

Public Announcement under Regulation 15 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for Acquisition upto 2,60,000 Equity Shares, representing 26% of the expanded paid up capital of M/s Skyweb Infotech Limited (hereinafter referred as “**Target Company**”), a company incorporated and registered under the Companies Act, 1956 and having its registered office at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019; Tel: 011-41522023; and Fax: 011-23354134 from the shareholders of Target Company by Mr. Neetesh Gupta (“**Acquirer**”) along with Mr. Ashok Gupta (“**PAC 1**”) and Mrs. Renu Gupta (“**PAC 2**”) (hereinafter collectively referred as “**PACs**”) pursuant to and in accordance with regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011.

1. Offer details

- **Size:** 2,60,000 Equity Shares constituting 26% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014.
- **Price/ consideration:** Rs. 38.50 for each equity share of the Target Company
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement / Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity /			



			voting capital			
Direct	Preferential Allotment	3,00,000	30%*	1.16	Cash	3(1) and 4 of SEBI (SAST) Regulations, 2011.

*As a percentage of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential issue of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014.

3. Acquirer

Details	Acquirer 1	PAC 1	PAC 2	Total
Name of Acquirer	Mr. Neetesh Gupta	Mr. Ashok Gupta	Mrs. Renu Gupta	NA
Address	C-5/15, Vasant Kunj, New Delhi – 110 070	C-5/15, Vasant Kunj, New Delhi – 110 070	C-5/15, Vasant Kunj, New Delhi – 110 070	NA
Name(s) of persons in control /promoters of acquirers	NA	NA	NA	NA
Name of the Group, if any, to which the Acquirer belongs to	None	None	None	NA
Pre Transaction shareholding <ul style="list-style-type: none"> • Number • % of total share capital 	NIL	52,800 Equity Shares (7.54%)	1,08,000 Equity Shares (15.43%)	1,60,800 Equity Shares (22.97%)
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	3,00,000 Equity Shares	52,800 Equity Shares	1,08,000 Equity Shares	4,60,800 Equity Shares



	constituting 30% of the expanded paid up capital of the Target Company	constituting 5.28% of the expanded paid up capital of the Target Company	constituting 10.8% of the expanded paid up capital of the Target Company	constituting 46.08% of the expanded paid up capital of the Target Company
Any other interest in the TC	NIL			

4. Details of selling shareholders:

Name	Part of Promoter/promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Selling Shareholders		N.A.			

5. Target Company

- **Name:** Skyweb Infotech Limited having its registered office at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019
- **CIN:** L72200DL1985PLC019763
- **Exchange where listed:** Delhi Stock Exchange Limited

6. Other details

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer and PACs, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation. Since the registered office of the Target Company is situated



in the National Capital Territory of Delhi and Hindi being the regional language of the state, publication in a regional language daily is not required. The Detailed Public Statement shall be published on or before November 18, 2014

- The Acquirer and PACs undertake that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer and PACs have adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

Issued by

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28. South Extn. Part 1, New Delhi - 110049

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SEBI Regn. No: INM000011435

On behalf of

Sd/-

(Neetesh Gupta)

Sd/-

(Ashok Gupta)

Sd/-

(Renu Gupta)

Place: New Delhi

Date: November 11, 2014

