

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(2) READ WITH REGULATION 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

CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

(CIN: L72300MH1998PLC114790)

Open Offer (“Offer”) for the acquisition of upto 28,92,559 (Twenty Eight Lac Ninety Two Thousand Five Hundred Fifty Nine Only) fully paid-up equity shares of face value of ₹10 each (“Equity Shares”), representing 26% of Fully Diluted Voting Share Capital of Ceinsys Tech Limited (“Target Company”) as of the tenth working day from the closure of the tendering period, from the eligible shareholders of the Target Company for cash at a price of ₹110/- (Rupees One Hundred and Ten Only), by Mr. Sagar Meghe (“Acquirer 1”), Mr. Sameer Meghe (“Acquirer 2”), Mrs. Devika Meghe (“Acquirer 3”) and Mrs. Vrinda Meghe (“Acquirer 4”), collectively referred to as the “Acquirers”.

This Public Announcement (“PA”) is being issued by Galactico Corporate Services Limited (the “Manager to the Offer”) for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to and in compliance with, among others, Regulations 3(2) read with regulation 15(1) of the SEBI (SAST) Regulations as amended.

Definitions:

For the purpose of this PA, the following terms would have the meanings assigned to them below:

- a) “Public Shareholders” shall mean all the public equity shareholders of the Target Company excluding (i) the Acquirers & the PACs and (ii) the persons deemed to be acting in concert with the Acquirers and the PACs.
- b) “Fully Diluted Voting Share Capital” shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the tendering period of the Offer and includes 34,785 convertible employee stock options.

1. Offer Details:

- 1.1 **Offer Size:** The Acquirers hereby make this Offer to acquire upto 28,92,559 fully paid-up Equity Shares of face value of ₹10 (Rupees Ten Only) each of the Target Company, representing 26% of the Fully Diluted Voting Share Capital of the Target Company, as of the 10th working day from the closure of the Tendering Period of the Offer, subject to the terms and conditions mentioned in this PA, in the Detailed Public Statement (“DPS”) and the Letter of Offer (“LOF”) that will be issued in accordance with the SEBI (SAST) Regulations.
- 1.2 **Offer Price/Consideration:** ₹110/- (Rupees One Hundred and Ten only) per Equity Share (“Offer Price”), which is calculated in accordance with Regulation 8(2)(e) of the SEBI (SAST) Regulations. Assuming full acceptance under the Offer, the total consideration payable by the Acquirers will be ₹31,81,81,490 (Rupees Thirty One Crore Eighty One Lac Eighty One Thousand Four Hundred and Ninety Only).
- 1.3 **Mode of payment:** The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(2) of the SEBI (SAST) Regulations.

As on the date of this Public Announcement, the Acquirers hold 26,99,093 Equity Shares representing 24.34% of paid-up equity share capital of the Target Company. Shri Dattatraya Raghobaji Meghe, Raghav Infradevelopers and Builders Private Limited (“RIBPL”) & SMG Hospitals Private Limited (“SHPL”), collectively hold 33.43%, of paid-up equity share capital of the Target Company. By virtue of the definition of Persons Acting in Concert (“PAC”) as per Regulation 2(1)(q) of the SEBI (SAST) Regulations, Shri Dattatraya Raghobaji Meghe, RIBPL & SHPL are deemed PACs. Shri Dattatraya Raghobaji Meghe, RIBPL & SHPL vide letter dated January 14, 2019 have confirmed that they don’t intend to participate in this Offer directly or indirectly.

On January 21, 2019, the Acquirers propose to place a purchase order with their broker, to acquire upto 3,60,000 (Three Lac Sixty Thousand only) fully paid-up Equity Shares representing upto 3.25% of fully paid-up equity share capital of the Target Company, at a price not exceeding ₹110/- (Rupees One Hundred and Ten Only) per Equity Share of the Target Company (“Purchase Order”).

Pursuant to the above mentioned Purchase Order for the acquisition of the Equity Shares of the Target Company, the shareholding of the Acquirers may increase by more than 5% of the fully paid-up equity share capital of the Target Company in one financial year. Accordingly, this mandatory Offer is being made by the Acquirers, in compliance with regulation 3(2) of the SEBI (SAST) Regulations.

2. Transaction which has triggered the Open Offer obligations:

Details of the Offer						
Type of Transaction (direct / indirect)	Mode of Transaction (Agreement /Allotment/ market purchase)	Shares / Voting rights acquired / proposed to be acquired		Proposed Total Consideration for shares / Voting Rights Acquired (₹)	Mode of payment (Cash/ securities)	Regulation which has triggered the Open Offer
		Number	% vis a vis total equity/ voting capital			
Direct	Market Purchase	3,60,000	3.25%	₹3,96,00,000	Cash	Regulation 3(2) of the SEBI (SAST) Regulations.

3. Acquirers/PAC

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of Acquirer(s) /PAC(s)	Mr. Sagar Dattatraya Meghe	Mr. Sameer Dattatraya Meghe	Mrs. Devika Sagar Meghe	Mrs. Vrinda Sameer Meghe	-
Address	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	-
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are	Not Applicable	Not Applicable	Not Applicable	Not Applicable	-

companies					
Name of the Group, if any, to which the Acquirer(s)/ PAC belongs to	Meghe Group	Meghe Group	Meghe Group	Meghe Group	-
Pre Transaction shareholding:					
• Number	9,13,554*	9,19,289*	4,33,950*	4,32,300*	26,99,093**
• % of total paid-up and voting equity share capital	8.24%	8.29%	3.91%	3.90%	24.34%**
Proposed shareholding after the acquisition of shares which triggered the Open Offer	12,73,554* equity shares	9,19,289* equity shares	4,33,950* equity shares	4,32,300* equity shares	30,59,093 equity shares
	11.49%	8.29%	3.91%	3.90%	27.59%
Any other interest in the TC	Acquirer 1 is part of Promoter/ Promoter Group of the Target Company and also Chairman & Managing Director in the Target Company	Acquirer 2 is part of Promoter/ Promoter Group of Target Company	Acquirer 3 is part of Promoter/ Promoter Group of Target Company	Acquirer 4 is part of Promoter/Promoter Group of the Target Company	-

*Joint Shareholding with another person shown as a Part of that shareholder's holding, whose name appears first i.e. first holder.

** As on the date of PA before placing order in open market which has triggered the obligation of open offer.

There are no person acting in concert with the Acquirers and Acquirers are person acting in concert with each other for this Open Offer.

4. Details of selling shareholders, if applicable: Not Applicable

5. Target Company

Name: Ceinsys Tech Limited

CIN: L72300MH1998PLC114790

Registered Office: 10/5, I. T. Park, Nagpur-440022, Maharashtra, India.

Exchanges where listed: BSE Limited; Scrip Code: 538734; Scrip ID: CEINSYSTECH

ISIN Code: INE016Q01014.

6. Other Details

6.1 All the details of the Open Offer will be published in newspapers in terms of regulations 14(3) of the SEBI (SAST) Regulations vide a Detailed Public Statement before January 23, 2019.

- 6.2 The Acquirers accept full responsibility for the information contained in this PA and also undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the Offer obligations.
- 6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4 The Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LOF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Issued by the Manager to the Offer:



Galactico Corporate Services Limited,

(CIN: U74110MH2015PLC265578)

Address: 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank Limited,
Canada Corner, Nashik - 422005.

Telephone: +91- 253-2319714; **E-mail:** info@galacticocorp.com

Website: www.galacticocorp.com; **SEBI Registration No:** INM000012519

Contact Person: Vipul Lathi/Harshika Thakkar

For and on behalf of the Acquirers:

Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4
Sd/- Sagar Meghe	Sd/- Sameer Meghe	Sd/- Devika Meghe	Sd/- Vrinda Meghe

Place: Nagpur

Date: January 16, 2019