

OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI (SAST) REGULATIONS, 2011") AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

## AAYUSH FOOD AND HERBS LIMITED

CIN: L01122DL1984PLC018307

Registered Office: G-321, Chirag Delhi, New Delhi - 110017; Tel No.: 011-46095455;

E-mail: [aayushfoodherbs@gmail.com](mailto:aayushfoodherbs@gmail.com); Website: [www.aayushfoods.com](http://www.aayushfoods.com);

Open Offer for acquisition of 843,700 Equity Shares from the Shareholders of Aayush Food and Herbs Limited ("Target Company") by Mrs. Pallavi Mittal ("Acquirer") along with Mr. Ashish Mittal ("PAC")

This Offer Opening Public Announcement and Corrigendum to Detailed Public Statement is being issued by Corporate Professionals Capital Private Limited, for and on behalf of Mrs. Pallavi Mittal (hereinafter referred to as "Acquirer") along with Mr. Ashish Mittal (hereinafter referred to as "PAC") pursuant to Regulation 18(7) of the SEBI (SAST) Regulations, 2011 in respect of the Takeover Open Offer to acquire equity shares of Aayush Food and Herbs Limited (hereinafter referred to as "AFHL"/ "Target Company"). The Detailed Public Statement with respect to the aforementioned offer was made on March 28, 2016, Monday in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Mahanayak (Marathi) (Mumbai Edition).

- Offer Price: Rs. 15.10/- (Rupees Fifteen and Ten Paise Only) per fully paid up equity share of the Target Company.
- IDC recommends that the Offer Price being in compliance with the applicable regulations can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on August 19, 2016, Friday.
- This is not a competing offer.
- Letter of Offer has been dispatched to all the equity shareholders of AFHL whose names appear in its Register of Members on August 08, 2016, Monday, the Identified Date.
- The LoF along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in); BSE's website, [www.bseindia.com](http://www.bseindia.com); and the website of Manager the Offer, [www.corporateprofessionals.com](http://www.corporateprofessionals.com); and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
  - In the case of Equity Shares held in physical form: Eligible Person(s) may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They have to deliver Physical Share Certificates and other relevant documents along with the TRS to the Registrar to the Offer by Registered Post/Speed Post/Courier/Hand Delivery so as to reach to the Registrar within two (2) days from the Closing of the Offer.
  - In case of Equity Shares held in dematerialized form: Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure along with other details.
- Changes suggested by SEBI in their comments to be incorporated:
  - Revised and Original schedule of Activities

ACTIVITY	ORIGINAL	ACTUAL
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	March 17, 2016, Thursday	March 17, 2016, Thursday
Detailed Public Statement (DPS) Date	March 28, 2016, Monday	March 28, 2016, Monday
Last date for a competing offer	April 22, 2016, Friday	April 22, 2016, Friday
Identified Date*	May 03, 2016, Tuesday	August 08, 2016, Monday
Date by which LoF will be despatched to the shareholders	May 10, 2016, Tuesday	August 16, 2016, Tuesday
Issue Opening PA Date	May 16, 2016, Monday	August 23, 2016, Tuesday
Last date by which Board of TC shall give its recommendations	May 12, 2016, Monday	August 19, 2016, Friday
Date of commencement of tendering period (Offer Opening Date)	May 17, 2016, Tuesday	August 24, 2016, Wednesday
Date of expiry of tendering period (Offer Closing Date)	May 30, 2016, Monday	September 07, 2016, Wednesday
Date by which all requirements including payment of consideration would be completed	June 13, 2016, Monday	September 22, 2016, Thursday

\*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.

- The Offer Price has been revised from Rs. 13.25/- (Rupees Thirteen and Twenty Five Paise Only) to Rs. 15.10/- (Rupees Fifteen and Ten Paise Only), which has been calculated considering the original PA date as July 25, 2014 on which Mr. Ashish Mittal ("PAC") was appointed as Managing Director in the Target Company.
  - As mentioned in Para C of Part V of Detailed Public Statement, considering the revised offer price to Rs. 15.10/- (Rupees Fifteen and Ten Paise Only) and the total offer consideration for 843,700 Equity Shares (26%) is Rs. 12,739,870 (Rupees One Crore Twenty Seven Lacs Thirty Nine Thousand Eight Hundred and Seventy) ("Revised Maximum Consideration") and 25% of the Revised Maximum Consideration is Rs. 3,184,968 (Rupees Thirty One Lacs Eighty Four Thousand Nine Hundred and Sixty Eight), accordingly Acquirer along with PAC has deposited additional funds in Escrow account and now the total funds in Escrow account is Rs. 3,200,000 (Rupees Thirty Two Lacs Only) which is in compliance of Regulation 17 of SEBI (SAST) Regulations, 2011.
- The Open Offer will be implemented 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 and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI. Acquirers have appointed Integrated Master Securities Private Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The detailed procedure for tendering of shares is given in Para 8-Procedure for Acceptance and Settlement of the Letter of Offer.
  - Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LoF.

### MANAGER TO THE OFFER



**Corporate Professionals**

WHERE EXCELLENCE IS LAW

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SEBI Regn. No: INM000011435

On behalf of Acquirers

Sd/- Mrs. Pallavi Mittal Acquirer	Sd/- Mr. Ashish Mittal PAC
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Place: New Delhi

Date: August 23, 2016