

# SILLY MONKS ENTERTAINMENT LIMITED

(CIN: L92120TG2013PLC090132)

Registered Office: Survey No. 91, 3<sup>rd</sup> Floor, Technical Block, Sundarayya Vignana Kendram (SVK), Gachi Bowli, Rangareddi, Hyderabad-500032, Telangana, India.

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Open Offer for acquisition up to 35,96,000 fully paid-up equity shares having face value of ₹10 each (“Offer Shares”) representing 26.00% of the Emerging Voting Share Capital (as defined below) of Silly Monks Entertainment Limited (“SillyMonks”/“Target Company”) at a price ₹18.50 from the eligible equity shareholders (as defined below) of Target Company, in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”) by Mr. Satyapoorna Chander Yalamanchili (“Acquirer”) (“Open Offer”/“Offer”), 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 (“SEBI (SAST) Regulations, 2011”).

This Detailed Public Statement (“DPS”) is being issued by Mark Corporate Advisors Private Limited (“Manager to Open Offer”) for and on behalf of the Acquirer, to the eligible equity shareholders (as defined below) of the Target Company in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3), 15(2) and other applicable regulations of SEBI (SAST) Regulations, 2011 and pursuant to the Public Announcement (“PA”) filed with National Stock Exchange of India Limited (“NSE”), Securities and Exchange Board of India (“SEBI”) and the Target Company on November 03, 2025 through email and filed hard copy with SEBI and the Target Company at its Registered Office address on November 04, 2025.

For the purposes of this DPS, the following terms shall have the meaning assigned to them herein 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”).

## I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER:

### A. Information about the Acquirer:

#### 1. Information about Mr. Satyapoorna Chander Yalamanchili (“Acquirer”):

1.1.Mr. Satyapoorna Chander Yalamanchili, s/o Sivalinga Prasad Yalamanchili, aged about 39 years, is resident of H. No. 8-2-293/82/NC/101, Road No 10 C, Jubilee Hills, Hyderabad-500033. His Permanent Account Number under Indian Income Tax Act, 1961 is ABLPY5259M. He holds a degree of Bachelor of Engineering, Mechanical (Production) from Osmania University, Hyderabad. He has 10+ years of experience in IT, Automotive, Telecom and Digital Marketing. His Contact No. is +91 9866309459 and Email ID is y.satyapoorna@gmail.com

1.2.Acquirer is not part of any group.

1.3.Acquirer do not hold any position in any of the listed company.

1.4.The Net worth of Acquirer is ₹9,573.97 Lakhs as on October 30, 2025, as certified by CA K. Satyanarayana, (Membership No.: 235872), Proprietor, M/s. Kommula & Co., Chartered Accountants (FRN: 015628S) vide certificate dated November 01, 2025, having Office at Flat No. S506, SVSS Nivas, Czech Colony, Street No. 01, Sanathnagar, Hyderabad-18. Contact No. is +91 96039 81369 and Email ID is kommulasatya@gmail.com.

1.5.As on date, the Acquirer does not hold any Equity Shares of the Target Company. Further, Acquirer has entered into a Share Purchase Agreement (“SPA”) to acquire 40,94,146 equity shares representing 29.61% of the Emerging Voting Share Capital of the Target Company.

2.The Acquirer is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.

3.The Acquirer has not been categorized or declared as: (i) a ‘wilful defaulter’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.

4. There are no Persons Acting in Concert (“PACs”) for the purpose of this Open Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011.

5. As on date, the Acquirer is neither holding any kind of stake in the Target Company nor is he having any relationship with interest in the Target Company. The Acquirer has entered into Share Purchase Agreement with the Promoter Sellers for acquisition of 40,94,146 equity shares representing 29.61% of the Emerging Voting Share Capital of the Target Company. Further, 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 and 13,75,000 convertible warrants having face value of ₹10 each at a price of ₹18.50 per warrant to the Acquirer against cash..

### B. Information about the Sellers/Promoter Sellers:

1) Pursuant to the Share Purchase Agreement (“SPA”) entered into between the Acquirer and the Sellers on November 03, 2025, the Acquirer has agreed to acquire 40,94,146 equity shares having face value of ₹10 each at a price of ₹15.00 per equity share representing 29.61% of the Emerging Voting Share Capital from the following Sellers of the Target Company:

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	
			Number	% vis a vis Emerging Voting Share Capital	Number	% vis a vis Emerging Voting Share Capital
1)	<b>Tekulapalli Sanjay Reddy (“Seller 1”)</b> PAN: AAJPR7472C Address: Plot No. 2, Woods, SY No. 412 Kavvaguda Village, Shamshabad, Hyderabad-501218, Telangana India	Yes	36,56,627	26.44%	5,52,856	4.00%
2)	<b>Pallala Anil Kumar (“Seller 2”)</b> PAN: ARKPP3975A Address: Flat Number 706, P N R High Nest, 7 <sup>th</sup> Floor, Hyder Nagar, Karachi Bakery, Kukatpally, Hyderabad-500072, Telangana India.	Yes	4,34,703	3.14%	79,814	0.58%
3)	<b>Pallala Umadevi (“Seller 3”)</b> PAN: DOMPP8104K Address: 11/51 House No-40, Laksmi Nagar, Mydukuru Road, Kothapalle, Cuddapah, Proddatur, Andhra Pradesh- 516362 India.	Yes	1,00,000	0.72%	Nil	N.A.
4)	<b>Swathi Reddy (“Seller 4”)</b> PAN: AAKPR9926N Address: Plot No. 2, Woods, SY No. 412 Kavvaguda Village, Near Gokul Yadav Garden, Shamshabad, Hyderabad-501218, Telangana India.	Yes	2,45,960	1.78%	Nil	N.A.
5)	<b>Mahikaansh Reddy Tekulapalli (“Seller 5”)</b> PAN: ARWPT4779Q Address: Villa 02, Woods, Near Gokul Yadav Garden, Kavvaguda, Shamshabad, Hyderabad-501218, Telangana India.	Yes	1,27,826	0.92%	Nil	N.A.

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	
			Number	% vis a vis Emerging Voting Share Capital	Number	% vis a vis Emerging Voting Share Capital
6)	<b>Karyampudi Koti Sridevi (“Seller 6”)</b> PAN: AWUPK8150F Address: Flat Number 706, P N R High Nest, 7th Floor, Hyder Nagar, Karachi Bakery, Kukatpally, Hyderabad-500072, Telangana India.	Yes	61,600	0.45%	Nil	N.A.
7)	<b>Gaurika Reddy (“Seller 7”)</b> PAN: BYZPR5490P Address: Villa 02, Woods, Near Gokul Yadav Garden, Kavvaguda, Shamshabad, Hyderabad-501218, Telangana India.	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 and reclassified as public, in accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended.*

2) The total purchase consideration for the above-mentioned SPA is ₹614.12 Lakhs. Out of which ₹200.00 Lakhs has been paid by Acquirer to the Sellers as Earnest Money Deposit for the sale of shares at the execution of the Share Purchase Agreement, ₹200.00 Lakhs on the receipt of the SEBI Observation Letter and the balance consideration after adjusting the earnest money deposit would be paid upon the completion of the takeover formalities/ payment of consideration to the shareholders who have surrendered their shares in the Open Offer.

3) The above-mentioned Equity Shares are currently lying in the Demat Account of the Promoter Sellers, which shall be transferred in compliance with SEBI (SAST) Regulations, 2011to a separate demat escrow account and will continue to remain in the said account until the completion of open offer in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations, 2011.

4) The Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other Regulations made under the SEBI Act, 1992.

### C. Information about the Target Company-Silly Monks Entertainment Limited (“SillyMonks”/“Target Company”)

1) The Target Company was incorporated on September 20, 2013, under the Companies Act 1956 as “Silly Monks Entertainment Private Limited” and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh. Thereafter, the name of the Target Company was changed to “Silly Monks Entertainment Limited” and a fresh Certificate of Incorporation was issued on May 24, 2017, by Registrar of Companies, Hyderabad. The Corporate Identification Number of the Target Company is L92120TG2013PLC090132.

2) The Registered Office is currently situated at Survey No. 91, 3<sup>rd</sup> Floor, Technical Block, Sundarayya Vignana Kendram (SVK), Gachi Bowli, Rangareddi, Hyderabad-500032, Telangana, India. The Registered Office of the Target Company was shifted to the current address w.e.f. April 01, 2021. The earlier address of the Registered Office of the Target Company was 4<sup>th</sup> Floor, Ektha Towers, Plot No. 2&3, Whitefeids, Kondapur, Hyderabad-500084, Telangana, India.

3) As on date, the Target Company is generating revenue from sale of services and Income from other sources, i.e. Interest Income on Fixed Deposit, IT refund, Security Deposit, Interest received on Short term Investments, Fair value gain on financial instruments at FVPTL, Forex Gain etc.

4) As on date, the Authorized Share Capital of the Target Company is ₹11,00,00,000 comprising of 1,10,00,000 Equity Shares of face value ₹10 each. However, the Target Company in its Board Meeting held on November 03, 2025, has approved an increase in Authorized Share Capital to ₹14,00,00,000 comprising of 1,40,00,000 equity shares having face value of ₹10 each. The Issued, Subscribed and paid-up Equity Share Capital of the Target Company is ₹10,25,36,640 comprising of 1,02,53,664 Equity Shares of face value ₹10 each.

5) The equity shares of the Target Company are listed on National Stock Exchange of India Limited (“NSE”) having a Symbol as “SILLYMONKS”. The Equity Shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE203Y01012.

6) As on date, the Target Company is fully compliant with the listing requirements. Further, there has not been any penal/punitive action taken by NSE.

7) The key financial information of the Target Company based on the Certified Un-Audited Consolidated Financial Statements for the six-month period ended September 30, 2025, and Audited Consolidated Financial Statements for Financial Years ending on March 31, 2025, March 31, 2024, and March 31, 2023, are as follows:

(Figures in Lakhs, except EPS)

Particulars	For six months period ended	For Financial Years		
	As on September 30, 2025	FY 2024-2025	FY 2023-2024	FY 2022-2023
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Total Revenue (Including Other Income)	1,236.82	2,637.55	2,223.18	1957.52
Profit/(Loss) for the Year/Period	(43.73)	19.41	(0.89)	(455.07)
EPS (₹ per share)	(0.19)	0.20	(0.00)	(4.50)
Net worth/Shareholders’ Funds	724.49	761.30	738.03	723.74

### D. Details of the Offer:

1) The Acquirer is giving this Open Offer to acquire up to 35,96,000 fully paid-up equity shares having face value of ₹10 each, representing 26.00% of the Emerging Voting Share Capital of the Target Company at a price of ₹18.50 per Equity Share (“Offer Price”) aggregating to ₹6,65,26,000 payable in cash, subject to the terms and conditions set out in the Public Announcement (“PA”), this Detailed Public Statement (“DPS”) and the Letter of Offer (“LoF”), which will be sent to the Public Shareholders of the Target Company.

2) All Eligible Equity Shareholders of the Target Company registered or unregistered are eligible to participate in the Offer in terms of Regulation 7(6) of the SEBI (SAST) Regulations, 2011.

3) As on this date, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the Regulations.

4) This Offer is not conditional upon any minimum level of acceptance by the Equity Shareholders of the Target Company in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.

5) This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.

6) The Equity Shares of the Target Company which will be acquired by the Acquirer are fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

7) As on date, there are no instruments pending for conversion into Equity Shares.

8) The Manager to the Offer viz., Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of triggering the Offer till the expiry of 15 days from the date on which the payment of consideration to the shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn as the case may be.

E. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two (2) years except in the ordinary course of business. The Target Company’s future policy for disposal of its assets, if any, within two (2) years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of the Regulations.

F. As per Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“SEBI (LODR) Regulations, 2015”) read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (“SCRR”), the Target Company is required to maintain at least 25% public shareholding, on continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Open Offer and the Underlying Transaction, the public shareholding in the Target Company will falls below the minimum level required as per Rule 19A of the SCRR read with SEBI (LODR) Regulations, 2015, as amended, the Acquirers will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.

### II. BACKGROUND TO THE OFFER:

1) The Acquirer has entered into a Share Purchase Agreement (“SPA”) on November 03, 2025, with the Sellers to acquire 40,94,146 fully paid-up Equity Shares held by the Sellers having face value of ₹10 each representing 29.61% of the Emerging Voting Share Capital of the Target Company at a price of ₹15.00 each, aggregating to a sum of ₹614.12 Lakhs payable in cash.

2) Pursuant to SPA, the Acquirer is making this Open Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 35,96,000 fully paid-up Equity Shares of face value of ₹10 each, representing 26.00% of the Emerging Voting Share Capital of the Target Company at a price of ₹18.50 per equity share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, this DPS and the LoF that will be sent to the Public Shareholders of the Target Company.

3) The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations, 2011.

4) At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except for the ordinary course of business, other than the disinvestment in the overseas wholly owned subsidiary as approved by the shareholders at the 12<sup>th</sup> Annual General Meeting held on September 30, 2025. The Acquirer may expand operations of the Target Company into new areas with the prior approval of the Shareholders. The Acquirer may reorganize the present Capital structure of the Company and also further strengthen the Board.

5) The Object of the takeover is substantial acquisition of Shares/Voting Rights and taking control over the Management of the Target Company.

### III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirer in the Target Company and the details of the acquisition is as follows:

Particulars	Shareholding as on PA date		Shares agreed to be acquired through SPA and Preferential Issue		Shares acquired between PA date and the DPS date		Shares proposed to be acquired in the Offer (assuming full acceptance)		Post Offer shareholding as on 10 <sup>th</sup> working day after closing of Tendering Period	
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%
Acquirer	Nil	N.A.	69,19,146 <sup>(i)</sup>	50.03	Nil	N.A.	35,96,000	26.00	1,05,15,146	76.03
TOTAL	Nil	N.A.	69,19,146 <sup>(i)</sup>	50.03	Nil	N.A.	35,96,000	26.00	1,05,15,146	76.03

(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, if any.

### IV. OFFER PRICE:

1) The Equity Shares of the Target Company are presently listed on National Stock Exchange of India Limited (“NSE”) having a symbol as SILLYMONKS. The Equity Shares of the Target Company are frequently traded on NSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE203Y01012.

2) The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (November 2024 to October 2025) on the Stock Exchange on which the equity shares of the Target Company are listed is given below:

Name of the Stock Exchange	Total Number of shares traded during the preceding twelve calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turn-over (as % of total number of listed shares
NSE	92,31,346	1,02,53,664	90.03

(Source: www.nseindia.com)

3) Based on the above, the equity shares of the Target Company are frequently traded on NSE during twelve (12) calendar months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulation 2(j) of the Regulations.

4) The Offer Price of ₹18.50 is justified in terms of Regulation 8(2) of the Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per Share Purchase Agreement	: ₹15.00
b)	The volume-weighted average price paid or payable per Equity Share for acquisition by the Acquirer, for 52 weeks immediately preceding the date of Public Announcement	: N.A.
c)	The highest price paid or payable for any acquisition by the Acquirer, during 26 weeks immediately preceding the date of the Public Announce-ment	: N.A.
d)	The volume-weighted average market price of Equity Shares of the Target Company for a period of sixty (60) trading days immediately preced- ing the date of PA as traded on NSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company is recorded during such period and such shares being frequently traded	: ₹16.98
e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters including, book value, comparable trading multiples, and such other pa- rameters as are customary for valuation of shares of such companies.	: N.A.

5) In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹18.50 per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

7) As on date, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18 of the SEBI (SAST) Regulations, 2011 and all the provisions of the SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

8) If the Acquirer acquires or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, NSE and the Target Company at its Registered Office. Such revision would be done in compliance with other formalities prescribed under the Regulations.

9) If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be made in the event that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of shares of the Target Company in any form.

10) If there is any revision in the offer price on account of future purchases/competing offers, or any other ground it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and will be notified to the shareholders.

### V. FINANCIAL ARRANGEMENTS:

1) The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 35,96,000 fully paid-up Equity Shares having face value ₹10 each at a price of ₹18.50 per Equity Share is ₹665.26 Lakhs (“Maximum Consideration”).

2) In accordance with Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has opened a Cash Escrow Account under the name and style of “SillyMonks-Open Offer Escrow Account” (“Escrow Account”) with YES Bank Limited (“Escrow Banker”) bearing account number 00016620003381 and deposited an amount of ₹225.00 Lakhs, in cash, being 33.82% of the maximum consideration payable. The Acquirer has authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. The cash deposit in the Escrow Account has been confirmed vide the Certificate dated November 10, 2025, issued by the Escrow Banker.

3) The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation shall be met by the Acquirer through their own resources and no borrowings from any bank and/or financial institution are envisaged. CA K. Satyanarayana (Membership No.: 235872), Proprietor, M/s. Kommula & Co., Chartered Accountants (FRN: 015628S) having office at Flat No. S506, SVSS Nivas, Czech Colony, Street No. 01, Sanathnagar, Hyderabad-18. Contact No. is +91 96039 81369 and Email ID is kommulasatya@gmail.com has certified vide certificate dated November 03, 2025, that sufficient resources are available with the Acquirer for fulfilling the obligations under this ‘Offer’ in full.

4) Based on the above, the Manager to the Offer is satisfied (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011; and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.

5) In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, 2011, prior to effecting such revision.

### VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:

1) As of the date of this DPS, there are no Statutory Approvals required by the Acquirer to complete the underlying transaction and this Open Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, this Open Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirer shall make the necessary applications for such Statutory Approvals.

2) In the event of non-re



approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Open Offer.

## VII. TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Sr. No.	Nature of Activity	Day & Date <sup>(1)</sup>
1)	Date of Public Announcement	Monday, November 03, 2025
2)	Date of publication of Detailed Public Statement	Tuesday, November 11, 2025
3)	Last date for filing of Draft Letter of Offer with SEBI	Tuesday, November 18, 2025
4)	Last date for public announcement for competing offer(s)	Tuesday, December 02, 2025
5)	Last date for receipt of SEBI observations on the DLoF (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday, December 09, 2025
6)	Identified Date <sup>(2)</sup>	Thursday, December 11, 2025
7)	Last date by which this LoF is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Thursday, December 18, 2025
8)	Last date by which the committee of the independent directors of the Target Company is required to publish its recommendation to the Public Shareholders for this Open Offer	Monday, December 22, 2025
9)	Last date for upward revision of the Offer Price and/or Offer Size	Tuesday, December 23, 2025
10)	Date of Public Announcement for Opening the Offer	Wednesday, December 24, 2025
11)	Date of Commencement of the Tendering Period ("Offer Opening Date")	Friday, December 26, 2025
12)	Date of Closing of the Tendering Period ("Offer Closing Date")	Thursday, January 08, 2026
13)	Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to Demat Account	Thursday, January 22, 2026

(1) The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations, 2011) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly.

(2) Identified Date is only for the purpose of determining the names of the Eligible Equity Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the holders (registered or unregistered) of Equity Shares of the Target Company except the Acquirer, Promoters/Promoter Group and Non-Promoter allottee in the proposed preferential issue of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

## VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER:

- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the tenth (10<sup>th</sup>) Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. An accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Public Shareholders may also download the Letter of Offer from the website of SEBI i.e., www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares and their folio number, DP Identity, Client Identity, Current Address and Contact Details.
- In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.
- The Open Offer will be implemented by the Acquirer subject to applicable laws, through the stock exchange mechanism made available by the stock exchanges in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations, 2011 and SEBI circular bearing number CIR/CFD/POLICY/ CELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI circular bearing number CFD/DCR/ CIR/P/2016/131 dated December 09, 2016, as amended from time to time ("Acquisition Window Circulars") and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/ 615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offer. Upon finalisation of the entitlement, only the accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- National Stock Exchange of India Limited ("NSE") shall be the Stock Exchange for the purpose of tendering the equity shares in the Open Offer.
- The Acquirer will appoint a registered broker as a Buying Broker for the purpose of this Open Offer through whom the purchases and settlements on account of the Offered Shares tendered during the tendering period under this Open Offer will be made.
- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective Stockbroker ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
- A separate Acquisition Window will be provided by NSE to facilitate the placing of orders. The Selling Broker would be required to place an order / bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the NSE. Before placing the order/bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to the Indian Clearing Corporation ("Clearing Corporation").
- As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form

are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations, 2011.

## 10) Equity Shares should not be submitted/tendered to the Manager to the Open Offer, the Acquirer or the Target Company.

- The detailed procedure for tendering Equity Shares in the Open Offer will be available in the Letter of Offer, which shall be available on the website of SEBI i.e., www.sebi.gov.in.

## IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

### X. OTHER INFORMATION:

- For the purpose of disclosures in this DPS relating to the Target Company, the Acquirer relied on the publicly available information and information provided by the Target Company and has not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer accepts the responsibility for the information contained in the Detailed Public Statement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.
- Pursuant to Regulation 12 of SEBI (SAST) Regulations, 2011, the Acquirer has appointed Mark Corporate Advisors Private Limited as Manager to the Offer.
- The Acquirer has appointed Bigshare Services Private Limited, as Registrar to the Offer having registered office at Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093, Tel. No.: +91 22 6263 8200, Fax No.: +91 22 6263 8299, Email ID: openoffer@bigshareonline.com; Investor Grievance Email ID: investor@bigshareonline.com; Contact Person: Mr. Maruti Eate, SEBI Reg. No.: INR000001385.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- This DPS and the PA will also be available on the website of SEBI i.e., www.sebi.gov.in.

### Issued by Manager to the Offer:



#### MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

404/1, The Summit, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Telephone No.: +91 22 2612 3207/08

Email ID: openoffer@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com

SEBI Registration No.: INM000012128

### For and on behalf of the Acquirer:

Sd/-

Satyapoorna Chander Yalamanchili  
("Acquirer")

Place : Hyderabad

Date : November 11, 2025