

SILLY MONKS ENTERTAINMENT LIMITED

(CIN: L92120TG2013PLC090132)

Registered Office at: Survey No. 91, 3rd Floor, Technical Block, Sundarayya Vignana Kendram (SVK), Gachi Bowli, Rangareddi, Hyderabad - 500032, Telangana, India
Tel. No.: +91 80081 21236 • **Email ID:** investor@sillymonks.com • **Website:** www.sillymonks.com

This advertisement is issued by Mark Corporate Advisors Private Limited (“**Manager to the Offer**”) for and on behalf of Mr. Satyapoorna Chander Yalamanchili (“**Acquirer**”), pursuant to Regulation 18(7) of 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 upto 35,97,865 fully paid-up equity shares of ₹10 each of Silly Monks Entertainment Limited (“**SillyMonks**”/“**Target Company**”) at a price of ₹18.50 per equity share, representing 26.00% of the Voting Share Capital of the Target Company.

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the:-

- (i) Public Announcement dated November 03, 2025 (“**Public Announcement**” or “**PA**”);
- (ii) Detailed Public Statement which was published on November 11, 2025 in the newspapers namely Business Standard (English), Business Standard (Hindi), Navshakti (Marathi) and Nava Telangana (Telugu) (“**Detailed Public Statement**”/“**DPS**”);
- (iii) Draft Letter of Offer dated November 18, 2025 (“**Draft Letter of Offer**”/“**DLoF**”); and
- (iv) Letter of Offer dated January 07, 2026 (“**Letter of Offer**”/“**LoF**”).

The Equity Shareholders of the Target Company are requested to kindly note the following information related to the Open Offer:

- 1) **Offer Price:** The Open Offer is being made by the Acquirer to the Public Shareholders of Silly Monks Entertainment Limited (“**SillyMonks**”/“**Target Company**”) to acquire up to 35,97,865 fully paid-up equity shares having face value of ₹10 each at a price of ₹18.50 per equity share (“**Offer Price**”), payable in cash. There has not been any revision in the Offer Price.
- 2) **Recommendation of the Committee of Independent Directors (“IDC”):** The Committee of Independent Directors (“IDC”) of the Target Company has issued recommendation (*relevant extract*) on the Offer, which was published on January 14, 2026 in the above-mentioned newspapers and the same are as under:

Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable.
Summary of reasons for recommendation	IDC has taken into consideration the following for making the recommendation: IDC has reviewed (a) The Public Announcement (“ PA ”) dated November 03, 2025 in connection with the Offer issued on behalf of the Acquirer; (b) The Detailed Public Statement (“ DPS ”) dated November 11, 2025; and (d) The Letter of Offer (“ LoF ”) dated January 07, 2026. Based on the review of PA, DPS and LoF, the IDC is of the opinion that the Offer Price of ₹18.50 per equity share for public shareholders offered by the Acquirer (more than the highest price amongst the selective criteria mentioned under Justification of Offer Price) is in line with the regulation prescribed by SEBI under the Regulations and prima facie appears to be justified. However, the Public Shareholders should independently evaluate the Offer and take informed decision in the matter.

- 3) There was no Competitive Bid.
- 4) The dispatch of Letter of Offer to the Public Shareholders as on the Identified Date i.e., January 02, 2026 is in accordance with Regulation 18(2) of SEBI (SAST) Regulations, 2011 and has been completed (either through electronic mode or physical mode) on January 09, 2026. The Identified Date was relevant only for the purpose of determining the Public Shareholders to whom the LoF was to be sent. It is clarified that all the Public Shareholders (even if they acquire equity shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer.
- 5) A copy of the LoF is also available on the website of SEBI at www.sebi.gov.in and NSE at www.nseindia.com. A summary of the procedure for tendering of equity shares in the Open Offer is as below:
 - a) **In the case of Equity Shares held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through the relevant Selling Broker by providing name, address, distinctive numbers, folio numbers, number of Equity Shares held, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 8.12 of the LoF along with duly filled and signed Form SH-4.
 - b) **In case of Equity Shares held in dematerialized form:** Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stockbrokers (“**Selling Broker**”) registered with NSE within the normal trading hours of the secondary market, during the Tendering Period in accordance with the procedure as mentioned in point no. 8.11 of the LoF.
 - c) **In case of non-receipt/non-availability of the form of acceptance/ withdrawal, the application can be made on plain paper along with the following details:**
 - In case of physical shares: Name, address, distinctive numbers, folio nos. number of shares tendered/withdrawn.
 - In case of dematerialized shares: Name, address, number of shares tendered/withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in “off market” mode or counterfoil of the delivery instruction in “off market” mode, duly acknowledged by the DP in favour of the Depository Escrow Account.
- 6) The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations, 2011 and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021, as amended, including any guidelines and circulars issued in relation to the same by the Stock Exchange, clearing corporations and SEBI (“**Acquisition Window Circulars**”).
- 7) All Documents/information referred under the “Documents for Inspection” will be made available electronically as well as physically for inspection by the Public Shareholder(s) of the Target Company.
- 8) The comments received vide Observation Letter No. DIS/1643/2025 dated December 31, 2025 of SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 have been duly incorporated in the Letter of Offer and also in this advertisement to the extent applicable.
- 9) The Acquirer has not acquired any shares of the Target Company after the date of PA i.e., November 03, 2025 and up to the date of this DLoF. The Promoters of the Target Company have delayed by 46 Days in compliance under Regulation 31(4) of SEBI (SAST) Regulations 2011for the year ended March 31, 2023.
- 10) Silly Monks is one of the leading Indian digital entertainment company specializing in content production, distribution, and marketing across multiple platforms. Silly Monks produce, secure, procure, acquire, retain, purchases, publish, dispose off and distribute advertisement films, TV serials, feature films and programmes of educational, cultural, devotional, industrial, health entertainment, family welfare, tourism, Government and of other interest on any platform. It carry on the business of content aggregation, integration & distribution, digital sales to undertake market and product related research, brand endorsements, marketing and promotions, of films, social media management, innovative brand integration and to develop, market and sell e-books.

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 FVTPL, Forex Gain etc.

- 11) As on date, the Authorized Share Capital of the Target Company is ₹14,00,00,00,000 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 as on date is ₹10,26,08,370 comprising of 1,02,60,837 Equity Shares of face value ₹10 each.
- 12) The Company has complied with all the listing and trading requirements including SEBI (LODR) Regulations, 2015, as amended at the Stock Exchange, where shares of the Company are listed i.e. National Stock Exchange of India Limited, Mumbai (“NSE”). Further, there were no punitive actions taken against the Company by the Stock Exchange where the shares of the Company are listed except us under..

S. No	Regulation	Period/ Quarter Ended	Fine levied (incl GST) (Rs)	Date of Payment
1	13(3)	31-Dec-2019	2360	24-01-2020
2	34	31-Mar-2020	7080	22-01-2021

- 13) The Equity Share Capital Structure of the Target Company is as follows:

Paid-up Equity Shares	No. of Equity Shares/ Voting Rights	% of Equity Shares/ Voting Rights
Existing Fully Paid-up Equity Shares*	1,02,60,837	74.16%
Equity Shares to be allotted pursuant to Proposed Preferential Issue#	22,00,000	15.90%
Convertible Warrants to be allotted pursuant to Proposed Preferential Issue#	13,75,000	9.93%
Partly Paid-up Equity Shares	Nil	N.A.
Total Fully Paid-up Equity Shares	1,38,35,837	100.00%

* includes 7,173 equity shares allotted to Employees of the Company on December 23, 2025 on vesting of Options under ESOP Scheme 2023.

in -principle approval letter dated January 05, 2026 is received from NSE and allotment is in the process.

N.A.-Not Applicable.

Details of proposed preferential issue is as under:

Sr. No	Names of the allottees	Type of security (Equity Shares/warrants)	No. of shares/warrants proposed to be allotted	Issue Price (₹)	Classification of shareholders
1	Satyapoorna Chander Yalamanchili	Equity shares	14,50,000	18.50	Acquirer
		Warrants	13,75,000		
2	Tondapu Satish Kumar	Equity shares	7,50,000	18.50	Non- promoter

- 14) The Promoters, Directors and KMPs of the Target Company have 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.
- 15) There are no punitive actions including penalties levied by stock exchanges against the Target Company/its promoters/directors under Chapter V of SAST Regulations, 2011.
- 16) The Target Company does not have any major contingent liabilities.
- 17) As on date, the Target Company does not have any Equity Shares under lock-in. Further, the securities proposed to be allotted on preferential issue basis will attract lock-in as per SEBI (ICDR) Regulations, 2018. Equity Shares held by persons other than the promoters during the open offer period which are under lock-in, are not permitted to be tendered in the open offer in accordance with regulation 167(2) of SEBI ICDR Regulations and if tendered, will not be accepted in the open offer.
- 18) **Schedule of Activities:**

The Schedule of Activities have been revised and the necessary changes have been incorporated in the LoF. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Sr. No.	Nature of Activity	Original Schedule	Revised Schedule ⁽¹⁾
		Day & Date	Day & Date
1)	Public Announcement	Monday, November 03, 2025	Monday, November 03, 2025
2)	Last Date of publishing the Detailed Public Statement	Tuesday, November 11, 2025	Tuesday, November 11, 2025
3)	Last date for filing of Draft Letter of Offer with SEBI	Tuesday, November 18, 2025	Tuesday, November 18, 2025
4)	Last date of a Competing Offer(s) ⁽²⁾	Tuesday, December 02, 2025	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	Wednesday, December 31, 2025 ⁽³⁾
6)	Identified Date ⁽⁴⁾	Thursday, December 11, 2025	Friday, January 02, 2026
7)	Last date by which the Letter of Offer will be dispatched to the Eligible Equity Shareholders as on the identified date	Thursday, December 18, 2025	Friday, January 09, 2026
8)	Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Monday, December 22, 2025	Tuesday, January 13, 2026
9)	Last Date for revising the Offer Price/number of shares	Tuesday, December 23, 2025	Wednesday, January 14, 2026
10)	Date of Public Announcement for Opening the Offer	Wednesday, December 24, 2025	Thursday, January 15, 2026
11)	Date of Commencement of the Tendering Period (“ Offer Opening Date ”)	Friday, December 26, 2025	Friday, January 16, 2026
12)	Date of Closing of the Tendering Period (“ Offer Closing Date ”)	Thursday, January 08, 2026	Friday, January 30, 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	Friday, February 13, 2026

Notes:

⁽¹⁾ Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

⁽²⁾ There is no competing offer to this Offer.

⁽³⁾ Actual date of receipt of SEBI observations on the DLoF.

⁽⁴⁾ Identified Date is only for the purpose of determining the names of the Eligible 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 and Promoter of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

CORRIGENDUM TO THE LETTER OF OFFER DATED JANUARY 07, 2026

The Offer Size for the Open Offer has increased by 1,865 Equity Shares on account of allotment of 7,173 Equity Shares to the Employees of the Target Company pursuant to its ESOP Scheme 2023 and thus the size of Open Offer has increased from ₹665.26 lakhs (35,96,000*18.50) to ₹665.60 lakhs (35,97,865*18.50). The existing amount lying in the Cash Escrow Account was sufficient to meet obligations under SEBI (SAST) Regulations, 2011 for the revised Offer Size and hence no additional amount is deposited in the said Escrow Account.

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement will be available on the website of SEBI i.e., www.sebi.gov.in.

Issued by the Manager to the Offer



Mark Corporate Advisors Private Limited
CIN: U67190MH2008PTC181996
404/1, The Summit, Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East), Mumbai- 400 057
Tel. No.: +91 22 2612 3207/08
Contact Person: Mr. Manish Gaur
E-Mail 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**”)

Date : January 15, 2026

Place : Hyderabad