

PUBLIC ANNOUNCEMENT PURSUANT TO REGULATION 3(2) READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED) (SEBI (SAST) REGULATIONS).

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF FRONTIER INFORMATICS LIMITED

Open Offer for acquisition of up to 2,46,88,352 (Two crore forty six lacs eighty eight thousand three hundred fifty two) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each of Frontier Informatics Limited (Target Company), representing upto 26% (Twenty six per cent) of the total Emerging Voting Share Capital (as defined below), to the Public Shareholders (as defined below) of the Target Company by Ramarao Atchuta Mullapudi (Acquirer) together with Harika Vardhani Mullapudi, as Person Acting in Concert with the Acquirer (PAC) (Offer/Open Offer).

This Public Announcement (PA or Public Announcement) is being issued by Saffron Capital Advisors Private Limited, the manager to the Open Offer (Manager), for and on behalf of the Acquirer and the PAC, to the Public Shareholders pursuant to and in compliance with Regulation 3(2), read with Regulations 13, 14 and 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, Shares means fully paid-up equity shares of face value of INR 1 (Indian Rupee One) of the Target Company, and Public Shareholders means all the equity shareholders of the Target Company excluding the shareholders forming a part of the promoter/promoter group¹ (including Acquirer and PAC) of the Target Company.

1) OFFER DETAILS

Emerging Voting Share Capital	9,49,55,198 fully paid-up Shares of face value of INR 1 (Indian Rupee One) each of the Target Company
Offer Size	Up to 2,46,88,352 (Two crore forty six lacs eighty eight thousand three hundred fifty two) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each of the Target Company (Offer Shares), constituting upto 26% (Twenty six per cent) of the Emerging Voting Share Capital of the Target Company, subject to the terms and conditions in this PA, the Detailed Public Statement (DPS) and the Letter Of Offer (LOF) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Open Offer is made at a price of INR 3.50 (Indian Rupees Three and Paise Fifty only) per Offer Share, determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations (Offer Price). Assuming full acceptance, the total consideration payable by the Acquirer and/or PAC under the Open Offer at the Offer Price will be INR 8,64,09,232 (Indian Rupees Eight crore sixty four lacs nine thousand two hundred thirty two only).
Mode of Payment	The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
Type of Offer	The Open Offer is a mandatory offer pursuant to Regulations 3(2) of the SEBI (SAST) Regulations.

¹ Mr. Velchala Premchand Krishna Rao and Ms. V Radhabai forming part of the current Promoter and Promoter Group of the Target Company holding 7,61,275 Shares representing 1.49% of the current Paid up Share Capital of the Target Company have vide their letter dated August 13, 2019 expressed their intention to be denotified as a shareholder in the "Public Category" subject to compliance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended, and receipt of shareholders and regulatory approvals as may be applicable.

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 (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis Emerging Voting Share Capital.			
Direct	<p>The Board of the Target Company has in-principally decided to acquire 33.94% stake in Xenosoft Technologies (India) Private Limited (XTPL) at a value of INR 15,40,00,000 (Rupees Fifteen crores forty lacs only), against issue of Equity Shares of the Target Company on a preferential basis to the shareholders of XTPL in proportion to their shareholding in XTPL.</p> <p>In view of the above, the Board of the Target Company at their meeting held on September 05, 2019 approved the issue of 4,40,00,000 Equity Shares to the Acquirer, PAC and other shareholders of XTPL on preferential basis under Section 62 and other applicable provisions of the Companies Act, 2013, as amended and in terms of SEBI (ICDR) Regulations 2018, as amended, subject to shareholders and statutory / regulatory approvals (“Preferential Allotment”)</p> <p>The Acquirer, being a majority shareholder in XTPL, along-with his daughter, who is also a shareholder in XTPL, have therefore triggered Regulation 3(2) of the SEBI (SAST) Regulations.</p>	3,40,93,694 by the Acquirer	35.91% by the Acquirer	INR 12,95,65,225 represented by issuance of 3,70,18,636 Equity Shares of the Target Company at a price of INR 3.50 per Equity Share	Issue of Equity Shares of the Target Company on Preferential basis	3(2) of the SEBI (SAST) Regulations
		29,24,942 by the PAC	3.08% by the PAC			
	Total	3,70,18,636	38.99%	12,95,65,225		

3) DETAILS OF THE ACQUIRER / PAC

Details	Acquirer	PAC
Name of the Acquirer / PAC	Ramarao Atchuta Mullapudi	Harika Vardhani Mullapudi
Address of the Acquirer / PAC	4588, Kentucky DR, Plano, Texas 75024 United States of America	4588, Kentucky DR, Plano, Texas 75024 United States of America
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Not Applicable	Not Applicable

Name of the Group, if any, to which the Acquirer/PAC belongs to	Acquirer is the promoter of the Target Company	PAC is the daughter of the Acquirer
Pre Transaction shareholding • Number • % of total existing share capital	2,55,00,125 50.04%	Nil Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of Emerging Voting Share Capital	5,95,93,819 62.76%	29,24,942 3.08%
Any other interest in the Target Company	Acquirer is one of the Promoters of the Target Company. Acquirer is the Chairman (Non-Independent) on the Board of the Target Company. Acquirer is also interested in the Target Company to the extent of his existing shareholding and the proposed preferential allotment as stated above.	PAC is the daughter of the Acquirer. As on date, the PAC does not hold any Shares in the Target Company. PAC will also be interested in the proposed preferential allotment as stated above.

4) DETAILS OF THE SELLING SHAREHOLDERS, IF APPLICABLE

Name	Part of Promoter / Promoter Group	Details of shares /voting rights held by the selling shareholders			
		Pre transaction		Post transaction	
		No of shares	%	No of shares	%
Not Applicable					

5) TARGET COMPANY

Name	Frontier Informatics Limited
Corporate Identification Number	L72200TG1986PLC006644
Registered Office	Plot Nos. 31 (part) & 32, 3 rd Floor, Tower-A, Ramky Selenium Financial District Nanakramguda, Hyderabad – 500 032, Telangana, India
Exchanges where listed	Equity Shares of the Target Company are listed on BSE Limited with scrip code: 531225 and scrip id: FRONTIER

6) OTHER DETAILS REGARDING THE OPEN OFFER

- (a) A DPS in accordance with Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations shall be published on or before Friday, September 13, 2019 (i.e., not later than 5 working days from this PA) in all editions of an English national daily with wide circulation, all editions of a Hindi national daily with wide circulation, a Telugu language daily with wide circulation at Hyderabad, Telangana (where the registered office of the Target Company is situated) and a Marathi language daily with wide circulation at Mumbai in accordance with Regulation 14(3) of the SEBI (SAST) Regulations.
- (b) The Acquirer and PAC accept full responsibility for the information contained in this PA. The Acquirer and PAC have given an undertaking that they are aware of, and will comply with, their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Open Offer.

- (c) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations. The Open Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (d) This Open Offer is subject to the terms and conditions mentioned in this PA, the DPS and the LOF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- (e) Completion of the Open Offer and the underlying transaction, as envisaged under the Preferential Allotment, is subject to receipt of statutory/regulatory approvals required, if any.

Issued by the Manager to the Open Offer:



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Contact Person: Varsha Gandhi

SEBI Registration Number: INM000011211

SEBI Registration Validity: Permanent

On behalf of the Acquirer and PAC

Ramarao Atchuta Mullapudi

Harika Vardhani Mullapudi

(Through their duly constituted Power of Attorney holder, VSRR Prasad, holding specific Power of Attorney dated August 21, 2019)

Place: Hyderabad, Telangana, India

Dated: September 05, 2019