii) parties to the SPAs (*defined below*); and (iii) the persons deemed to be acting in concert with the persons set out in (i) and (ii);
- (3) “**Working Day**” means any working day of the Securities and Exchange Board of India; and
- (4) “**Tendering Period**” has the meaning ascribed to it under the Takeover Regulations.

1. Offer Details

- 1.1 **Offer Size:** The Acquirer hereby makes this Offer to the Public Shareholders of the Target Company to acquire up to 13,070,429 Equity Shares (“**Offer Shares**”), constituting 26.00% of the Expanded Voting Share Capital of the Target Company, subject to the terms and conditions

mentioned in this Public Announcement, the detailed public statement (“**DPS**”), the letter of offer (“**LoF**”) and any corrigendum thereto, if any, to be issued in relation to the Offer in accordance with the Takeover Regulations.

- 1.2 **Price / Consideration:** The Offer is being made at a price of INR 249.50 per Equity Share (“**Offer Price**”) determined in accordance with Regulation 8(2) of the Takeover Regulations. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer in accordance with the Takeover Regulations will be INR 3,261,072,035.50.
- 1.3 **Mode of Payment (cash/ security):** The Offer Price will be paid in cash by the Acquirer in accordance with Regulation 9(1)(a) of the Takeover Regulations.
- 1.4 **Type of Offer (Triggered offer, voluntary offer/competing offer, etc.):** This Offer is a mandatory offer made by the Acquirer in terms of Regulations 3(1) and 4 of the Takeover Regulations pursuant to the execution of the SPAs (*defined below*). This Offer is not subject to any minimum level of acceptance.
2. **Transaction which has triggered the Open Offer obligations (Underlying Transaction)**

Details of underlying transaction						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/Market Purchase)	Shares/Voting rights acquired/proposed to be acquired		Total Consideration for shares/ Voting rights acquired (INR)	Mode of payment (Cash/securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting rights			
Direct	Agreement – The Acquirer has entered into (i) a Share Purchase Agreement dated September 9, <i>inter-alia</i> with Delhi Flour Mills Company Limited, Mohit Jain and Rohan Jain to acquire up to	Up to 34,134,935 Equity Shares [#]	Up to 67.90% of the Expanded Voting Share Capital [#]	Up to INR 8,516,666,282.50 [#] .	Cash	Regulations 3(1) and 4 of the Takeover Regulations

19,174,350 Equity Shares, constituting 38.27% of the paid up share capital of the Target Company as on the date of this Public Announcement (“ Paid Up Share Capital ”) and 38.14% of the Expanded Voting Share Capital (“ SPA 1 ”); (ii) a Share Purchase Agreement dated September 9, 2019, with WestBridge Crossover Fund, LLC, Aravali Investment Holdings and Jwalamukhi Investment Holdings to acquire 12,460,585, constituting 24.87% of the Paid Up Share Capital and 24.79% of the Expanded Voting Share Capital (“ SPA 2 ”); and (iii) a Share Purchase Agreement dated September 9, 2019, with Mr. Manmohan Singh and Ms. Anuradha Sharma to acquire 2,500,000 Equity Shares, constituting 4.99% of the Paid Up Share Capital and 4.97% Expanded Voting Share Capital (“ SPA 3 ” and together with SPA 1 and SPA 2, the “ SPAs ”)					
---	--	--	--	--	--

[#]Under the SPAs, the Acquirer has agreed to acquire up to 34,134,935 Equity Shares constituting 68.12% of the Paid Up Share Capital and 67.90% of the Expanded Voting Share Capital. However, if the shareholding of the Acquirer exceeds 75% of the total share capital of the Target Company, then (i) the total number of Equity Shares to be acquired by the Acquirer under the SPA 1 shall stand reduced by up to 851,842 Equity Shares constituting up to 1.70% of the Paid Up Share Capital and 1.69% of the Expanded Voting Share Capital; and (ii) the total number of Equity Shares to be acquired by the Acquirer under the SPA 2 shall stand reduced by up to 2,154,660 Equity Shares constituting up to 4.30% of the Paid Up Share Capital and 4.29 % of the Expanded Voting Share

Capital.

3. **Acquirer**

Details	Acquirer	Total
Name of Acquirer	AI Global Investments (Cyprus) PCC Ltd	One
Registered Address	Address in Guernsey: 1st and 2nd Floors, Elizabeth House, Les Ruettes Brayers, St. Peter port, Guernsey, GY1 1EW 3 Address in Cyprus: Globe House, 23 Kennedy Avenue, 3rd Floor, 1075 Nicosia, Cyprus	Not Applicable
Name(s) of persons in control/promoters of Acquirer, where Acquirer is a company.	The Acquirer is a private company limited by shares, incorporated in Guernsey on May 28, 2010 (company registration number (Guernsey): 51941). The Acquirer is a PCC* registered in Cyprus as an overseas company on September 8, 2010 under section 347 of the Cyprus Companies Law, Cap. 113 (company registration number (Cyprus): AE2555). The Acquirer is the investment hub for Asia and Eastern Europe regions for funds managed by Advent International Corporation (“AIC”). AI Global - Jomei Cell is one such cell of Acquirer which has been incorporated for the purpose of the Underlying Transaction and the Open Offer. The shares of AI Global – Jomei Cell are 100% owned by GPE IX GP Limited Partnership, a fund managed by AIC. The non-cellular core assets of the Acquirer are wholly owned by AI Global Investments & CY S.C.A., which is incorporated in Luxemburg. AI Global Investments & CY S.C.A. is controlled and 100% owned by funds managed by AIC. Acquirer therefore is ultimately controlled and 100% owned by funds managed by AIC.	Not Applicable

Details	Acquirer	Total
Name of the group, if any, to which the Acquirer belongs.	Funds managed by AIC	Not Applicable
<u>Pre-transaction shareholding</u> Number % of the Expanded Voting Share Capital.	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer (excluding the shares acquired under the Open Offer)	Up to 34,134,935 Equity Shares representing 67.90% of the Expanded Voting Share Capital. #	Up to 34,134,935 Equity Shares representing 67.90% of the Expanded Voting Share Capital. #
Any other interest in the Target Company.	None	Nil

*A PCC is one which legally segregates the assets and liabilities of different classes of shares from each other. A PCC may create one or more cells, the assets and liabilities of each cell being segregated from the non-cellular assets of the PCC (known as the core) and from the assets and liabilities of other cells. Accordingly, Acquirer consists of more than one cell, each of which is owned by different entities which are ultimately owned by funds managed by AIC.

Under the SPAs, the Acquirer has agreed to acquire up to 34,134,935 Equity Shares constituting 68.12% of the Paid Up Share Capital and 67.90% of the Expanded Voting Share Capital. However, if the shareholding of the Acquirer exceeds 75% of the total share capital of the Target Company, then (i) the total number of Equity Shares to be acquired by the Acquirer under the SPA 1 shall stand reduced by up to 851,842 Equity Shares constituting up to 1.70% of the Paid Up Share Capital and 1.69% of the Expanded Voting Share Capital; and (ii) the total number of Equity Shares to be acquired by the Acquirer under the SPA 2 shall stand reduced by up to 2,154,660 Equity Shares constituting up to 4.30% of the Paid Up Share Capital and 4.29 % of the Expanded Voting Share Capital.

4. **Details of the selling shareholders, if applicable**

Name	Part of the Promoter Group (Yes/No)	Details of the shares / voting rights held by the selling shareholders					
		Pre Transaction *			Post Transaction [#]		
		Number of shares	% of total share capital*	% of Expanded Voting Share Capital	Number of shares	% of total share capital	% of Expanded Voting Share Capital
The Delhi Four Mills Company Limited	Yes	16,308,380	32.55%	32.44%	-	-	-
Mohit Jain	Yes	853,625	1.70%	1.70%	-	-	-
Rohan Jain	Yes	96,000	0.19%	0.19%	-	-	-
Surekha Jain	Yes	1,884,345	3.76%	3.75%	-	-	-
Rashad Jain	Yes	32,000	0.06%	0.06%	-	-	-
WestBridge Crossover Fund, LLC	No	7,476,255	14.92%	14.87%	-	-	-
Jwalamukhi Investment Holdings	No	4,975,830	9.93%	9.90%	-	-	-
Aravali Investment Holdings	No	8,500	0.02%	0.02%	-	-	-
Mr. Manmohan Singh	No	4,603,000	9.19%	9.16%	3,103,000	6.19%	6.17%
Ms. Anuradha Sharma	No	1,642,450	3.28%	3.27%	642,450	1.28%	1.28%
Total		37,880,385	75.60%	75.35%	-	-	-

*Pre transaction shareholding percentages calculated after considering the total number of Equity Shares of the Target Company as on the date hereof.

[#] Under the SPAs, the Acquirer has agreed to acquire up to 34,134,935 Equity Shares constituting 68.12% of the Paid Up Share Capital and 67.90% of the

Expanded Voting Share Capital. However, if the shareholding of the Acquirer exceeds 75% of the total share capital of the Target Company, then (i) the total number of Equity Shares to be acquired by the Acquirer under the SPA 1 shall stand reduced by up to 851,842 Equity Shares constituting up to 1.70% of the Paid Up Share Capital and 1.69% of the Expanded Voting Share Capital; and (ii) the total number of Equity Shares to be acquired by the Acquirer under the SPA 2 shall stand reduced by up to 2,154,660 Equity Shares constituting up to 4.30% of the Paid Up Share Capital and 4.29 % of the Expanded Voting Share Capital.

5. **Target Company**

Name	DFM Foods Limited
Registered Address	8377, Roshanara Road, New Delhi, Delhi – 110007.
Stock Exchanges where listed	BSE Limited (Scrip Code: 519588) (Scrip ID: DFM) and the National Stock Exchange of India Limited (Symbol: DFMFOODS).

6. **Other Details**

- 6.1 The DPS pursuant to this Public Announcement shall be published in newspaper(s) in accordance with Regulation 13(4) and other applicable regulations of the Takeover Regulations. The DPS shall, *inter alia*, contain details of the Offer, detailed information on the Offer Price, the Acquirer, the Target Company, the background to the Offer (including details of and conditions precedent to the Offer and completion of the transactions contemplated by the SPAs) and other terms of the Offer. The DPS will be published on or before September 17, 2019 as required by Regulation 14(3) of the Takeover Regulations.
- 6.2 The Acquirer undertakes that it is fully aware of and will comply with its obligations under the Takeover Regulations. The Acquirer confirms that it has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for the acquisition of the Equity Shares tendered in the Offer, in terms of Regulation 25(1) of the Takeover Regulations.
- 6.3 The Offer is not conditional upon any minimum level of acceptance under Regulation 19(1) of the Takeover Regulations.
- 6.4 The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
- 6.5 In this PA, all references to “Rupees” or “INR” are references to the Indian Rupee(s) (“INR”).
- 6.6 The Acquirer and its directors accept full responsibility for the information contained in this Public Announcement (other than information

regarding the Target Company which has been compiled from the information published or publicly available sources or provided by the Target Company, accuracy of which, has not been independently verified by the Acquirer or the Manager to the Offer).

- 6.7 The completion of the Offer is subject to receipt of certain statutory approvals, if any, and satisfaction of certain conditions as set out in the SPAs and which will be set out in the DPS and LoF.

Issued by the Manager to the Offer



ICICI SECURITIES LIMITED

ICICI Centre, H.T. Parekh Marg, Churchgate,
Mumbai – 400 020, Maharashtra, India

Tel: +91 22 2288 2460, Fax: +91 22 2282 6580

Email ID: dfmfoods.openoffer2019@icicisecurities.com

Contact Person: Arjun A Mehrotra / Sameer Purohit / Nidhi Wangnoo

SEBI Registration No. INM000011179

For and on behalf of the Acquirer

AI Global Investments (Cyprus) PCC Limited

Place: Mumbai

Date: September 9, 2019