

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
SILLY MONKS ENTERTAINMENT LIMITED**

Open Offer for acquisition of up to 35,96,000 fully paid-up equity shares of face value of ₹10 each ("Equity Shares") representing 26.00% of the Emerging Voting Share Capital of Silly Monks Entertainment Limited ("SillyMonks"/"Target Company") from the eligible equity shareholders (*as defined below*) of the Target Company ("Open Offer") by Mr. Satyapoorna Chander Yalamanchili ("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 equity shareholders (*as defined below*) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13(1), 14 and 15(1) and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

For the purpose of this PA, the following terms shall have the meanings assigned to them below:

- (i) "Eligible Equity Shareholders" shall mean all the public shareholders of the Target Company, excluding the Acquirer and Promoters/Promoter Group of the Target Company (*parties to the Underlying Transaction*), and person deemed to be acting in concert ("Deemed PAC(s)"), if any, with the parties to the Agreement and the public shareholders in the proposed Preferential Issue, pursuant to and in compliance with the SEBI (SAST) Regulations, 2011.

- (ii) "Sellers" shall mean Promoter Sellers/Promoter Group Sellers, which are as under:

Sr. No.	Name of the Entity	Category	
1)	Tekulapalli Sanjay Reddy	Promoter	Seller 1
2)	Pallala Anil Kumar	Promoter	Seller 2
3)	Pallala Umadevi	Promoter Group	Seller 3
4)	Swathi Reddy	Promoter Group	Seller 4
5)	Mahikaansh Reddy Tekulapalli	Promoter Group	Seller 5
6)	Karyampudi Koti Sridevi	Promoter Group	Seller 6
7)	Gaurika Reddy	Promoter Group	Seller 7

- (iii) "Emerging Voting Share Capital" shall mean ₹13,82,86,640 comprising of 1,38,28,664 securities (*including equity shares and warrants*) having face value of ₹10 each: (i) existing equity share capital (*as defined below*); (ii) proposed preferential issue (*as defined below*) of 35,75,000 securities, out of which 22,00,000 equity shares proposed to be allotted to the Acquirer and public shareholder and 13,75,000 convertible warrants proposed to be issued and allotted to the Acquirer;

- (iv) "Equity Share Capital" shall mean equity share capital as on the date of Trigger i.e. ₹10,25,36,640 comprising of 1,02,53,664 equity shares having face value of ₹10 each

- (v) "Preferential Allotment"/"Preferential Issue" shall mean proposed issue and allotment of 35,75,000 securities, out of which 14,50,000 equity shares having face value of ₹10 each at a price of ₹18.50 each proposed to be allotted to the Acquirer and 7,50,000 equity shares having face value of ₹10 each at a price of ₹18.50 each proposed to be allotted to the public shareholder. Further, 13,75,000 convertible warrants having face value of ₹10 each at a price of ₹18.50 per warrant proposed to be issued and allotted to the Acquirer against cash, pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and also subject to Statutory/Requisite Approvals from Regulatory Authorities;

- (vi) "Working Day" shall mean any working day of the Securities and Exchange Board of India ("SEBI").



1. Offer Details:

- 1.1. Offer Size:** The Acquirer hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 35,96,000 fully paid-up equity shares of face value of ₹10 each of the Target Company representing 26.00% of the Emerging 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 Public Shareholders of the Target Company, in accordance with the SEBI (SAST) Regulations, 2011.
- 1.2. Offer Price/Consideration:** The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations, 2011. The Open Offer is being made at a price of ₹18.50 per Equity Share ("Offer Price"), which has been determined in accordance with Regulation 8 (2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer under the Open Offer will be ₹6,65,26,000 ("Maximum Consideration").
- 1.3. Mode of Payment:** The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- 1.4. Type of Offer (Triggered offer, voluntary offer/competing offer, etc.):** Triggered Offer. This Open Offer is a mandatory offer made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011, pursuant to acquisition of substantial Voting Rights or change in control of the Target Company.

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

- 2.1.** The Acquirer has entered into a Share Purchase Agreement ("SPA") on November 03, 2025 with the Sellers pursuant to which the Acquirer has agreed to purchase 40,94,146 fully paid-up equity shares ("Sale Shares") having face value of ₹10 each representing 29.61% of the Emerging Voting Share Capital at a price of ₹15.00 per equity share from the Sellers, subject to the terms and conditions set out in the SPA.
- 2.2.** On November 03, 2025, the Board of Directors of the Target Company approved the proposed issue and allotment of 14,50,000 equity shares having face value of ₹10 each at a price of ₹18.50 each to be allotted to the Acquirer and proposed issue and allotment of 13,75,000 convertible warrants having face value of ₹10 each at a price of ₹18.50 per warrant to the Acquirer against cash.
- 2.3.** As the Acquirer has entered into a SPA to acquire equity shares from the existing Promoters/Promoter Group and agreed to subscribe for the proposed issue and allotment of equity shares and warrants and take control over the Target Company, this Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the consummation of the Underlying Transaction (*contemplated under the SPA and the proposed Preferential Issue*) and subject to compliance with the SEBI (SAST) Regulations, 2011, the Acquirer will acquire substantial equity shares and take control over the Target Company and shall become the Promoter of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereto ("SEBI (LODR) Regulations, 2015"). The Acquirer does not have an intention to delist the equity shares of the Target Company pursuant to this Open Offer.
- 2.4.** A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have Triggered
		Number	% vis a vis total Equity/ Emerging Voting Share Capital			
Direct Acquisition	Share Purchase Agreement ("SPA") dated November 03, 2025	40,94,146	29.61%	₹6.14 Crores	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011
	Proposed Issue and Allotment of Equity Shares of face value of ₹10 each at a price of ₹18.50 per equity share	14,50,000	10.49%	₹2.64 Crores	Cash	



Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have Triggered
		Number	% vis a vis total Equity/ Emerging Voting Share Capital			
	Proposed Issue and Allotment of Warrants of ₹18.50 each convertible into 1 Equity Share of face value of ₹10 each	13,75,000	9.94%	₹2.54 Crores	Cash	

3. DETAILS OF THE ACQUIRER:

Details	Acquirer 1	Total
Name of the Acquirer	Mr. Satyapoorana Chander Yalamanchili	1
PAN	ABLPY5259M	-
Address	H. No. 8-2-293/82/NC/101, Road No 10 C, Jubilee Hills, Hyderabad-500033.	-
Name(s) of Persons in control/Promoters of Acquirer(s)/ PAC(s) where Acquirer(s)/ PAC(s) are Companies	N.A.	N.A.
Name of the Group, if any, to which the Acquirer(s)/PAC(s) belongs to	N.A.	N.A.
Pre-Transaction Shareholding		
• Number	Nil	Nil
• % of Emerging Voting Share Capital	N.A.	N.A.
Proposed Shareholding after the acquisition of Shares which triggered the Open Offer		
• Number	69,19,146 ⁽ⁱ⁾	69,19,146 ⁽ⁱ⁾
• % of Emerging Voting Share Capital	50.03%	50.03%
Any other interest in the TC	N.A.	-

N.A. – Not Applicable.

(i) Includes 13,75,000 convertible warrants proposed to be issued and allotted at a price of ₹18.50 per warrants convertible into 1 Equity Share of face value of ₹10 each on Preferential Allotment basis pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and also subject to Statutory Requisite Approvals from Regulatory Authorities.

4. DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name, PAN & Address	Part of Promoters/ Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholder			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis total Emerging Voting Share Capital	Number	% vis a vis total Emerging Voting Share Capital
1)	Tekulapalli Sanjay Reddy	Yes	36,56,627	26.44%	5,52,856	4.00%
2)	Pallala Anil Kumar	Yes	4,34,703	3.14%	79,814	0.58%
3)	Pallala Umadevi	Yes	1,00,000	0.72%	Nil	N.A.
4)	Swathi Reddy	Yes	2,45,960	1.78%	Nil	N.A.
5)	Mahikaansh Reddy Tekulapalli	Yes	1,27,826	0.92%	Nil	N.A.
6)	Karyampudi Koti Sridevi	Yes	61,600	0.45%	Nil	N.A.
7)	Gaurika Reddy	Yes	1,00,100	0.72%	Nil	N.A.
	Total		47,26,816	34.18%	6,32,670	4.58%

N.A. – Not Applicable.

Note: Upon completion of the Open Offer formalities, the Promoters Promoter Group Sellers will no longer retain control over the Target Company. They will transfer control and management of the Target Company to the Acquirer and will be declassified from the Promoters Promoter Group category, in accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended.

5. DETAILS OF THE TARGET COMPANY:

5.1. Name of the : Silly Monks Entertainment Limited
Target Company

5.2. CIN : L92120TG2013PLC090132



- 5.3. ISIN : INE203Y01012
- 5.4. Registered Office : Survey No. 91, 3rd Floor, Technical Block, Sundarayya Vignana Kendram (SVK),
Address Gachi Bowli, Rangareddi, Hyderabad-500032, Telangana, India.
- 5.5. Stock Exchange(s) : The equity shares are presently listed on National Stock Exchange of India Limited.
where listed (Symbol: SILLY MONKS)

6. OTHER DETAILS:

- 6.1. The DPS in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations will be published on or before November 11, 2025 (i.e., not later than five (5) working days from this PA).
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Acquirer accepts full responsibility for the information contained in this Public Announcement and undertake that they are aware of and will comply with the obligations under the SEBI (SAST) Regulations, 2011. The Acquirer confirms that he has adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the offered shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- 6.5. All the information pertaining to the Target Company has been obtained from publicly available sources and confirmations from the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.6. In this Public Announcement, all references to “₹” or “Rs.” are references to Indian Rupees.
- 6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.

Issued by the Manager to the Offer:



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

SEBI Registration No.: INM000012128

404/1, The Summit, 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

Email ID: openoffer@markcorporateadvisors.com

Website: www.markcorporateadvisors.com

For and on behalf of the Acquirer:

For Himself

Sd/-

Satyapoorna Chander Yalamanchili

Place : Hyderabad

Date : November 03, 2025

