

AFCO Capital India Pvt. Ltd.

604-605, Cosmos Plaza, J. P. Road, Near D. N. Nagar Metro Station,
Andheri (West), Mumbai - 400 053

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CIN : U74110MH2012PTC234042



March 27, 2025

To,
Department of Corporate Services,
Securities Exchange Board of India,
SEBI Bhavan, BKC, Plot No.C4-A,
G-Block, Bandra -Kurla Complex,
Bandra (East), Mumbai -400051, MH

Sub: Public announcement ('PA') in relation to an Open Offer to the Public Shareholders (as defined in the Public Announcement) of M/s Vilin Bio Med Limited ('Target Company') in terms of Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ['SEBI (SAST) Regulations']

Dear Sir/ Madam,

With regard to the captioned subject, this Open Offer has been triggered due to the Share Purchase Agreement ('SPA') dated March 27, 2025 entered between the Acquirers and Sellers for acquisition of 84,57,200 equity shares (representing 60.63% of Voting share capital) of the target company as per the terms and conditions set out in the SPA. Accordingly, in compliance with Regulations 13(1), 14(1), and 14(2) of the SEBI (SAST) Regulations, the Public Announcement for the Open Offer was published on March 27, 2025. Please find enclosed a copy of the Public Announcement for your reference.

We, AFCO Capital India Private Limited, have been appointed as 'Manager to the Open Offer' by the Acquirers, pursuant to and in accordance with Regulation 12(1) of the of the SEBI (SAST) Regulations and subsequent amendments thereto.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed Public Announcement.

Thanking you,

Yours Sincerely,

For AFCO CAPITAL INDIA PRIVATE LIMITED


ATUL OZA
MANAGING DIRECTOR
SEBI Registration No. INM000012555



Date: March 27, 2025

Place: Mumbai

Encl.: As above

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) AND OTHER APPLICABLE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST) REGULATIONS”)

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

VILIN BIO MED LIMITED

CIN: L24230TG2005PLC046689

Registered Office: Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, Banjara Hills, Khairatabad, Hyderabad, Telangana, 500034

Tel. No: 040- 79618843; *Email Id:* cs@vilinbiomed.co.in

Website: www.vilinbiomed.co.in

Open Offer for acquisition of up to 36,27,000 (Thirty Six Lakhs Twenty Seven Thousand only) fully paid-up equity shares of face value of ₹10/- each (“Equity Shares”) representing the 26% of the Voting Share Capital (as defined below) of Vilin Bio Med Limited (“Target Company”) from the Public Shareholders (as defined below) of Target Company by Allu Rama Krishna Reddy (“Acquirer-1”), Venna Pravallika (“Acquirer-2”), Julakanti Naga Avinash Reddy (“Acquirer-3”), Maddula Jwala Veeravenkata Panduranga Praneeth (“Acquirer-4”), Adi Mohan Rao (“Acquirer-5”), Shankar Reddy Katireddy (“Acquirer-6”), Kundoor Karunakar Reddy (“Acquirer-7”) and Shaik Sharaz (“Acquirer-8”) (hereinafter collectively referred to as ‘Acquirers’) pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations (hereinafter altogether referred to as the “Open Offer” or “Offer”).

This Public Announcement (“PA”) is being issued by AFCO Capital India Private Limited (“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, Regulation 3(1) and 4 read with Regulation 13, 14 and 15(1) and other applicable regulations of the SEBI (SAST) Regulations and subsequent amendments thereof.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them as below:

“Equity Shares” or “Shares” shall mean the fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each of the Target Company.

“Public Shareholders” shall mean all the equity shareholders of the Target Company excluding: (i) the promoters and members of the promoter group of the Target Company; (ii) the Acquirers, the PACs, if any and any persons deemed to be acting in concert with the foregoing; and (iii) the parties to the Share Purchase Agreement (as defined below) and any persons deemed to be acting in concert with the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations.

“Selling Shareholders” means the individuals listed under Paragraph 4.1 of this PA, who are identified and disclosed as members of the promoter and promoter group of the Target

Company, according to the shareholding pattern of the Target Company provided by the Acquirers as per the Beneficiary Positions Report ('Benpose') dated 14/03/2025. Each of the selling shareholders is a party to the Share Purchase Agreement (as defined below).

"SCRR" means the Securities Contract (Regulations) Rules, 1957, as amended;

"Agreement" or "SPA" means the Share Purchase Agreement dated March 27, 2025 executed between the Acquirers and the Selling Shareholders, pursuant to which the Acquirers have agreed to acquire 84,57,200 (Eighty Four Lakhs Fifty Seven Thousand Two Hundred) fully paid up Equity Shares of the Target Company constituting 60.63% of Voting Share Capital of the Target Company at a price of ₹ 20.30 (Rupees Twenty and paise Thirty only) per Equity Share aggregating to Rs. 17,16,81,160 (Rupees Seventeen Crores Sixteen Lakhs Eighty One Thousands One Hundred & Sixty only) ("**SPA Consideration**");

"Identified Date" shall mean the date falling on the 10th working day prior to the commencement of the Tendering Period (as defined below), for the purpose of determining the Public Shareholders to whom the Letter of Offer in relation to this Offer (the "Letter of Offer" or "LoF") shall be sent.

"Open Offer/ Offer" shall mean the open offer made by the Acquirers to the public shareholders of the Target Company for the acquisition of 26% of the Total Equity Share Capital in accordance with the SEBI (SAST) Regulations.

"Tendering Period" means the period of 10 (Ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer as defined under the SEBI (SAST) Regulations;

"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 Open Offer.

"Working Day" shall mean any working day of the Securities and Exchange Board of India ("SEBI").

1. OFFER DETAILS:

- 1.1. **Offer Size:** The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 36,27,000 (Thirty Six Lakhs Twenty Seven Thousands only) Equity Shares ("Offer Shares") representing the 26% Total Voting Share Capital of the Target Company to the Public Shareholders at a price of ₹20.30 (Rupees Twenty and paisa Thirty only) per Offer Shares aggregating to a total consideration of ₹ 7,36,28,100 (Rupees Seven Crores Thirty Six Lakhs Twenty Eight Thousand One Hundred only) ("Offer Size") (assuming full acceptance) subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement ("DPS") and the Letter of Offer ("LOF") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- 1.2. **Offer Price/ Consideration:** The Open Offer is made at a price of ₹20.30 (Rupees Twenty and paisa Thirty only) per Offer Share ("Offer Price"). The Equity Shares of the Target Company are frequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. However, the Company's shares are currently under the Additional Surveillance Indicator (ASI), with the status of "SME scrip is not regularly traded," as indicated on the NSE website due to irregular trading activity. The Offer Price has been determined in accordance with the provisions of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance under this Open Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations, 2011 will be ₹ 7,36,28,100 (Rupees Seven Crores Thirty Six Lakhs Twenty Eight Thousand One Hundred only) ("Offer Size").
- 1.3. **Mode of payment (cash/ security):** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** The underlying transaction will be resulting the Acquirers acquiring more than 25.00% of the voting share capital of the Target Company. As a result, this Offer constitutes a mandatory open offer, triggered in accordance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement for the acquisition of a substantial number of equity shares, voting share capital, and control of the Target Company. This Offer is not contingent upon the attainment of any minimum level of acceptance.

2. Transaction which has triggered the Open Offer obligations ("Underlying Transaction")

- 2.1. The Acquirer has entered into a Share Purchase Agreement dated March 27, 2025 with the Selling Shareholders, pursuant to which the Acquirers have agreed to purchase 84,57,200 (Eighty Four Lakhs Fifty Seven Thousand Two Hundred) Equity Shares of the Target Company representing 60.63% of the Voting Share Capital from the Selling Shareholders at a price of ₹20.30 (Rupees Twenty and paisa Thirty only) per Sale Share, subject to and in accordance with the terms and conditions set out in the SPA.
- 2.2. Since the Acquirers have entered into the SPA to acquire shares / voting rights in excess of 25% (twenty five percent) of the Voting Share Capital along with change in control, this Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations. The proposed sale and purchase of Equity Shares by the Sellers and the Acquirers, respectively, under the Share Purchase Agreement (as explained in paragraphs above) is referred to as the "Underlying Transaction".
- 2.3. Pursuant to the consummation of the Underlying Transaction contemplated in the SPA and post completion of the Open Offer in compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"). Furthermore, six out of the seven Selling Shareholders shall cease to hold any Equity Shares in the Target Company, while one Selling Shareholder shall retain a nominal shareholding and intend to be reclassified as public shareholders in

accordance with the Regulations contained in the SEBI (LODR) Regulations, 2015. The Sellers forming part of Promoters and Promoter Group, shall cease to be classified as the 'Promoters and Promoter Group' of the Company in compliance with the SEBI (SAST) Regulations and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Upon the consummation of the SPA, Acquirers will acquire control over the Target Company and will be classified as a Promoters of the Target Company.

2.4. A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Equity Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (In ₹)	Mode of payment (Cash / Securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital*			
Direct Acquisition	Share Purchase Agreement dated March 27, 2025	84,57,200	60.63%	₹17,16,81,160	Cash	Regulations 3 (1) and 4 of SEBI (SAST) Regulations

*Calculated as a percentage of the Voting Share Capital

3. Details of Acquirers:

Name of Acquirers	Address	Name(s) of persons in control/ promoters of Acquirer control/ where Acquirer is companies	Name of the Group, if any, to which the Acquirer/ belongs to	Pre Transaction shareholding • Number • % of total existing share capital	Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of total voting share capital	Any other interest in the Target Company
Allu Rama Krishna Reddy ("Acquirer-1")	Flat no 901 Phoenix A-Block Hitex Road, Meenakshi Sky Lounge, Kondapur, Hyderabad TG 500084	Not Applicable		Nil	<ul style="list-style-type: none"> • 11,12,830 • 7.98 	As of this Public Announce-

Venna Pravalika ("Acquirer-2")	Flat 405, Narayanadri Block, 7 Hills Apartment, Hydernagar, Nizampet, K.V. Rangareddy, TG-500090	The Acquirers do not belong to any Group	Nil	<ul style="list-style-type: none"> • 13,35,400 • 9.57 	ment, except for the Share Purchase Agreement and Acquirer's-8 existing shareholding, the Acquirers have no other interest or relationship with the Target Company
Julakanti Naga Avinash Reddy ("Acquirer-3")	Plot No.118 & 119, D.No. 202, Navyas Aditya Enclave, Sapthagiri Colony, Near Bhashyam Public School, Vivekananda Nagar, Kukatpally, Medchal malkajgiri, TG 500072		Nil	<ul style="list-style-type: none"> • 8,90,260 • 6.38 	
Maddula Jwala Veeravenkata Panduranga Praneeth ("Acquirer-4")	H. No. 6, Satyam Status Enclave, Swarna Dhama Nagar, Old Bownepally, Secunderabad, Tirumalagiri, Hyderabad- TG 500011		Nil	<ul style="list-style-type: none"> • 4,45,130 • 3.19 	
Adi Mohan Rao ("Acquirer-5")	12-2-17/A, Ashok Nagar Colony, Bhadrachalam, Khammam, Andhra Pradesh, 507111		Nil	<ul style="list-style-type: none"> • 4,45,130 • 3.19 	
Shankar Reddy Katireddy ("Acquirer-6")	8-2-269/S/ 83/A/A/1, Sagar Society Road No 2, Banjara Hills, Khairatabad, Hyderabad, TG 500034		Nil	<ul style="list-style-type: none"> • 17,80,520 • 12.76 	
Kundoor Karunakar Reddy ("Acquirer-7")	2-2-316, Kishanpura, Lakshminarasimha Hospital, Hanmakonda, Waranagal TG 506001		Nil	<ul style="list-style-type: none"> • 6,67,700 • 4.79 	
Shaik Sharaz ("Acquirer-8")	19-1-164, I T D A Comlex Road, Palwancha, Paloncha, Khammam, Andhra Pradesh, 507115			<ul style="list-style-type: none"> • 17,80,230 • 12.76 	

Note: No person is acting in concert with the Acquirers for the purposes of this Open Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

4. DETAILS OF SELLING SHAREHOLDER:

4.1. The details of selling shareholders as per the share purchase agreement are as follows:

S. No.	Name of Selling Shareholders	Part of Promoter Group (Yes/ no)	Details of Shares/ Voting Rights held by the Selling Shareholders			
			Pre Transection		Post Transection	
			Number	% of Voting Share Capital	Number	% of Voting Share Capital
1.	Sadhanala Venkat Rao	Yes	45,73,705	32.79	Nil	Nil
2.	Sadhanala Viswa Prasad		18,48,140	13.25	Nil	Nil
3.	Deviredy Srinivasa Reddy		19,68,795	14.11	4,45,424	3.19
4.	Sama Ramesh Reddy		4,63,234	3.32	Nil	Nil
5.	Anuj Bajpai		15,000	0.11	Nil	Nil
6.	Sama Ruchit Reddy		12,500	0.09	Nil	Nil
7.	Tanmayee Reddy Sama		21,250	0.15	Nil	Nil

4.2. The Selling Promoter Shareholder has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

4.3. If, as a result of the acquisition of Equity Shares pursuant to the Share Purchase Agreement and the Open Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirers will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.

5. Target Company:

Name of the Company	VILIN BIO MED LIMITED
Corporate Identification Number (CIN)	L24230TG2005PLC046689
Registered Office, Tel. No, Email id, Website	Plot No. 43, H. No. 8-2-269/S/43, 2nd floor Sagar Co-op Housing Society Ltd, Road No. 2, Banjara Hills, Khairatabad, Hyderabad, Telangana, India, 500034, Tel. No:040-79618843; Email Id: cs@vilinbiomed.co.in, Website: www.vilinbiomed.co.in
Exchange where Listed:	National Stock Exchange
NSE Limited Symbol	VILINBIO
International Securities Identification Number (ISIN)	INE0L4V01013

6. OTHER DETAILS REGARDING THE OPEN OFFER:

- 6.1. This PA is made in compliance with Regulation 13 (1) and (2) of the SEBI (SAST) Regulations, 2011;
- 6.2. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Friday, April 04, 2025. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- 6.3. This Open Offer is also subject to the other terms and conditions mentioned in this PA, and as will be set out in the DPS, the DLOF and the letter of offer, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 6.4. The Acquirers are jointly and severally responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. The Acquirers accept full responsibility for the information contained in this Public Announcement.
- 6.5. The Acquirer have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- 6.6. 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 competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.7. The Acquirers do not have an intention to delist the Target Company pursuant to this Offer.
- 6.8. This Public Announcement is expected to be available on the websites of SEBI (www.sebi.gov.in) and NSE (www.nseindia.com).
- 6.9. The information pertaining to Target Company contained in this Public Announcement has been compiled from the information published or publicly available sources or provided by the Target Company. All the information pertaining to the Selling Shareholders contained in this Public Announcement has been obtained from the SPA. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Open Offer.
- 6.10. In this PA, all references to ₹ or Rs. are references to the Indian Rupees.
- 6.11. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.

Issued by Manager to the Offer



AFCO Capital India Private Limited

Corporate office: 604 / 605, Cosmos Plaza,
J. P. Road, Next To D. N. Nagar Metro Station,
Andheri (West), Mumbai, Maharashtra 400053.

Tel No.: 022 - 2637 8100

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SEBI Registration No. MB/INM000012555

CIN: U74110MH2012PTC234042

Contact Person: Mr. Atul Balmukund Oza

FOR AND ON BEHALF OF ALL ACQUIRERS

Sd/-

Allu Rama			Maddula Jwala				
Krishna	Venna	Avinash	Veeravenkata	Adi Mohan	Shankar	Kundoor	Shaik
Reddy	Pravallika	Reddy	Panduranga	Rao	Reddy	Karunakar	Sharaz
(Acquirer-1)	(Acquirer-2)	(Acquirer-3)	(Acquirer-4)	(Acquirer-5)	(Acquirer-6)	(Acquirer-7)	(Acquirer-8)
			Praneeth		Katireddy	Reddy	

Place: Mumbai

Date: March 27, 2025