

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF HUSYS CONSULTING LIMITED

Corporate Identification Number (CIN): L74140TG2005PLC047222

Registered Office: 1-8-505/E/D/A, Prakash Nagar Extension Hyderabad TG 500016 India., Tel:- +91 74160 95632 | Website: www.husys.com | Email: megha.c@husys.net

This public announcement ("Public Announcement") is being issued by Gundlupally Ramalinga Reddy ("Promoter/Acquirer") to the public shareholders of Husys Consulting Limited ("Company") in respect of the proposed acquisition and consequent voluntary delisting of the fully paid up equity shares of the Company with a face value of INR. 10/- each ("Equity Shares") from the Emerge Platform of National Stock Exchange of India Limited ("NSE") (referred to as the "Stock Exchange") pursuant to Regulation 10 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and in accordance with the terms and conditions set out below and/or in Letter of Offer (*defined below*) ("Delisting Offer").

1. BACKGROUND OF THE DELISTING OFFER

1.1. The Company is a public limited company incorporated in accordance with the provisions of the Companies Act, 1956, having its registered office at 1-8-505/E/D/A, Prakash Nagar Extension Hyderabad TG 500016 India. The Equity Shares are listed on the Stock Exchange.

1.2. As on the date of this Public Announcement, the Promoter and Promoter Group holds 16,02,885 Equity Shares aggregating to 70.26% of the paid-up equity share capital of the Company. The Acquirer is the promoter of the Company. As on the date of this Public Announcement, the Acquirer hold 9,47,885 Equity Shares.

1.3. The Acquirer is making this Public Announcement to acquire up to 6,78,365 Equity Shares ("Offer Shares") representing 29.74% of the total issued equity share capital of the Company from the public shareholders (i.e. shareholders other than the Promoter and the promoter group) ("Public Shareholders") pursuant to Regulations 5 and 6(b) of the Delisting Regulations read with Chapter IV of the Delisting Regulations. If the Delisting Offer is successful as defined in paragraph 12 read along with paragraph 13 of this Public Announcement, an application will be made for delisting the Equity Shares from the Stock Exchange in accordance with the provisions of the Delisting Regulations and the terms and conditions set out below and in the Letter of Offer, and any other documents relating to the Delisting Offer. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange.

1.4. Pursuant to a letter dated November 30, 2020 ("Offer Letter"), the Promoter, conveyed its intention to make the Delisting Offer to acquire, either individually or along with one or more members of the promoter group, the Offer Shares and to delist the Equity Shares from the Stock Exchange in accordance with the Delisting Regulations and requested the Board of Directors of the Company ("Board") to (a) take all actions as may be required to be undertaken by the Company in terms of the Delisting Regulations including inter-alia the appointment of a merchant banker to undertake due diligence and provide necessary information for the due diligence; (b) convene a meeting of the Board to consider and approve the Delisting Offer, as required under the Delisting Regulations; (c) take necessary steps to convene a meeting of the shareholders to approve the Delisting Offer in accordance with the Delisting Regulations; and (d) obtain in-principle approval from the Stock Exchange for the proposed delisting of Equity Shares. The receipt of the Offer Letter was intimated by the Company to the Stock Exchange on November 30, 2020. The Promoter, subsequently also informed the Company of its willingness to accept Equity Shares tendered by the Public Shareholders in the Delisting Offer at a price of INR 96.00 per Equity Share ("Indicative Offer Price").

The Indicative Offer Price should in no way be construed as:

- A maximum or minimum price for the purpose of the reverse book building process and the Public Shareholders are free to tender their equity shares at any price irrespective of the Indicative Offer Price, in accordance with the Delisting Regulations; or
- A commitment by Acquirer to accept the equity shares tendered in the Delisting Offer, if the Discovered Price (defined below) is less than the Indicative Offer Price; or
- An obligation on the Acquirer to pay the Indicative Offer Price in the event the Discovered Price is lower than the Indicative Offer Price; or
- Any restriction on the ability of the Acquirer to acquire equity shares at a price higher or lower than the Indicative Offer Price.

1.5. Pursuant to the intimation received from the Promoter, the Board, in its meeting held on December 04, 2020, transacted the following:

- considered and took on record the Offer Letter; and
- approved the appointment of First Overseas Capital Limited ("Merchant Banker"), as the merchant banker, in accordance with Regulation 8(1A)(ii) of the Delisting Regulations, for the purposes of carrying out the due diligence in accordance with Regulation 8(1A)(iii), Regulation 8(1A)(iv), Regulation 8(1D) and other relevant provisions of the Delisting Regulations (the "Due Diligence");

The outcome of the Board meeting on December 04, 2020 was notified to the Stock Exchange on the same day.

1.6. The Company notified the Stock Exchange on December 23, 2020, that a meeting of the Board is to be held on December 29, 2020 in order to (i) take on record and consider the Due Diligence report to be prepared and submitted by the Merchant Banker; and (ii) take a decision on the voluntary delisting proposal submitted by the Promoter vide the Offer Letter.

1.7. The Board, in its meeting held on December 29, 2020, took the following decisions:

- the Board took on record the Due Diligence report dated December 24, 2020 submitted by the Merchant Banker, the Board certified that: (a) the Company is in compliance with the applicable provisions of securities laws; (b) The Promoter, group companies of the Promoter, and their related entities are in compliance with sub regulation (5) of Regulation 4 of the Delisting Regulations; and (c) the Delisting Offer is in the interest of the shareholders.
- the Board approved the Delisting Offer in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of the shareholders of the Company through a postal ballot and evolving in accordance with the Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.

(iv) the Board accepted and took on record the certificate provided by Rishabh Jain & Associates, Chartered Accountants (Membership number 187632), independent chartered accountant, which sets out the floor price of the Delisting Offer ("Floor Price") to be INR 73.43 per Equity Share. The outcome of this meeting was notified to the Stock Exchange on December 29, 2020.

1.8 The Postal Ballot Notice was dispatched on January 06, 2021.

1.9. The shareholders of the Company have passed a special resolution through postal ballot, the result of which was declared on February 06, 2021, approving the Delisting Offer in accordance with Regulation (8)(1)(b) of the Delisting Regulations and other applicable laws. The Company has notified the result of postal ballot to the Stock Exchange on February 07, 2021. The votes cast by the Public Shareholders in favour of the Delisting Offer were 4,15,365, which are more than twice the number of votes cast by the Public Shareholders against the Delisting Offer, being 18,000.

1.10. NSE have issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to its letter dated April 22, 2021, in accordance with Regulation 8(3) of the Delisting Regulations.

1.11. This Public Announcement is being issued in the following newspapers as required under Regulation 10(1) of the Delisting Regulations:

Newspaper	Language	Edition
Financial Express	English	All editions
Jansatta	Hindi	All editions
Lakshadeep	Marathi	Mumbai

12. The Acquirer will inform the Public Shareholders of amendments or modifications, if any to the information set out in this Public Announcement by way of a corrigendum that will be published in the aforementioned newspapers in which this Public Announcement is published.

13. The Delisting Offer is subject to the acceptance of the Discovered Price (defined below), determined in accordance with the Delisting Regulations, by the Acquirer. The Acquirer may also, at his sole and absolute discretion, propose: (a) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (b) a price which is lower than the Discovered Price but not less than the book value of the Company as certified by the merchant banker in terms of Regulation 16(1A) of the Delisting Regulations ("Counter Offer Price"). The "Exit Price" shall be: (i) the Discovered Price, if accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at its absolute discretion; or (iii) the Counter Offer Price offered by the Acquirer at its discretion which, pursuant to acceptance and/or rejection by the Public Shareholders, results in the cumulative shareholding of the Acquirer/Promoter and the members of the promoter group reaching 90% of the equity share capital of the Company.

2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

2.1. Following are the main objectives of the Delisting Offer specified by the Promoter in the Offer Letter:

- To obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
 - save compliance costs and reduction in management time devoted to comply with the requirements associated with the continued listings, which can be refocused on the Company's Business;
 - the delisting of the equity shares of the Company is in the interest of the public shareholders as it will provide them with an exit opportunity at a price determined in accordance with the Delisting Regulations;
22. In view of the above, the Acquirer believe that the Delisting Offer can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the Delisting Regulations.

3. BACKGROUND OF THE ACQUIRER/PROMOTER

31. Gundlupally Ramalinga Reddy

(i) Gundlupally Ramanalinga Reddy, Managing Director, aged 51 years, holds degree of Master of Business Administration. He is one of the initial subscriber to the Memorandum of Association of the Husys Consulting Limited.

(ii) The Promoter and Promoter Group have not sold any equity shares of the Company during the six months preceding the date of Board Meeting i.e. December 29, 2020, wherein the Delisting proposal was approved.

4. BACKGROUND OF THE COMPANY

4.1. The Company is a public limited company and was incorporated on August 24, 2005 under the Companies Act, 1956, as "Husys Consulting Private Limited". Subsequently, our Company was converted into Public limited company pursuant to which the name of our Company was changed to "Husys Consulting Limited" vide fresh certificate of incorporation dated August 06, 2015. Our Company got listed on Emerge ITP Platform of National Stock Exchange of India Limited (NSE) on August 21, 2015. Further, our Company has made an application for delisting from on Emerge Institutional Trading Platform of NSE vide letter dated April 25, 2016 and had been delisted with effect from June 09, 2016 vide letter no. NSE/LIST/73566 dated May 19, 2016.

4.2. The Company's registered office is situated at Husys House, 1-8-505/E/D/A, Prakash Nagar, Begumpet, Hyderabad - 500016. The CIN of the Company is L74140TG2005PLC047222. The Equity Shares are listed on the Stock Exchange.

4.3. The Company is in the business of creating the concept of HR Function Outsourcing (HR Function Management HRFM) with the Services divided into Husys Consulting, Operations, Technology and Global PEO ("Professional Employer Organisation").

4.4. As on the date of this Public Announcement, the authorized share capital of the Company is INR 5,00,00,000 divided into 50,00,000 Equity Shares of INR 10 each. The issued, subscribed and paid-up capital of the Company is INR 2,28,12,50,000 divided into 22,81,250 Equity Shares.

4.5. As on date of this Public Announcement, the Company does not have any partly paid-up shares or convertible securities in the nature of warrants or fully or partly convertible debentures / preference shares etc. which are convertible to Equity Shares at a later date. The Equity Shares held by the Promoter are not locked in.

4.6. The Board as on date of this Public Announcement is as follows:

Name and DIN	Designation	Date of Appointment	No. of Equity Shares held
Mr. Gundlupally Ramanalinga Reddy DIN: 00559079	Managing Director	August 20, 2015	9,47,885
Mrs. Gundlupally Praveena Reddy DIN: 00559136	Whole Time Director	August 24, 2005	6,54,000
Mr. Naresh Babu Deevi DIN: 07303818	Executive Director	June 01, 2019	21,575
Ms. Nina Elizabeth Woodard DIN: 00754603	Independent Director	September 20, 2014	-
Mr. Biju Varkkey DIN: 01298281	Independent Director	August 06, 2015	-
Mr. Viswanathan Nelluvaya Subrahmanian Iyer DIN: 08475342	Independent Director	June 19, 2019	-

5. PRE AND POST CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

5.1. The capital structure of the Company as on the date of the Public Announcement is as follows:

Paid up Equity Shares of the Company	No. of Equity Shares/Voting Rights	% of Share Capital/Voting Rights
Fully Paid up Equity Shares	22,81,250	100.00
Partly Paid up Equity Shares	Nil	N.A.
Total	22,81,250	100.00

5.2. The shareholding pattern of the Company as on the date of Public Announcement is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
Promoter & Promoter Group	16,02,885	70.26
Public	6,78,365	29.74
Total	22,81,250	100.00

5.3. The post delisting capital structure of the Company is not going to change immediately upon successful completion of the Delisting Offer. However, the likely post-delisting shareholding assuming successful completion of the Delisting Offer in terms of the Delisting Regulations is as follows:

Particulars	No. of Equity Shares*	Shareholding (%)*
Promoter & Promoter Group	22,81,250	100.00
Public	-	-
Total	22,81,250	100.00

*Assuming full tender by all public shareholders.

6. STOCK MARKET DATA

6.1. The Equity Shares are listed on the Stock Exchanges.

6.2. The high, low and average market prices of the Equity Shares (in Indian Rupees per Equity Share) for the 3 financial years and 6 months preceding the date of this Public Announcement and the corresponding volumes on the Stock Exchange are as follows:

Period	High(1) (₹)	Date of High(2)	No. of Equity Shares traded on that date	Low(1) (₹)	Date of Low(2)	No. of Equity Shares traded on that date	Average Price(1) (₹)	No. of Equity Shares traded during that period
Preceding 3 years								
FY 2018-19	44.00	May 10, 2018	2,000	30.00	March 28, 2019	2,000	37.99	1,48,000
FY 2019-20	38.00	September 05, 2019	4,000	24.25	January 09, 2020	4,000	30.71	82,000
FY 2020-21	131.85	November 27, 2020	4,000	20.50	June 26, 2020	22,000	72.45	7,64,000
Preceding 6 months								
October, 2020	90	October 23, 2020	8,000	71.20	October 16, 2020	12,000	80.59	1,66,000
November, 2020	131.85	November 27, 2020	4,000	80.25	November 03, 2020	2,000	101.32	1,32,000
December, 2020	130.95	December 01, 2020	4,000	91.70	December 18, 2020	4,000	101.68	1,12,000
January, 2021	95.00	January 07, 2021	4,000	89.10	January 06, 2021	4,000	93.00	12,000
February, 2021	97.50	February 26, 2021	6,000	93	February 11, 2021	2,000	93.00	8,000
March, 2021	98.70	March 30, 2021	4,000	94	March 22, 2021	4,000	96.35	8,000

Source: www.nseindia.com

Notes: (1) High and low price for the period are based on intra-day prices and average price is based on average of closing price. (2) In case where the same price falls on 2 (Two) or more days, the day falling first is considered.

7. STOCK EXCHANGES FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

7.1. The Equity Shares of the Company are listed and traded on the NSE.

7.2. The Acquirer is seeking to delist the Equity Shares from the NSE. The 'in-principle' approval from the NSE was obtained on April 22, 2021.

7.3. No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 5 years from the date of delisting except where a recommendation in this regard has been made by the Board for Industrial and Financial Reconstruction under the Sick Industrial Companies (Special Provisions) Act, 1985.

7.4. Any application for listing made in future by the Company after the aforementioned period in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to the then prevailing laws relating to listing of equity shares of unlisted companies.

7.5. The Acquirer proposes to acquire the Offer Shares pursuant to a reverse book building process through an acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by NSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)", conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars (defined below).

8. MANAGER TO THE DELISTING OFFER

8.1. The Acquirer has appointed the following as the Manager to the Delisting Offer ("Manager to the Offer"):

Pantomath Capital Advisors Private Limited

406-408, Keshava Premises, Bandra Kurla Complex, Bandra East, Mumbai – 400 051

Telephone: +91 22 61946700; Fax: +91 22 26598690

Email: kruthika.shetty@pantomathgroup.com

Contact Person: Kruthika Shetty

9. REGISTRAR TO THE DELISTING OFFER

9.1. The Acquirer has appointed **KFin Technologies Private Limited**, bearing CIN U72400TG2017PTC117649 and having its office at Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032, Telangana, India., as the Registrar to the Delisting Offer ("Registrar to the Offer").

10. DETERMINATION OF THE FLOOR PRICE

10.1. The Acquirer proposes to acquire the Equity Shares from the Public Shareholders pursuant to a reverse book-building process established in terms of Schedule II of the Delisting Regulations.

10.2. The Equity Shares of the Company are listed on the NSE. The annualized trading turnover based on the trading volume in the Equity Shares of the Company on the NSE, based on the information available on the website of the NSE during November 01, 2019 to October 31, 2020 (twelve calendar months preceding the calendar month of the Reference Date (defined below) are as under:

Name of the Stock Exchange	Total traded turnover (quantity) from November 01, 2019 to October 31, 2020	Total no. of equity shares outstanding as at October 31, 2020	Annualized trading turnover (%)
NSE	5,04,000	22,81,250	22.09%

Source: www.nseindia.com

10.3. The Equity Shares of the Company are frequently traded on the NSE as per the definition of 'frequently traded shares' set out in Regulation (21)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

10.4. Regulation 15(2) of the Delisting Regulations provides that the floor price shall be determined in terms of Regulation 8 of the Takeover Regulations. As per the Explanation to Regulation 15(2) of the Delisting Regulations, the reference date for computing the floor price would be the date on which the recognized stock exchange were notified of the board meeting in which the delisting proposal would be considered, i.e., November 30, 2020 ("Reference Date").

10.5. Accordingly, in terms of the Regulation 8 of the Takeover Regulations, the floor price shall be higher of the following:

Sr. No.	Particulars	Price (INR)
1.	the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
2.	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the Reference Date	Not Applicable
3.	the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the Reference Date	Not Applicable
4.	the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the Reference date, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	73.43/-
5.	where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable
6.	The per equity share value computed under Regulation 8(5), if applicable.	Not Applicable

Source: Certificate dated December 26, 2020 issued by Rishabh Jain & Associates, Chartered Accountants

10.6. The Company on December 26, 2020, received a certificate from Rishabh Jain & Associates, Chartered Accountants certifying the Floor Price for the Delisting Offer to be INR 73.43/- computed in accordance with the Delisting Regulations. The Floor Price was notified to the NSE as part of the outcome of the Board meeting dated December 29, 2020.

11. DETERMINATION OF DISCOVERED PRICE AND EXIT PRICE

11.1. The Acquirer proposes to acquire the Offer Shares pursuant to a reverse book-building process through acquisition window facility in accordance with paragraph 14 of this Public Announcement.

11.2. All Public Shareholders can tender their Equity Shares during the Bid Period (defined below).

11.3. The minimum price per Offer Share payable by the Acquirer for the Offer Shares it acquires pursuant to the Delisting Offer, as determined in accordance with the Delisting Regulations, will be the price at which the shareholding of the Acquirer, along with the other members of the promoter group, reaches 90% pursuant to a reverse book-building process through Acquisition Window Facility (defined below) conducted in the manner specified in Schedule II of the Delisting Regulations ("Discovered Price") which shall not be lower than the Floor Price.

11.4. The Acquirer is are under no obligation to accept the Discovered Price. The Acquirer may at its discretion, acquire the Equity Shares at the Discovered Price or offer a price higher than the Discovered Price, (at its absolute discretion); or make a counter offer at the Counter Offer Price in accordance with the Delisting Regulations. The "Exit Price" shall be: (i) the Discovered Price, if accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at its absolute discretion; or (iii) the Counter Offer Price offered by the Acquirer at its discretion which, pursuant to acceptance and/or rejection by the Public Shareholders, results in the cumulative shareholding of the Acquirer and other members of the promoter group reaching 90% of the equity share capital of the Company.

11.5. The Acquirer shall announce the Discovered Price and its decision to accept or reject the Discovered Price or make a counter offer. If accepted, the Acquirer shall also announce the Exit Price, as applicable, in the same newspapers in which this Public Announcement appears in accordance with the schedule of activities set out in paragraph 20 of this Public Announcement.

11.6. Once the Acquirer announces the Exit Price, the Acquirer will acquire, subject to the terms and conditions of this Public Announcement and the Letter of Offer including but not limited to fulfillment of the conditions mentioned in paragraph 12 below, all the Equity Shares validly tendered upto and equal to the Exit Price for a cash consideration equal to the Exit Price for each Equity Share tendered. The Acquirer will not accept Equity Shares tendered at a price that exceeds the Exit Price.

11.7. If the Acquirer does not accept the Discovered Price then subject to circulars or notifications issued by SEBI with respect to the process provided under Regulation 16(1A) of the Delisting Regulations, the Acquirer may, at its sole discretion, make a counter offer to the Public Shareholders within 2 working days of the determination of the Discovered Price, in the manner specified by the SEBI.

11.8. If the Acquirer does not accept the Discovered Price and does not make counter offer to the Public Shareholders in terms of Regulation 16(1A) of the Delisting Regulations, or the Delisting Offer fails in terms of Regulation 17 of the Delisting Regulations:

- the Acquirer will have no right or obligation to acquire any Equity Shares tendered pursuant to the Delisting Offer;
- the Equity Shares tendered by a Public Shareholder shall be returned or the lien on the Equity Shares will be released to such Public Shareholder within 10 (ten) working days from the Bid Closing Date in terms of the schedule of activities set out herein;
- no final application shall be made to the NSE for delisting of the Equity Shares;
- The Escrow Account (defined below) opened in accordance with Regulation 11 of the Delisting Regulations shall be closed and the Escrow Amount (defined below) shall be released.

12. CONDITIONS TO THE DELISTING OFFER

The acquisition of the Equity Shares by the Acquirer and the delisting of the Company are conditional upon:

- The Acquirer, in his sole and absolute discretion, either accepting the Discovered Price or offer a price higher than the Discovered Price or offering a Counter Offer Price which, pursuant to acceptance and/or rejection by Public Shareholders, results in the shareholding of the Acquirer/promoter along with members of the promoter group of the Company reaching 90% of the paid-up equity share capital of the Company. It may be noted that notwithstanding anything contained in the Public Announcement, the Acquirer reserve the right to accept or reject the Discovered Price if it is higher than the Floor Price;
- A minimum number of 4,52,000 Offer Shares being tendered at or below the Exit Price prior to the closure of bidding period i.e. on the Bid Closing Date (defined below) so as to cause the cumulative number of the Equity Shares held by the Promoter, Promoter group as on date of this Public Announcement taken together with the Equity Shares acquired by the Acquirer under the Delisting Offer to be equal to or in excess of 20,54,885 Equity Shares constituting 90% of the equity share capital of the Company ("Minimum Acceptance Condition");(1)
- A minimum number of 37 Public Shareholders (25% of number of Public Shareholders holding shares in dematerialized form as on December 29, 2020) participate in the reverse book building process, in accordance with Regulation 17(b) of the Delisting Regulations, provided that if the Acquirer along with the Manager to the Offer demonstrate to the NSE that they have delivered the Letter of Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of delivery or through email as a text or as an attachment to email or as a notification providing electronic link or uniform resource locator including a read receipt ("LoF Delivery Requirement"), then the mandatory participation of aforementioned number of Public Shareholders is not applicable. Pursuant to Explanation I to Regulation 17(1)(b) of the Delisting Regulations, the LoF Delivery Requirement is deemed to have been complied with if: (a) the Acquirer or the Manager to the Offer dispatches the Letter of Offer to all the Public Shareholders of the Company by registered post or speed post through the India Post and is able to provide a detailed account regarding the status of delivery of the Letter of Offer (whether delivered or not) sent through India Post; and (b) efforts have been made by the Acquirer or the Manager to the Offer to dispatch the Letter of Offer by speed post or registered post of India Post to those Public Shareholders to whom the delivery of the Letter of Offer has not been possible by modes other than speed post or registered post of India Post, provided that the Acquirer or the Manager to the Offer are able to provide a detailed account regarding the status of delivery of the Letter of Offer (whether delivered or not) sent through India Post;
- The Acquirer obtaining all requisite regulatory approvals in accordance with paragraph 21 of this Public Announcement and meeting the conditions set out in Regulation 17 of the Delisting Regulations; and
- There being no amendments to the Delisting Regulations or any applicable laws or regulations or conditions imposed by any regulatory or statutory authority/body or order from a court or competent authority which would in sole opinion of the Acquirer, prejudice the Acquirer in proceeding with the Delisting Offer. Provided that withdrawal on this count shall be subject to receipt of regulatory approval, if any required for the same.

Note:

(1) Calculation has been done considering lot size of 2000 equity shares.

13. DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION FOR SUCCESS OF THE DELISTING OFFER

13.1. As per Regulation 17 of the Delisting Regulations, the Delisting Offer shall be deemed to be successful if the condition stated in paragraphs 12.2 and 12.3 above are satisfied.

14. ACQUISITION WINDOW FACILITY

14.1. SEBI, vide its circular /CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("SEBI Circulars") has provided a framework for acquisitions pursuant to a delisting offer to be made through the stock exchange ("Stock Exchange Mechanism"). As prescribed under the SEBI Circular, the facility for such acquisitions shall be in the form of a separate window provided by stock exchange having nationwide trading terminals ("Acquisition Window Facility"). Further, the SEBI Circulars provides that the stock exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism.

14.2. Further, the SEBI Circulars provide that the Stock Exchange shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchange have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange.

14.3. As such, the Acquirer has opted to avail of the Stock Exchange Mechanism and Acquisition Window Facility provided by the Stock Exchange, in compliance with the SEBI Circulars. Equity Shares of our Company are only listed on NSE. Hence, NSE is the designated stock exchange ("DSE") for the purpose of the Delisting Offer.

14.4. The Acquirer has appointed the following as its broker for the Delisting Offer through whom the purchase and settlement of the Offer Shares tender

- (e) Bid Form duly signed (by all holders in case the Equity Shares are in joint names) in the same order in which they hold the Equity Shares;
- (f) Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable;
- (g) Any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable; and
- (h) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of members of the Company. The Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- (ii) Upon placing the Bid, the Seller Member will provide a TRS generated by the Exchange Bidding System to the Public Shareholder. The TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of the Equity Shares tendered, price at which the Bid was placed, etc.
- (iii) The Seller Member / Public Shareholder should ensure to deliver the documents as mentioned in paragraph 16.7 (i) above along with the TRS either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned at paragraph 9) within 2 days of Bid Closing Date by the Seller Member. The envelope should be super scribed as "Husys Consulting Limited – Delisting Offer".
- (iv) Public Shareholders holding the Equity Shares in physical form should note that the Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares by the Acquirer will be subject to verification of documents. The Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids, it will be treated as 'Confirmed Bids'. The Bids of the Public Shareholders whose original share certificate(s) and other documents (as mentioned in paragraph 16.7 (i) above) along with the TRS are not received by the Registrar to the Offer, within two days after the Bid Closing Date, shall be liable to be rejected.
- (v) In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding equity shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, share certificate number, number of equity shares tendered for the delisting offer and the distinctive numbers thereof, enclosing the original share certificate(s) and other documents (as mentioned in paragraph 16.7 (i) above). Public Shareholders will be required to approach their respective Seller Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by the Stock Exchanges, before the Bid Closing Date.
- (vi) The Registrar to the Offer will hold in trust the share certificate(s) and other documents (as mentioned in paragraph 16.7 (i) above) until the Acquirer completes its obligations under the Delisting Offer in accordance with the Delisting Regulations.
- (vii) It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their Equity Shares in the Acquisition Window Facility. The Acquirer shall assume that the eligible Public Shareholders have submitted their Bids only after obtaining applicable approvals, if any. The Acquirer reserves the right to reject Bids received for physical shares which are without a copy of the required approvals.
- (viii) The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) there is a name mismatch in the Folio of the Public Shareholder; (b) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; (c) The documents mentioned in the Bid Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar within 2 days of Bid Closing Date; (d) If the share certificates of any other company are enclosed with the Tender Form instead of the share certificates of the Company; (e) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid; (f) If the Public Shareholders place a bid but the Registrar does not receive the physical Equity Share certificate; and (g) In the event the signature in the Bid Form and share transfer form do not match the specimen signature recorded with the Company or the Registrar.
- 16.8. The Public Shareholders, who have tendered their Equity Shares by submitting the Bids pursuant to the terms of the Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date. Downward revision of the Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed. Any such request for revision or withdrawal of the Bids received after normal trading hours of secondary market on one day before the Bid Closing Date will not be accepted.
- 16.9 The Public Shareholders should note that the Bids should not be tendered to the Manager to the Offer or the Registrar to the Offer or to the Acquirer or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a Seller Member as the Bids can be entered only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.
- 16.10 The cumulative quantity of the Equity Shares tendered shall be made available on the website of the Stock Exchange throughout the trading session and will be updated at specific intervals during the Bid Period.
- 16.11 The Equity Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. The Equity Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
- 16.12 In terms of Regulation 16(1A) of the Delisting Regulations, the Acquirer is entitled (but not obligated) to make a counter offer at the Counter Offer Price, at his sole and absolute discretion. The counter offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 working days of the Bid Closing Date. The Counter Offer PA will contain inter alia details of the Counter Offer Price and the revised schedule of activities. In this regard, Public Shareholders are requested to note that, if a counter offer is made:
- (i) All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per paragraph 16.12(ii) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the counter offer at the Counter Offer Price.
- (ii) Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the counter offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholders through their respective Seller Member through whom the original Bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the Delisting Regulations will not be accepted.
- (iii) Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the counter offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.
- ## 17. METHODS OF SETTLEMENT
- 17.1. Upon finalization of the basis of acceptance as per the Delisting Regulations:
- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (ii) For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account (defined below) shall be used to pay the consideration to the Buyer Broker on or before the pay-date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation, which will be released to the respective Seller Member(s) / Custodian Participants as per the secondary market payout in their settlement bank account. The Seller Member(s) / Custodian Participants would pay the consideration to their respective clients.
- (iii) In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for

- releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- (iv) The Equity Shares acquired in the demat form would either be transferred directly to the Acquirer's account provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the Acquirer's account on receipt of the Equity Shares pursuant to the clearing and settlement mechanism of the Stock Exchanges. In case of the Equity Shares acquired in the physical form, the same will be transferred directly to the Acquirer by the Registrar to the Offer.
- (v) In case of rejected demat Equity Shares, if any, tendered by the Public Shareholders, the same would be returned to the respective Seller Member by the Clearing Corporation in payout. The Seller Member / Custodian Participants would return these rejected Equity Shares to their respective clients on whose behalf the Bids have been placed. In case of rejection of physical Equity Shares, the same will be returned back to the respective Public Shareholders directly by the Registrar to the Offer.
- (vi) The Seller Member would issue contract note & pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Delisting Offer.
- (vii) The Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering Equity Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges duties and expenses (including brokerage) and the Acquirer, the Company, the Manager to the Offer, the Registrar to the Offer and the Buyer Broker accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by the Public Shareholders.

18. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

- 18.1. The Public Shareholders may submit their Bids to the Acquirer during the Bid Period. Additionally, once the Equity Shares have been delisted from the Stock Exchanges, the Public Shareholders, whose Equity Shares have not yet been acquired by the Acquirer ("Residual Shareholders") may offer their Equity Shares for sale to the Acquirer at the Exit Price for a period of one year following the date of the delisting of the Equity Shares from the Stock Exchanges ("Exit Window"). A separate offer letter in this regard will be sent to the Residual Shareholders explaining the procedure for tendering their Offer Shares. Such Residual Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.

19. DETAILS OF THE ESCROW ACCOUNT

- 19.1. The estimated consideration, being the Indicative Offer Price of INR 96/- per Equity Share multiplied by the number of Equity Shares outstanding with the Public Shareholders i.e., 6,78,365 Equity Shares as on the date of this Public Announcement, is INR 6,51,23,040/- ("**Estimated Consideration Amount**").
- 19.2. The Acquirer, Manager to the Offer, and ICICI Bank Limited having its registered office at ICICI Bank Tower, Near Chakii Circle, Old Padra Road, Vadodara, 390 007, Gujarat, acting through outs branch office at Capital Market Division, 122, 1st Floor, Mistry Bhavan, Dinshaw Vaccha Road, Backbay Reclamation, Churchgate, Mumbai - 400020 Maharashtra, India, ("**Escrow Bank**") have entered into an escrow agreement dated February 18, 2021, pursuant to which the Acquirer has opened an escrow account in the name of "**Husys Consulting Limited – Delisting Offer – Escrow Account**" with the Escrow Bank ("**Escrow Account**").
- 19.3. The Acquirer has deposited an amount of INR 6,51,23,040 ("**Escrow Amount**") for the Delisting Offer, comprising of cash as security for performance of their obligations under the Delisting Regulations.
- 19.4. On determination of the Discovered Price and making of the public announcement under Regulation 18 of the Delisting Regulations, the Acquirer shall ensure compliance with Regulation 11(2) of the Delisting Regulations.
- 19.5. If the Acquirer accepts the Discovered Price and offers an Exit Price, and the Delisting Offer is successful, the Acquirer will open a special account with the Escrow Bank and credit thereto, the entire amount due and payable as consideration in respect of the Equity Shares validly accepted in the Delisting Offer at the Exit Price.
- 19.6. Further, the Escrow Bank will open a special account ("**Special Account**") on the instructions of the Acquirer and the Manager to the Offer, which shall be used for payment to the Public Shareholders whose Equity Shares have been validly accepted in the Delisting Offer. The Manager to the Offer shall instruct the Escrow Bank to transfer the total consideration amount to the Special Account.

20. PROPOSED SCHEDULE FOR THE DELISTING OFFER

- 20.1. The proposed schedule for the Delisting Offer is as follows:

Activity	Day	Date
Resolution for approval of the Delisting Offer passed by the board of directors of the Company	Tuesday	December 29, 2020
Date of receipt of NSE 'in-principle' approval	Thursday	April 22, 2021
Specified Date* or determining the names of shareholders to whom the Letter of Offer shall be sent	Friday	April 23, 2021
Date of publication of the Public Announcement	Friday	April 23, 2021
Last Date for dispatch of Letter of Offer and Bid Forms to the Public Shareholders as on the Specified Date**	Tuesday	April 27, 2021
Bid Opening Date (bid starts at market hours)	Monday	May 3, 2021
Last Date for revision (upwards) or withdrawal of Bids	Thursday	May 6, 2021
Bid Closing Date (bid closes at market hours)	Friday	May 7, 2021
Last date for announcement of counter offer	Tuesday	May 11, 2021
Last date for announcement of the Discovered Price or the Exit Price and Acquirer's Acceptance or Non-acceptance of the Discovered Price or the Exit Price#	Monday	May 17, 2021
Proposed date for payment of consideration#	Monday	May 24, 2021
Proposed date for return of Equity Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	Monday	May 24, 2021

* Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Company are eligible to participate in the Delisting Offer any time on or before the Bid Closing Date.

** Such activity may be completed on or before the last date.

Subject to the acceptance of the Discovered Price.

All the dates are subject to change and are dependent on obtaining all the requisite statutory and regulatory approvals as may be applicable. In the event there is any change in the proposed schedule, it will be announced by way of a corrigendum to this Public Announcement in the same newspapers in which this Public Announcement appears.

21. STATUTORY APPROVALS

- 21.1. The Public Shareholders of the Company have accorded their consent by way of special resolution passed on February 05, 2021, in respect of delisting of Equity Shares from the Stock Exchanges, in accordance with the Delisting Regulations.
- 21.2. NSE has given its In-Principle Approval on April 22, 2021.
- 21.3. It shall be the primary responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals, if any (including corporate, statutory or regulatory approvals), prior to tendering in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholder should attach a copy of any such approvals to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in

the Delisting Offer.

- 21.4. To the best of the Acquirer's knowledge, as of the date of this Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer. If any statutory or regulatory approval becomes applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to such statutory or regulatory approvals and receipt thereof.
- 21.5. The Acquirer reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in the paragraph 12 (Conditions to the Delisting Offer) and paragraph 13 (Disclosure Regarding The Minimum Acceptance Condition For Success of the Delisting Offer) of this Public Announcement are not fulfilled, and if any of the requisite statutory approvals are not obtained or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.
- 21.6. In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed schedule, if any, will be notified to the Public Shareholders by way of a corrigendum to this Public Announcement in the same newspapers in which this Public Announcement was published.

22. NOTE ON TAXATION

- 22.1. Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax ("STT") has been paid on the transaction.
- 22.2. Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India for both category of shareholders i.e. resident shareholder as well as non - resident shareholder.
- 22.3. The present delisting offer will be carried out through domestic stock exchange. Therefore, STT will be collected by the stock exchange and deducted from the amount of consideration payable to the shareholder.
- 22.4. Capital Gain arising on shares held for a period of twelve months or less prior to their tendering in the present delisting offer will be treated as short term capital gain in the hands of the shareholder. Income Tax (excluding surcharge and education cess) is payable @ 15% on this short term capital gain (refer 111A of Income Tax Act, 1961).
- 22.5. Capital Gain arising on shares held for more than twelve months prior to their tendering in the present delisting offer will be treated as long term capital gain in the hands of the shareholder. Income Tax (excluding surcharge and education cess) is payable @ 10% on this long term capital gain (refer section 112A and section 55 (2) (ac) of the Income Tax Act, 1961).
- SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE INCOME TAX ASSESSING AUTHORITIES IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. THE PROMOTER NEITHER ACCEPTS NOR HOLDS ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS DELISTING OFFER.**

The above tax rates are subject to applicable rate of surcharge, education cess and secondary and higher education cess. The tax rate and other provisions may undergo changes.

23. CERTIFICATION BY THE BOARD

- 23.1. The Board has certified that:

- (i) There has been no material deviation in utilisation of proceeds of issues of securities made during the five years immediately preceding the date hereof, from the stated object of the issue;
- (ii) All material information which is required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, continuous listing requirements under the listing agreement executed with the Stock Exchanges have been disclosed to the Stock Exchanges;
- (iii) The Company is in compliance with the applicable provisions of securities laws;
- (iv) The Promoter, group companies of the Promoter, and their related entities are in compliance with the provisions of sub-regulation (5) of Regulation 4 of Delisting Regulations, based on the Due Diligence report; and
- (v) The Delisting Offer is in the interest of the shareholders of the Company.

24. COMPANY SECRETARY AND COMPLIANCE OFFICER

The details of the Company Secretary and Compliance Officer of the Company are as follows:

Name: Megha Chandak
Address: 1-8-505/E/D/A, Prakash Nagar Extension Hyderabad TG 500016 India
Telephone No.: +91 74160 95632
Email Id: megha.c.@husys.net

25. GENERAL DISCLAIMER

- 25.1. Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer/, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the reverse book building process through Acquisition Window Facility or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date. This Public Announcement is expected to be available on the website of the Stock Exchange www.nseindia.com. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form from the websites of the Stock Exchanges.

Manager to the Offer	Registrar to the Offer
 Pantomath Capital Advisors Private Limited 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra East – 400 051 Tel: +91 22 61946700 Fax: +91 22 26598690 Website: www.pantomathgroup.com E-mail: kruthika.shetty@pantomathgroup.com Contact Person: Kruthika Shetty SEBI Registration No: INM000012110	 KFin Technologies Private Limited (formerly known as "Karvy Fintech Private Limited") Address: Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India. Fax: +91 40 23431551, Toll free number: 18003094001 Website: www.kfintech.com E-mail: husys.delistingoffer@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna; SEBI Registration No: INR000000221

For and on behalf of Promoter/Acquirer:

Sd/-
Gundlapally Ramalinga Reddy

Place: Hyderabad
 Date: April 22, 2021