

#### Tuesday, November 05, 2024

To.

BSE Limited,

PJ. Towers, Dalal Street, Mumbai - 400001, Maharashtra, India.

Subject : Submission of Detailed Public Statement to the Public Shareholders of the Rishab Special Yarns Limited.

 $: Open \ Offer \ for \ Acquisition \ of \ up \ to \ 9,25,782 \ Offer \ Shares \ Representing \ 26.00\% \ of \ the \ Voting \ Capital \ of \ Rishab$ Reference Special Yarns Limited, the Target Company, from its Public Shareholders at an Offer Price of ₹11.00/-

Dear Sir/ Madam.

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by Mr. Vatsal Agarwaal (Acquirer 1), M/S Nextera Global Private Limited (Acquirer 2), (collectively referred to as 'Acquirers') Along with the Person Acting in Concert, Ms. Manavika Agarwal (PAC). The Acquirers along with PAC have announced an Open Offer in compliance with the provisions of Regulations 3(1), 4, and 5(1) and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 9,25,782 Offer Shares representing 26.00% of the Voting Share Capital of Rishab Special Yarns Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹11/- has been Offer has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,01,83,200,00/- that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4, and 5(1) of the SEBI (SAST) Regulations, pursuant to the following transactions [Hereinafter collectively referred to as "Underlying Transactions"]:

Particulars	Underlying Transactions				
	Indirect Acquisition	Direct Acquisition			
	On Friday, March 24, 2023, M/s Vimla Nextera	Acquirer 1 and the Selling Promoter			
	JVC Coke Limited (formerly known as M/s	Shareholders executed a Share Purchase			
	Vimla Metcoke Limited) (Selling Promoter	Agreement dated Thursday, October 17, 2024,			
Mode of Transaction	Shareholder 2) allotted 25,00,000 equity shares	in pursuance of which Acquirer 1 acquired			
(Agreement/ Allotment/	of face value of ₹10.00/- each, constituting	15,74,970 Sale Shares representing 44.23% of			
Market purchase)	50.10% of its total equity shares allotted and	the Voting Share Capital of the Target			
	50.00% of its post-issue paid-up equity share	Company at a negotiated price of ₹10.00/- per			
	capital to M/s Nextera Global Private Limited	Sale Share, aggregating to a maximum			
	(Corporate Acquirer), represented by its	consideration of ₹1,57,49,700.00/-, paid			
	promoters Mr. Vatsal Agarwaal (Acquirer 1) and	subject to the terms and conditions specified in			
	Ms. Manavika Agarwal.	the said Share Purchase Agreement.			

In this regard, and in compliance with the provisions of of Regulations 13(4), 14(3), and 15(2) of the SEBI (SAST) Regulations, the Detailed Public Statement ('Detailed Public Statement') for the aforesaid Offer has been published today, i.e., Tuesday, November 05, 2024 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), and Jagruk Times (Hindi daily) (Jaipur Edition) ('Newspapers') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal. We kindly request you to upload the Detailed Public Statement on your website at the earliest.

We trust that the above is in order and remain at your disposal should you require any further information.

Thank you for your attention to this matter.

Yours faithfully

or Swaraj Shares and Securities Private Limited

(Director) Encl.: As above

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DETAILED PUBLIC STATEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 13(4), 14(3), AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

# RISHAB SPECIAL YARNS LIMITED

Corporate Identification Number: L17114RJ1987PLC004067;

Registered Office: 2070, Rasta Bara Gangore, Jaipur - 302003, Rajasthan, India; Contact Number: +91-86575-30413/ +91-141-2575213; Fax Number: +91-22-2575213; Email Address: compliance.rsyl@gmail.com; Website: www.rishabspecial.in;

OPEN OFFER FOR ACQUISITION OF UP TO 9.25,782 OFFER SHARES, REPRESENTING 26,00% OF THE VOTING CAPITAL OF RISHAB SPECIAL YARNS LIMITED. THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹11.00/- PER OFFER SHARE (INCLUDING INTEREST AT 10.00% PER ANNUM FROM THE FINANCIAL YEAR 2022-2023 PURSUANT TO AN OPEN OFFER TRIGGERED DUE TO THE INDIRECT ACQUISITION OF CONTROL OVER THE TARGET COMPANY UNDER UNDERLYING TRANSACTION 2), PAYABLE IN CASH, BY MR. VATSAL AGARWAAL (ACQUIRER 1), M/S NEXTERA GLOBAL PRIVATE LIMITED (ACQUIRER 2), ALONG WITH THE PERSON ACTING IN CONCERT, MS. MANAVIKA RISHIRAJ AGARWAL (PAC), PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 (1), 4, AND 5 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO.

This Detailed Public Statement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer, for and on behalf of Acquirers and the PAC in compliance with the provisions of Regulations 3 (1), 4, and 5 (1) read with Regulations 13 (4), 14 (3), and 15 (2) of the SEBI (SAST) Regulations, pursuant to the Public Announcement data Tuesday, October 29, 2024, which was filed with Securities and Exchange Board of India, BSE Limited, and the Target Company at its registered office, in terms of Regulations 3 (1), 4, and 5 (1) and other applicable Regulations of the SEBI (SAST) Regulations. The Public Announcement was electronically sent to SEBI, the BSE, and to the Target Company and a copy of the said Public Announcement was delivered to SEBI, and Target Company on Tuesday, October 29, 2024, in terms of Regulations 14 (1) and 14 (2) of the SEBI (SAST) Regulations.

#### DEFINITIONS AND ABREVIATIONS For the purpose of this Detailed Public Statement, the following terms have the meaning assigned to them herein

- "Acquirer 1' or 'Individual Acquirer 1' refers to Mr. Vatsal Agarwaal, son of Mr. Rishi Agarwalla, aged about 30 years, Indian Resident, bearing Permanent Account Number 'APOPAS772J' allotted under the Income Tax Act, 1961, resident at 703-704, A Wing, Shiv Parvait Co-Operative Housing Society Limited, S.V Patel Nagar, Versova, Mhada, Andheri West, Azad Nagar, Mumbai 400053, Maharashtra, India.
- 'Acquirer 2' or 'Corporate Acquirer' refers to M/s Nextera Global Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013, bearing corporate identity number 'U74999MH2022PTC377241', bearing companies Act, 2013, bearing corporate identity number 'U74999MH2022PTC377241', bearing September 1, 2014, 1914,
- 'BSE' is the abbreviation for BSE Limited being the only stock exchange on which the Equity Shares of the Target
- 'CIN' means Corporate Identification Number issued under the Companies Act, 1956/ Companies Act, 2013, and the 'DIN' means Director Identification Number issued and allotted under the Companies Act 1956/ Companies Act, 2013,
- "Escrow Agreement" refers Escrow Agreement, dated Tuesday, October 29, 2024, entered amongst and between Acquirers and the PAC, Escrow Banker, and the Manger to the Offer.

- Figuity Shares' means fully paid-up equity shares of face value of ₹10.00/- each.

  \*\*Tequity Shares' means fully paid-up equity shares of face value of ₹10.00/- each.

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  \*\*Tequity Shares' means fully paid-up equity shares of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before expiry of the Tendering Period.
- "ISIN" is the abbreviation for International Securities Identification Number
- 'Manager' refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer. 1.12.
- Newspapers' refers to Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Mumbai Lakshadeep (Marathi daily) (Mumbai Edition), and Financial Express (Hindi daily) (Jaipur Edition) wherein the Detailed Public Statement is being published in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST)
- Toffer' means an open offer being made by the Acquirers for acquisition of up to 9,25,782 Offer Shares representing 26,00% of the Voting Share Capital of the Target Company, at an offer price of ₹11,00/- per Offer Share (including interest at the rate of 10,00% per annum from the Financial Year 2022-2023), to the Public Shareholders of the Target Company, apayable in cash, assuming full acceptance aggregating to a maximum consideration of ₹1,01,83,602,00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer. 'Offer Documents' shall mean Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer
- Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued
- Offer Period' means the period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirers, i.e. Tuesday, October 29, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- which this Offer is withdrawn, as the case may be.

  'Offer Price' is a price of ₹11.00/- per Offer Share, payable in cash to the Public Shareholders of the Target Company, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,01,83,602.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer. The Offer Price of ₹11.00/- per Offer Share has been calculated considering the interest factor at the rate of 10,00% per annum from the Financial Year 2022-2023, in accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, as an open offer had been triggered due to the indirect acquisition of control over the Target Company under Underlying Transaction 2, in pursuance of which a public announcement should have had been made on Friday, March 24, 2023.

  'Offer Shares' means an open offer being made by the Acquirers and the PAC for acquisition of unit or 925.782.0ffer 'Offer Shares' means an open offer being made by the Acquirers and the PAC for acquisition of up to 9,25,782 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company.
- States, representing 2000% of the Young State Capital of the Target Company.

  Person Acting in Concert or PAC\* refers to Ms. Manavika Rishiral Agarwal, daughter of Mr. Rishi Agarwal, aged about 24 years, Indian Resident, bearing Permanent Account Number 'DREPA3531A' allotted under the Income Tax Act, 1961, resident at 173-704, A Wing, Shiv Parvat IC-Operative Housing Society Limited, Plot Number PDP2, Ver 18, Mhada, Near Versova Telephone Exchange, Andheri West, Azad Nagar, Mumbai 400053, Maharashtra, India. 'PAN' is the abbreviation for Permanent Account Number allotted under the Income Tax Act, 1961
- Promoters' or Selling Promoter Shareholders' refers to the existing promoters of the Target Company, in accordance with the provisions of Regulations 2(1)(s) and 2(1)(t) of the SEBI (SAST) Regulations, read with Regulations 2(1)(so) and 2(1)(t) of the SEBI (SAST) Regulations, read with Regulations 2(1)(oc) and 2(1)(p) of the SEBI (ICDR) Regulations, namely Mr. Sanjay Kumar Agrawal and M/s Vimla Nextera JVC Coke Limited (Formerly known as M/s. Vimla Metcoke Limited), who have entered into a Share Purchase Agreement dated Thursday, October 17, 2024, with Acquirer 1.
- Public Announcement means the Public Announcement dated Tuesday, October 29, 2024, issued in accordance and compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST)
- 'Public Shareholders' shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, the PAC, existing Promoters of the Target Company, and persons deemed to be acting in concert with such parties.
- 'Registrar to the Company' refers to System Support Services
- 'Registrar to the Offer' refers to Regnum Capital Advisors Private Limited.
- 'Sale Shares' collectively refers to 15,74,970 Equity Shares representing 44.23% of the Voting Share Capital of the Target Company, acquired by the Acquirer from the Selling Promoter Shareholders, as per the conditions stipulated under the Share Purchase Agreement.
- 'SCRR' means Securities Contract (Regulation) Rules, 1957, as amended
- 'SEBI' means Securities and Exchange Board of India.
- "SEBI (ICDR) Regulations' refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)
  Regulations, 2018 and subsequent amendment thereto.
- "SEBI (LODR) Regulations' refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto. "SEBI (SAST) Regulations' refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
- 'Selling Promoter Shareholder 1' refers to one of the existing Promoters of the Target Company, namely Mr. Sanjay Kumar Agrawal, who is one of the parties to the Share Purchase Agreement dated Thursday, October 17, 2024, entered
- "Selling Promoter Shareholder 2' refers to one of the existing Promoters of the Target Company, namely M/s Vimla Nextera JVC Coke Limited (Formerly known as M/s. Vimla Metcoke Limited), who is one of the parties to the Share Purchase Agreement dated Thursday, October 17, 2024, entered with the Acquirer 1.
- 'Selling Promoter Shareholders' collectively refers to the Selling Public Shareholder 1 and Selling Public Shareholder 2.
- Selling Promoter Shareholders' collectively relets to the Selling Public Shareholder 1 and Selling Public Shareholder 2. Share Purchase Agreement 7 or 'Underlying Transaction 2' refers to the share purchase agreement dated Thursday, October 17, 2024, executed between the Acquirers and the Selling Promoter Shareholders, pursuant to which the Acquirers acquired 15,74,970 Sale Shares representing 44.23% of the Voting Share Capital of the Target Company, at an negotiated price of \$1,000-per Sale Share, aggregating to a maximum consideration of \$1,57,49,700.00/-, paid subject to the terms and conditions specified in the Share Purchase Agreement.
- 'Target Company' or 'RISHYRN' refers to M/s Rishab Special Yarns Limited, a public limited company incorporated maget company or North Month and September 1995, bearing corporate identity number 'L17114RJ1987PLC00409 for; bearing comporate identity number 'L17114RJ1987PLC00409 for; bearing corporate identity number 'L17114RJ1987PLC00409 for; bearing Corporate identity number 'L17114RJ1987PLC00409 for Company for Permanent Account Number 'AAACR8252L' allotted under the Income Tax Act, 1961, with its registered office located at 2070, Rasta Bara Gangore, Japin - 302003. Rajasthan, India
- Tendering Period' shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations "Underlying Transaction 1' refers to the allotment of 25.00,000 equity shares of face value ₹10.00/- each by M/s Virnla Nextera I/VC Coke Limited (formerly known as M/s Virnla Metcoke Limited) (Selling Promoter Shareholder 2) on Friday. March 24, 2023. These equity shares, representing 50.10% of the total equity shares allotted and 50.00% of the post-issue paid-up equity share capital, were allotted to M/s Nextera Global Private Limited (Corporate Acquirer), whose
- issue pair-up equity state Capinar, were ancient or uns retexted outcomer invate times (Coppotent and Auditor), whose promoters were Mr. Vatsal Aganwal (Acquirer 1) and the erstwhile Ms. Manavika Aganwal (PAC). This transaction resulted in an indirect acquisition of control over Mis Virnia Nextera JVC Coke Limited by the Acquirers and PAC, thereby triggering the obligation to make an open offer in compliance with the provisions of Regulation 5 (1) of the SEBI (SAST) Regulations. 'Underlying Transactions' collectively refers to the Underlying Transaction 1, and Underlying Transaction 2.
- 'Voting Share Capital' shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer. "Working Day' refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST)
- DETAILS OF THE ACQUIRERS, PAC, SELLING PROMOTER SHAREHOLDERS, TARGET COMPANY, AND OFFER

### Mr. Vatsal Agarwaal, Acquirer 1

- Mr. Vatsal Agarwaal, son of Mr. Rishi Agarwalla, aged about 30 years, Indian Resident, bearing Permanent Account Number 'APOPA57722' allotted under the Income Tax Act, 1961, resident at 703-704, A Wing, Shiv Parvati Co-Operative Housing Society Limited, S. V Patel Nagar, Versova, Minada, Andheri West, Azad Nagar, Mumbai- 400053, Maharashtra, India. The Acquirer 1 can be contacted via telephone at '+91-91677-58992' or via Email Address at 'vatsalagarwaal@gmail.com'.
- 1.1.2. Acquirer 1 has passed the Bachelor of Commerce (CBSGS) Degree (Third Year Degree Course) Examination from the University of Mumbai, Integrated Professional Competence Examination held by the Institute of Chartered Accounts of India, Master of Commerce (Semester IV) (CBSGS) Examination from the University of Mumbai. Furthermore, Acquirer 1 had enrolled in an 8-week online non-credit course on "inspiring Leadership through Emotional Intelligence" authorized by Case Western Reserve University and offered through Coursera.

1.1.3. Acquirer 1 holds DIN '07252960' and is acting as a director or designated partner in the following stated companies:					
Name of the Company/ Name of the LLP	CIN/ LLPIN	Designation	Date of Appointment		
Stratmont Equipment Hub Private Limited	U71100MH2021PTC354514	Promoter cum Additional Director	Wednesday, July 12, 2023		
Alphasquare Advisers Private Limited	U74999MH2022PTC375704	Promoter cum Director	Monday, January 31, 2022		
Alphasquare Worldwide Private Limited	U74999MH2022PTC375660	Director	Saturday, January 29, 2022		
Stratmont Industries Limited	L28100MH1984PLC339397	Promoter cum Director	Friday, November 06, 2020		
Mindspace Finance Advisor Private Limited	U67100MH2009PTC197475	Additional Director	Monday, July 15, 2019		
Equipments Solution Private Limited	U74900WB2015PTC207373	Director	Friday, November 16, 2018		
Mindspace Industries Private Limited	U27310GJ2011PTC103163	Director	Friday, November 10, 2017		
Loyalty Cart Private Limited	U74900MH2015PTC270504	Additional Director	Friday, June 02, 2017		
Long Life Skill Yoga Private Limited	U23100MH2016PTC280799	Promoter cum Director	Friday, June 02, 2017		
Neostar Consultants LLP	ABB-3319	Designated Partner	Thursday, October 06, 2022		

- Lesginated Partine | Initiased, October 15, 2024, stands at 272,07,251,894.00/- as certified by Mr. CA
  Vishal Kumar Shaw, Charlered Accountant, holding membership number '311716', proprietor of VK Shaw & Co., Chartered
  Accountants, bearing firm registration number 333288E'. The firm has its office located at Kh No 1011/17, Ground Village,
  Kamalpur Majra Main, 25 Futa Road, Kamalpur Kamal Vihar, West Village, Burrari, Delhi 110094, India. Mr. CA Vishal
  Kumar Shaw can be contacted via telephone number at '91-932190-153929' or vide Email Address at
  Vshawk@@gmail.com' vide certificate dated Tuesday, October 29, 2024. This certification also confirms that the Acquirer
- 1 has sufficient resources to meet the full obligations of the Offer 1.5. On Thursday, October 17, 2024, Acquirer 1 entered into and executed a Share Purchase Agreement with the Selling Promoter Shareholders of the Target Company, pursuant to which Acquirer 1 acquired 15,74,970 Sale Shares, representing 44.23% of the Voting Share Capital of the Target Company.

- M/s Nextera Global Private Limited, Acquirer 2
- was nextera usoaa rrivate Limited, Acquirer 2

  Acquirer 2 was incorporated on Tuesday, February 22, 2022, under the provisions of the Companies Act, 2013, under the name and style as Nextera Global Private Limited vide original certificate of incorporation, issued by Registrar of Companies, bearing corporate identity number 'U74999MH2022PTC377241', Permanent Account Number 'AAICN0953G' allotted under the Income Tax Act, 1961, and Tax Deduction and Collection Account Number 'MUMN30685E', with its registered office located at 50,5 B-7, VIP Plaza Co-Op Premises Soc, Ltd, Off Andher Link Road, Andheri West, Mumbai -400053, Maharashtra, India. Acquirer 2 can be contacted via telephone number '+91-81694-48474', via Email Address 'krishnabsolutions@gmail.com'. The main objects of Acquirer 2 as per the Memorandum of Association is extracted as under. "To carry on the business of
- trading, importers, exporters, suppliers, commission agent, etc. and carry on the activities to provide Business to Business revolutionary portal designed to provide the needs of multiple industries. The range of services offered by the Company includes the online sale, purchase, auction & many more for food, pharma, agriculture, textile, distribution chain, food chain, FMCG and such other sectors."
- 1.2.3. The following encapsulated is the equity share capital structure of Acquirer 2: Number of

Particulars of equity share capital	equity shares held	Face Value	Amount	equity and voting share capital		
Authorized Share Capital	10,000	₹10.00/-	₹1,00,000.00/-	100.00%		
Issued, subscribed, and fully paid-up equity share capital						
Fully paid-up equity share capital	10,000	₹10.00/-	₹1,00,000.00/-	100.00%		
Partly paid-up equity share capital						
Total paid-up equity share capital	10,000	₹10.00/-	₹1,00,000.00/-	100.00%		
The following stated are the promoters and shar	aholders of Acc	uiror 2		•		

Percentage of

Date of Appointment

		shares held	voting share capital			
	Mr. Vatsal Agarwaal (Acquirer 1)	9,900	99.00%			
	Mr. Gautam Rajeev	100	1.00%			
	Total	10,000	100.00%			
2.5.	The following encapsulated is the financial information of Acquirer 2:					

	Particulars	Unaudited and Certified Financial for the half-year		Audited for the Financial Year ended March 31		
		ended September 30, 2024	2024	2023	2022	
	Total Revenue (₹ in Lakhs)	-		₹0.20	-	
	Profit After Tax (₹ in Lakhs)	₹(0.005)	₹(0.01)	₹0.10	₹(0.01)	
	Equity Share Capital (₹ in Lakhs)	₹1.00	₹1.00	₹1.00	₹1.00	
	Reserves and Surplus (₹ in Lakhs)	₹0.08	₹0.08	₹0.09	₹(0.01)	
	Net-Worth/ Shareholders' Funds (₹ in Lakhs)	₹1.08	₹1.08	₹1.09	₹0.99	
	Earnings Per Share	₹(0.05)	₹(0.12)	₹1.01	₹(0.12)	
2.6.	6. The following stated are the directors of Acquirer 2:					

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1.3.	Ms. Manavika Rishiraj Agarwal, PAC			
1.3.1.	Ms. Manavika Rishiraj Agarwal, daugh	er of Mr. Rishi Agarwa	al, aged about 24 years,	Indian Resident, bearing Permanent
	Account Number 'DREPA3531A' allotte			
	Operative Housing Society Limited, Pl	ot Number PDP2, Ve	r - 18, Mhada, Near Vers	sova Telephone Exchange, Andheri

- West, Azad Nagar, Mumbai 400053, Maharashtra, India. The PAC can be contacted via telephone at '+91-77383-88872' or via Email Address at 'self@manavikaagarwal.com'
- 1.3.3. The PAC holds DIN '09465676' and presently is not acting as a director in any of the companies, she is the designated partner of Neostar Consultants LLP.
- partner of Neostar Consultants LLP.

  The Net Worth of the PAC as of Wednesday, October 29, 2024, stands at ₹40,54.574.00/- as certified by Mr. CA Nishaant Bathwal, Chartered Accountant, holding membership number '068883', partner of Nishaant Bathwal & Associates., Chartered Accountants, bearing firm registration number '32856E'. The firm has its office located at 111, N.S.C Bose Road, Pressman Apartment, 2° Floor, Flat 2 D. Koklata-700 040, India. Mr. CA Nishaant Bathwal can be contacted via telephone number at '+91-932190-153828' or vide Email Address at 'vshawk89@gmail.com' vide certificate dated Tuesday, October 29, 2024.
- . The PAC has expressly stated that she does not wish to be part of the Promoter and Promoter Group of the Target Company and is only belatedly complying with the open offer triggered pursuant to Underlying Transaction 1. Acquirers' and PAC's Undertakings and Confirmations
- The Acquirer 1 is the promoter of Acquirer 2, and Acquirer 1 and the PAC share a familial bond as siblings. Consequently, the Acquirers and PAC are interconnected and related to one another. .4.2. As on date of this Detailed Public Statement, the Acquirers and PAC, have confirmed, warranted, and undertaken that
- 1.4.2.1. As on date of this Detailed Public Statement, except as stated below, the Acquirers and the PAC do not have any other interest or any other relationship in or with the Target Company:
- 1.4.2.1.1. The Acquirers and the PAC had an indirect control over the Target Company, by virtue of indirect holding of 19.76% of the Voting Share Capital of the Target Company.
- 1.4.2.1.2.Acquirer 1 has a direct control over the Target Company, by virtue of acquisition of 15,74,970 Sale Shares representing 44.23% of the Voting Share Capital of the Target Company in pursuance of the execution of the Share Purchase Agreement.
  1.4.2.1.3.Acquirer 1 and Selling Promoter Shareholder 1 are the promoters and shareholders of Selling Promoter Shareholder 2 and are therefore the Acquirers and the Selling Promoter Shareholder are related parties.
- 1.4.2.1.4.Acquirer 2 advanced a loan of ₹9.33.00.000.00<sup>1</sup> to Selling Promoter Shareholder 2 and out of this amount, ₹78,18,180.00<sup>1</sup> has been adjusted pursuant to the execution of the Share Purchase Agreement, leaving a remaining balance of ₹8,54,8,20.00<sup>1</sup> as of the date of this Detailed Public Statement.
- The Acquirers and the PAC do not belong to any group.
- The Acquirers and the PAC do not directly form a part of the current promoter and promoter group of the Target Company. However, the Acquirers and the PAC exerted indirect control over the Target Company through their indirect ownership of 19.76% of the Target Company's Voting Share Capital. There is no immediate relative acting as a director representing the Acquirers and the PAC on the board of the Target Company.

- The Acquirers and the PAC have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

  The Acquirers and the PAC have not been categorized nor are appearing in the Wilful Defaulter or a fraudulent borrower list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India. The Acquirers and the PAC are not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic
- Offenders Act, 2018.
- No person is acting in concert with the Acquirers and the PAC for the purposes of this 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 Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations. The Acquirers and the PAC will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- Other period in terms of regulation 3 of the SEBI (LODR) Regulations and Rule 19A of the SCRR, the Target Company is mandated to maintain a minimum public shareholding of 25,00% on a continuous basis for listing. Upon the successful completion of this Offer and assuming full acceptance, the public shareholding in the Target Company shall not declin below the prescribed minimum as stipulated in the listing agreement with the BSE Limited and Rule 19A of the SCRR.
- 1.4.2.11. As on date of this Detailed Public Statement, the Acquirers and the PAC have acquired direct and indirect acquire control over the Target Company. The Acquirers shall submit a reclassification application to be categorized as the 'Promoter and Promoter Group', in accordance with Regulation 31A of the SEBI (LODR) Regulations. The PAC has expressly stated that she does not wish to be part of the Promoter and Promoter Group of the Target Company and is only belatedly complying with the open offer triggered pursuant to Underlying Transaction 1.

  1.4.2.12. The Acquirers and the PAC do not have an intention to delist the Target Company pursuant to this Offer.
- INFORMATION ABOUT THE SELLING PROMOTER SHAREHOLDERS

# (The disclosure mentioned under this section has been sourced from information provided by the Selling Shareholders)

- Acquirer 1 and the Selling Promoter Shareholders executed a Share Purchase Agreement dated Thursday, October 17, 2024, in pursuance of which Acquirer 1 acquired 15,74,970 Sale Shares representing 44,23% of the Voting Share Capital of the Target Company at a neglotated price of ₹10,00°, per Sale Share, aggregating to a maximum consideration of ₹1,57,49,700.00°, paid subject to the terms and conditions specified in the said Share Purchase Agreement.
- The details of the Selling Shareholders who have entered into the Share Purchase Agreements with Acquirers, are as

	Details of			Part of	8	Selling Sha	reholders	
Name of the Selling Promoter Shareholders	change in the name in the past (if	Nature of Entity	Group	Group of	Pre-S Purch Agree Transa	nase ment	Pur Agre	- Share chase ement saction
	applicable)			Target company	No. of Equity Shares	% of Voting Share Capital	No. of Equity Shares	% of Voting Share Capital
Mr. Sanjay Kumar Agrawal PAN: AHYPA2886P Resident at 49/4, Nehru Nagar (East), Ward No.2, Motilal Nehru Nagar, Bhilai - 490020, Chhattisgarh, India	Not Applicable	Individual	None	Yes	7,93,152	22.28%		-
M/s Vimla Nextera JVC Coke Limited (Formerly known as M/s. Vimla Metooke Limited) PAN: AAHCV8829Q CIN: U23209GJ/2021PLC120074 Registered Office located at Office Number 113, Plot No 83, 1st Floor, Rishath Arcade, Sector 08, Gandhidham, Kachchh - 370201, Gujarat, India Company	M/s. Vimla Metcoke Limited	Private Limited	None	Yes	7,81,818	21.96%		-
Total					15,74,970	44.23%	-	-

- As of the date of this Detailed Public Statement, the outgoing Promoters do not hold any Equity Shares in the Target Company, The outgoing Selling Promoter Shareholders have transferred control and management of the Target Company to Acquirer 1, as detailed in the Share Purchase Agreement. Acquirer 1 shall ensure that the Target Company submits an application for the declassification of the outgoing Selling Promoter Shareholders from the "Promoter and Promoter Group" categories, as detailed in the Share Purchase Agreement, in accordance with Regulation 31A of the SEBI (LODR) Regulations The Selling Promoter Shareholders have 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.
  - INFORMATION ABOUT THE TARGET COMPANY

# (The disclosure mentioned under this section has been sourced from information published by the Target Company

The Target Company was incorporated on Monday, August 17, 1987, under the provisions of the Companies Act, 1956 under the name and style as Rishab Special Yarns Limited vide original certificate of incorporation bearing reference number 4067 of 1987 - 1988, issued by Registrar of Companies, Rajasthan, Jaipur. The Target Company bears corporate identity number "L17114RJ1987PLC004067", with its registered office located at 2070, Rasta Bara Gangore, Jaipur - 302003.

- Rajasthan, India. The Target Company can be contacted via telephone number '+91-86575-30413/ +91-141-2575213' via fax number '+91-22-2575213' via Email Address 'compliance.rsyl@gmail.com', or through its website www.rishabspecial.in The Equity Shares of the Target Company bearing ISIN 'INE351D01013' are presently listed on the BSE Limited bearing Scrip ID 'RISHYRN' and Scrip Code '514177'. The Target Company has already established connectivity with Centra Depositories Services (India) Limited ('CDSL'), and National Securities Depository Limited ('NSDL').
- As per the shareholding pattern filed for the quarter ended September 30, 2024, as available on BSE's website, the
- Target Company doesn't have: 3.3.1. Any partly paid-up equity shares;
- 3.3.2. Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options, etc., which are convertible into Equity Shares at a later stage;
- 3.3.3. Equity Shares which are forfeited or kept in abeyance;
- 3.3.4. Equity Shares that are subject to lock-in;
- 3.3.5. Outstanding Equity Shares that have been issued but not listed on any stock exchange 3.3.6. The Equity Shares of the Target Company are not 'frequently traded' in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations on, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations.
- 3.3.7. The extracts of the financial information are encapsulated as under

(Amount in Lakhs except Equity Share Data

Particulars	Financial for the half-year	ended March 31			
	ended September 30, 2024	2024	2023	2022	
Total Revenue (₹ in Lakhs)			₹0.034	₹0.991	
Profit After Tax (₹ in Lakhs)	₹(11.85)	₹(12.92)	₹(9.04)	₹41.752	
Equity Share Capital (₹ in Lakhs)	₹357.16	₹357.16	₹357.16	₹357.16	
Reserves and Surplus (₹ in Lakhs)	-	₹(322.84)	₹(309.92)	₹(309.923)	
Net-Worth/ Shareholders' Funds (₹ in Lakhs)		₹34.32	₹47.24	₹47.237	
Earning per Equity Share	₹(0.33)	₹(0.36)	₹(0.254)	₹1.173	
The key financial information for the quarter one	and lune 20 2024 has been ev	tracted from C	omnony'e Hno	udited Eineneis	

The key financial information for the quarter ended June 30, 2024, has been extracted from Company's Unaudited Financia Statement submitted for the aforesaid quarter. (Source: https://www.bseindia.com/xml-data/corpfiling/AttachHis/a5c19619 5a15-46c6-970f-4068159a2713.pdf). The key financial information for the Financial Year ended March 31, 2024, and March 31, 2023, have been extracted n Company's Annual Report for the Financial Year ended March 31, 2024. (Source: https://www.bs/

The key financial information for the financial years ended March 31, 2022, have been extracted from Company's Annua Report for financial year ended March 31, 2023 (Source: https://www.bseindia.com/xml-data/corpfiling/AttachHis/a585124b7a04-47b9-8f76-c0c71c45c98a.pdf).

#### DETAILS OF THE OFFER

The brief details of the Underlying Transactions are specified as under Underlying Transaction 1:

data/corofiling/AttachHis/983a31dd-e2a0-47b0-aa5d-250f47623e2b.pdf)

On Friday, March 24, 2023, M/s Vimla Nextera JVC Coke Limited (Formerly known as M/s. Vimla Metcoke Limited) (Selling Promoter Shareholder 2), had allotted 49,90,000 equity shares of face value of ₹10.00/- each to the following

Name of the Investor	Promoters of the Investors	Number of equity shares allotted	Percentage of equity shares allotted	Percentage of post-issue paid-up equity share capitala
M/s Nextera Global Private Limited	Mr. Vatsal Agarwaal (Acquirer 1)	25,00,000	50.10%	50.00%
(Corporate Acquirer)	Ms. Manavika Agarwal (PAC)			
M/s Vimla Fuels and Metals Limited	Sanjay Kumar Agrawal			
	(Selling Promoter Shareholder 1)			
	Sachin Kumar Agrawal			
	Sandeep Kumar Agrawal	24,90,000	49.90%	49.80%
	Rakhi Agrawal			
	Mini Agrawal	1		
	Uma Agrawal			
Total	-	49,90,000	100.00%	99.80%

ии рызовност от the amounterities made, mus nextural Global Private Limited (Corporate Acquirer) has acquired indirect control over the Target Company, mandating an open offer to be triggered under the provisions of Regulation 4 and 5 (1) of the SEBI (SAST) Regulations.

4.1.2. Underlying Transaction 2:

- On Thursday, October 17, 2024, Acquirer 1 entered into and executed a Share Purchase Agreement with the Selling Promoter Shareholders of the Target Company, pursuant to which Acquirer 1 acquired 15,74,970 Sale Shares, representing 42.23% of the Voting Share Capilal of the Target Company, This acquisition resulted in the direct control over the Target Company, thereby triggering the mandatory open offer under the provisions of Regulation 3 (1) and 4 of the SEBI (SAST) These Underlying Transactions resulted the Acquirers acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), 4 and 5 (1) of the SEBI (SAST) Regulation for acquisition of substantial number of equity shares, voting rights, and
- (1), 4 and 5 (1) of the SEBI (SAST) Regulations read with Regulation 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations read with Regulation 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations read with Regulation 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations on Tuesday,
- October 29, 2024.

  This is a mandatory Offer for acquisition of up to 9,25,782 Offer Shares representing 26,00% of the Voting Share Capital of the Target Company, made by the Acquirers and the PAC at an Offer Price of ₹11.00/- per Offer Share (including interest at the rate of 10,00% per annum from the Financial Year 2022-2023). Assuming full acceptance, the total consideration payable by the Acquirers and the PAC under the Offer at the Offer Price aggregates to ₹1,01,83,602.00/-, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who validity tender their Equity Shares in the Open Offer, subject to the terms and conditions set out in the Offer Diocrepts.
- The Offer Price of ₹11.00/- per Offer Share (including interest at the rate of 10.00% per annum from the Financial Yea 2022-2023) will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations in accordance with the terms and conditions mentioned in this Detailed Public Statement and to be
- set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations. This Offer is being made under SEBI (SAST) Regulations, to all the Public Shareholders of the Target Company as or Friday, December 06, 2024, as ascribed under the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
- This Offer is a mandatory open offer and is not conditional upon any minimum level of acceptance in terms of Regulatio 19(1) of SEBI (SAST) Regulations.
- This Offer is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulation This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Targel
- Company.

  On Thursday, October 17, 2024, Acquirer 1 entered into and executed a Share Purchase Agreement with the Selling Promoter Shareholders of the Target Company, pursuant to which Acquirer 1 acquired 15,74,970 Sale Shares, representing 44,23% of the Voting Share Capital of the Target Company. As on date of this Detailed Public Statement, no conditions stipulated in the Share Purchase Agreement remain outstanding that are beyond the reasonable control of the Acquirers which, if unmet, could lead to the withdrawal of the Offer under Regulation 23(1) of the SEBI (SAST) Regulations.

The Manager does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the

- Offer. The Manager hereby declares and undertakes that, it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager until the expiry of 15 Days from the date of closure of this Offer.
- To the best of the knowledge and belief of Acquirers and the PAC, as on the date of this Detailed Public Statement, then are no statutory or other approvals required to implement the Offer other than as indicated in Section VII of this Detailed Public Statement, If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers and the PAC in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal of this Offer pursuant
- to the following stated circumstances, a public announcement will be made within 2 Working Days of such withdrawal, in the same Newspapers in which the Detailed Public Statement had appeared: Statutory Approvals required for the Open Offer or for effecting the acquisitions attracting the obligation to make an Open Offer under these SEBI (SAST) Regulations having oben finally refused, subject to such requirements for approval having been specifically disclosed in the Detailed Public Statement and the Letter of Offer. However, public shareholder are requested to note that, as on the date of this Detailed Public Statement, there are no statutory or other approval required to implement the Offer.
- 4.12.2. Acquirer 1 and PAC, being a natural person, have died:
- 4.12.2. Acquirer 1 and PAC, Deing a natural person, have died;
  4.12.3. Any condition stipulated in the Share Purchase Agreement attracting the obligation to make the Open Offer is not met for reasons outside the reasonable control of the Acquirer 1, and such Share Purchase Agreements is rescinded, subject to such conditions having been specifically disclosed in this Detailed Public Statement and the Letter of Offer. However, public shareholders are requested to note that, on Thursday, October 17, 2024, Acquirer 1 entered into and executed a Share Purchase Agreement with the Selling Promoter Shareholders of the Target Company, pursuant to which Acquirer 1 acquired 15.74,970 Sale Shares, representing 44.23% of the Voting Share Capital of the Target Company.
- 4.12.4. Such circumstances as in the opinion of SEBI, merit withdrawal.
- 4. Such circumstances as in the opinion of SEBI, ment withdrawal.
  The Acquirers along with the PAC in terms of Regulation 18(11) of SEBI (SAST) Regulations, are responsible to pursue all statutory approvals in order to complete this Offer without any default, neglect or delay. In the event, the Acquirers along with the PAC SEBI may here it it is satisfied owing to non-receipt of statutory approvals required by the Acquirers along with the PAC, SEBI may, where it is satisfied that such non-receipt was not attributable to any wilful default, failure or neglect on the part of the Acquirers and the PAC to diligently pursue such approvals, grant extension of time for making payments, subject to the Acquirers and the PAC appreciation to pay interest to the shareholders for the delay at such rate as may be specified. In addition, where any statutory approval extends to some but not all the Public Shareholders, Acquirers along with the PAC shall have the contion to make awament to such Public Shareholders in respect of whom on statutory approval as remembered. option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by Acquirers and the PAC may be delayed
- may be delayed. In accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, if there is any delay in making payment to the Public Shareholders who have accepted this Offer, the Acquirers along with the PAC will be liable to pay interest at the rate of 10.00% per annum for the period of delay. This obligation to pay interest is without prejudice to any action that the SEBI may take under Regulation 32 of the SEBI (SAST) Regulations. However, it is important to note that if the delay in payment is not attributable to any act of omission or commission by the Acquirers and the PAC, or if it arises due to reasons or circumstances beyond the control of the Acquirers and the PAC, SEBI may grant a waiver from the obligation to pay interest. Public Shareholders should be aware that while such waivers are possible, there is no certainty that they will be granted, and as such, there is a potential risk of delayed payment along with the associated interest.
- The Acquirers and the PAC do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of 2 years except in the ordinary course of business.
- The Target Company's future policy for disposal of its assets, if any, within 2 years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall contain reasons as to why such allenation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.
- This Detailed Public Statement is being published in the following newspapers:

Publication	Language	Edition
Financial Express	English daily	All Editions
Jansatta	Hindi Daily	All Editions
Mumbai Lakshadeep	Marathi Daily	Mumbai Edition
Jagruk Times	Hindi Daily	Jaipur Editions

The Public Shareholders who tender their Equity Shares in this Offer shall ensure that all the Equity Shares validly 4.18.

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and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents for it to self the Offer Shares on the forecoin basis.

- The Offer Shares of the Target Company will be acquired by Acquirers along with the PAC as fully paid up, free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- rights offer declared thereof.

  If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager.

  In terms of Regulation 25(2) of SEBI (SAST) Regulations, the Acquirers and the PAC hereby undertake and declare that, they do not have any intention to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance, or otherwise for the period 2 years from the closure of this Offer, except (a) in the ordinary course of business of the Target Company; and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target Company.

  In accordance with Regulation 38 of the SEBI (LODR) Regulations and Rule 19A of the SCRR, the Target Company is mandated to maintain a minimum public shareholding of 25.00% on a continuous basis for listing. Upon the successful completion of this Offer and assuming full acceptance, the public shareholding in the Target Company shall not decline below the prescribed minimum as stipulated in the listing agreement with the BSE Limited and Rule 19A of the SCRR.
- Detrow the prescribed imminimal as sympatical trible residency and the proposal prop Target Company in any form.
- Target Company in any form.

  The payment of consideration shall be made to all the Public Shareholders, who have tendered their Offer Shares in acceptance of the Offer within 10 Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have vaildly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/ demand drafts/ electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order. 4.24
- Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand dratt/pay order. All Public Shareholders including resident, or non-resident shareholders (including Non-Resident Individuals, Overseas Corporate Bodies and Foreign Portfolio Investors) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval for Reserve Bank of India held by them) in this Offer and submit such approvals; and only with the other documents required to accept this Open Offer. In the event such approvals are not submitted, the Acquirers along with the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers along with the PAC reserve the right to reject such Offer.

#### BACKGROUND TO THE OFFER

- The brief details of the Underlying Transactions are specified as under:
- Underlying Transaction 1
- .... On Friday, March 24, 2023, M/s Vimla Nextera JVC Coke Limited (Formerly known as M/s. Vimla Metcoke Limited) (Selling Promoter Shareholder 2), had allotted 49,90,000 equity shares of face value of ₹10.00/- each to the following stated investors:

Name of the Investor	Promoters of the Investors	Number of equity shares allotted	Percentage of equity shares allotted	Percentage of post-issue paid-up equity share capitala
M/s Nextera Global Private Limited	Mr. Vatsal Agarwaal (Acquirer 1)	25,00,000	50.10%	50.00%
(Corporate Acquirer)	Ms. Manavika Agarwal (PAC)			
	Sanjay Kumar Agrawal	24,90,000	49.90%	49.80%
	(Selling Promoter Shareholder			
	Sachin Kumar Agrawal			
M/s Vimla Fuels and Metals Limited	Sandeep Kumar Agrawal			
	Rakhi Agrawal			
	Mini Agrawal			
	Uma Agrawal			
Total		49,90,000	100.00%	99.80%
In access of the elletments media	M/a Nautara Clahal Drivata Limitad	(Camazala I	andired bein	annuised indi-

- ... purpose on the anoments made, Mrs Nextera Global Private Limited (Corporate Acquirer) have acquired indirect control over the Target Company, mandating an open offer to be triggered under the provisions of Regulation 4 and 5 (1) of the SEBI (SAST) Regulations.
- Underlying Transaction 2
- 1.2.1. On Thrusday, October 17, 2024, Acquirer 1 entered into and executed a Share Purchase Agreement with the Selling Promoter Shareholders of the Target Company, pursuant to which Acquirer 1 acquired 15,74,970 Sale Shares, representing 44.23% of the Voting Share Capital of the Target Company, This acquisition resulted in the direct control the Target Company, the company, thereby triggering the mandatory open offer under the provisions of Regulation 3 (1) and 4 of the SEBI (SAST) Regulations
- regulations. These Underlying Transactions resulted the Acquirers acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), 4 and 5 (1) of the SEBI (SAST) Regulation for acquisition of substantial number of equity shares, voting rights, and control over the Target Company. A tabular summary of the Underlying Transaction is set out below:

A tabular summary of the Underlying Transaction is set out below:							
Particulars		Underlying Transactions					
Type of Transaction (direct/ indirect)		Indirect Acquisition	Direct Acquisition				
Mode of Transacti (Agreement/ Allot <del>Market purchase</del> )	tment/	On Friday, March 24, 2023, M/s Vimla Nextera VC Coke Limited (formerly known as M/s Vimla Metcoke Limited) (Selling Promoter Shareholder 2) allotted 25,00,000 equity shares of face value of ₹10,000-each, constituting 50.10% of its total equity shares allotted and 50.00% of its post-issue paid- up equity share capital to M/s Nextera Global Private Limited (Corporate Acquirer), represented by its promoters Mr. Vatsal Agarwal (Acquirer 1) and Ms. Manavika Agarwal (PAC).	Acquirer 1 and the Selling Promoter Shareholders executed a Share Purchase Agreement dated Thursday, October 17, 2024, in pursuance of which Acquirer 1 acquired 15,74,970 Sale Shares representing 44,23% of the Voting Share Capital of the Target Company at a negotiated price of 71,000-per Sale Share, aggregating to a maximum consideration of ₹1,57,49,700.00°, paid subject to the terms and conditions specified in the said Share Purchase Agreement.				
Equity Shares/ N	Number	Capital along with complete control over the management of the Target Company.					
Voting rights o acquired in S	of Equity Shares		15,74,970				
the Share Purchase	6 vis-à- ris Voting Share Capital	-	29.10%				
Total Consideration for Equity Shares / Voting Rights acquired (for acquisitions made in pursuance of Share Purchase Agreement)		-	₹1,57,49,700.00/-				
Mode of payment (Cash/ securities)		-	Cash				
Regulation which has triggered		Regulations 3 (1), 4 and 5 (1) of	of the SEBI (SAST) Regulations				

- er the Target Company

  - over the Target Company.

    The Acquirers shall switt a reclassification application to be categorized as the 'Promoter and Promoter Group', in accordance with Regulation 31A of the SEBI (LODR) Regulations. The PAC has expressly stated that she does not wish to be part of the Promoter and Promoter Group of the Target Company and is only beliatedly complying with the open offer triggered pursuant to Underlying Transaction 1.

    The prime object of this Offer is to acquire substantial Equity Shares and Voting Share Capital accompanied by control over the Target Company. The Acquirers intend to expand the Target Company Shares business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger Interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.

    EQUITY SHAREHOLDING AND ACQUISITION DETAILS.

The current and proposed shareholding pattern of Acquirers and the PAC in the Target Company and the details of the coulsilion are as follows:

Details		Acquirer 1	Acquirer 2	Person Acting in Concert	Total
Name of the Acquirers / PAC		Mr. Vatsal Agarwaal	M/s Nextera Global Private Limited	Ms. Manavika Agarwal	-
Pre-Transaction direct shareholding as on the date	Number of Equity Shares	15,74,970	1	1	15,74,970
of the Public Announcement (A)	% Voting Share Capital	44.23%	-	ı	44.23%
Equity Shares proposed to be acquired through Share	Number of Equity Shares	15,74,970*	-	-	15,74,970*
Purchase (B)*	% Voting Share Capital	44.23%*	-		44.23%*
Equity Shares acquired between the Public	Number of Equity Shares	-	-	-	-
Announcement date and the Detailed Public Statement date	% Voting Share Capital	-	-	-	-
Proposed shareholding after the acquisition of Offer	Number of Equity Shares	9,25,782	_	-	9,25,782
Shares (C) (Assuming full acceptance in this Offer)*	% Voting Share Capital	26.00%	-	٠	26.00%
Post-Offer Shareholding assuming full acceptance of	Number of Equity Shares	25,00,752	-	-	25,00,752
the Offer Shares in the Offer, on diluted basis on 10th Working Day after closing of Tendering Period (A + C)*	% Voting Share Capital	70.23%	-	-	70.23%

- \*Share Purchase Agreement has been executed and consummated on dated Thursday, October 17, 2024.

  In terms of Regulation 18 (2) of the SEBI (SAST) Regulations, the Letter of Offer will be issued within 7 Working Days from the date of receipt of SEBI observations on the Draft Letter of Offer.

- The Equity Shares of the Target Company bearing ISIN 'INE351D01013' are presently listed on the BSE Limited bearing Scrip ID 'RISHYRN' and Scrip Code '514177'.
- The trading turnover in the Equity Shares of the Target Company on BSE Limited based on trading volume during the 12 calendar months prior to the month of Public Announcement (October 01, 2023, to September 30, 2024) have been obtained from www.bseindia.com, as given below

Stock Exchange	Total no. of Equity Shares traded during the 12 calendar months prior to the month of Public Announcement	Total no. of listed Equity Shares	Trading turnover (as % of Equity Shares listed)
BSE Limited	28,200	35,60,700	0.7920%
Based on the information provided	above. Equity Shares of the Target Compa	any are not 'frequent	ly traded in terms of

Regulation 2(1)(i) of the SEBI (SAST) Regulations on, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations.

The Offer Price of 211.004. Including interest at the rate of 10.00% per annum from the Financial Year 2022-2023) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being more than highest of the following:

Sr. No.	Particulars Particulars	Price
3.1.	Negotiated Price under the Share Purchase Agreements attracting the obligations to make a Public Announcement for the Offer	₹10.00/-
3.2.	The volume-weighted average price paid or payable for acquisition(s) by Acquirers, during the 52 weeks immediately preceding the date of Public Announcement	Not Applicable
3.3.	The highest price paid or payable for any acquisition by Acquirers, during the 26 weeks immediately preceding the date of Public Announcement	Not Applicable
3.4.	The volume-weighted average market price of Equity Shares for a period of 60 trading days immediately preceding the date of Public Announcement as traded on BSE Limited where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	Not Applicable
3.5.	Where the Equity Shares are not frequently traded, the price determined by Acquirers and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	₹0.96/-
3.6.	The per equity share value computed under Regulation 8(5) of SEBI (SAST) Regulations, if applicable	Not Applicable, since this is not an indirect acquisition of Equity Shares

Cost Accountant, Mr. Bhavin Patel bearing IBBI Registered Valuer Registration number 'IBBI/RV/105/2019/11666' and having her office at 315, Phoenix Complex, Near Suraj Plaza, Sayaiganji, Vadodara-390020, Gujarat, India, with the Email address being 'bhavindra3388@mail com', through his valuation report dated Tuesday, October 29, 2024, has certified that the fair value of the Equity Share of Target Company is ₹0.96′- per Equity Share.

In view of the parameters considered and presented in the table above, in the opinion of Acquirers and the PAC and Manger, the Offer Price of ₹1.0.00° ro Offer Share (including interest at the rate of 10.00% per annum from the Financial Year 2022-2023) being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

- (SAST) regulations and is payable in cash.

  Based on the confirmation provided by Target Company and based on the information available on the website of the BSE
  Limited, since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting
  adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
- adjustment of the relevant inche parameters under regulation (e) of the SED (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bours, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Detailed Public Statement up to 3 Working Days prior to the commencement of the Tendering Period, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations. However, no adjustment shall be made for dividend with a record date falling during such period except where the dividend per share is more than 50.00% higher than the average of the dividend per share paid during the 3 Financial Years preceding the date of Public Announcement.
- As on date of this Detailed Public Statement, there has been no revision in the Offer Price or to the size of this Offer as on the date of this Detailed Public Statement. In case of any revision in the Offer Price or Offer Size, the Acquirers along with the PAC would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.
- In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirers along with the PAC shall make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision.
- registered office of such revision. In the event of acquisition of the Equity Shares by the Acquirers and/ or the PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers along with the PAC shall; (a) make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, SES Limited, and the Target Company at its registered office of such revision. However, the Acquirers and the PAC shall not acquire any Equity Shares after the 3° Working Day prior to the commencement of the Tendering Period of this Offer.
- Period of this Offer.

  If the Acquirers and/ or the PAC acquire Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers along with the PAC will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

  FINANCIAL ARRANGEMENTS

  It weres of Pervision 25(1) of the SEBI (SAST) Regulations, Acquirace have adequate financial resources and have made.

- excange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

  FINANCIAL ARRANGEMENTS

  In terms of Regulation 25(1) of the SEBI (SAST) Regulations, Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. CA Vishal Kumar Shaw, Chartered Accountant, holding membership number '311716', proprietor of V K Shaw & Co., Chartered Accountants, bearing firm registration number '333288E', has certified that the Acquirers have sufficient resources to meet the full obligations of the Offer. The maximum consideration payable by Acquirers to acquire 92,5782 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company, at an offer price of \$11,00/- per Offer Share (including interest at the rate of 10,00%, Per annum from the Financial Year 2022-2023), to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,01,83,602,00/-. In accordance with Regulation 17 of the SEBI (SAST) Regulations, Acquirers have opened an Escrow Account under the name and style of YRSYL Open Offer Escrow Account with Axis Bank Limited and have deposited ₹1,02,00,000,00/- i.e., 100,00% of the total consideration payable in the Offer, assuming full acceptance.

  The Manager is duly authorized to operate the Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

  The Acquirers have confirmed that they have, and they will continue to have, and maintain sufficient means and firm arrangements to enable compliance with their payment obligations under the Offer.

  In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers along with the PAC would deposit appropriate additional amount into

- prior to entecuring such revision. Based on the afforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager is satisfied about the ability of Acquirers to fulfill their obligations in respect of this Offer in accordance with the provisions of SEBI (SAST) Regulations.

#### STATUTORY AND OTHER APPROVALS

- As of the date of this Detailed Public Statement, to the knowledge of Acquirers and the PAC, there are no statutory approvals required to complete this Offer. However, in case of any such statutory approvals are required by Acquirers and the PAC at a later date before the expiry of the Tendering Period, this Offer shall be subject to such approvals and Acquirers along with the PAC shall make the necessary applications for such statutory approvals.
- The salient features of the Share Purchase Agreements are set out as below:
- An experient reduces on the Selling Promoter Shareholders executed a Share Purchase Agreement dated Thursday, October 17, 2024, in pursuance of which Acquirer 1 and cyling Share Capital of the Target Company at a negotiated price of ₹10,00°, per Sale Shares representing 44.23% of the Voting Share Capital of the Target Company at a negotiated price of ₹10,00°, per Sale Share, aggregating to a maximum consideration of ₹1,57,49,700.00°, paid subject to the terms and conditions specified in the said Share Purchase Agreement.
- 2.1.1. Consequently, the Acquirers along with the PAC have acquired substantial Voting Share Capital along with complete control over the management of the Target Company.
- 2.1.2. As of the date of this Detailed Public Statement, the outgoing Selling Promoter Shareholders do not hold any Equity Shares in the Target Company. The outgoing Selling Promoter Shareholders have transferred control and management of the Target Company to Acquirer 1, as detailed in the Share Purchase Agreement. Acquirer 1 shall ensure that Tearget Company submits an application for the declassification of the outgoing Selling Promoter Shareholders from the 'Promoter and Promoter Group' categories, as detailed in the Share Purchase Agreement, in accordance with Regulation 31A of the SEBI (LODR) Regulations.

- and Promoter Group' categories, as detailed in the Share Purchase Agreement, in accordance with Regulation 31A of the SEBI (LODR) Regulations.

  The Share Purchase Agreement also contains customary terms and conditions such as confidentiality, representations, and warranties, non-solicit obligations in respect of the Selling Promoter Shareholders, etc.

  The Acquirer 1 and the Selling Promoter Shareholders have agreed to abide by their obligations as contained in the SEBI (ICDR) Regulations, read with SEBI (SAST) Regulations.

  All Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) and submit such approvals, along with the Other documents required to accept this Offer. In the event such approvals are not submitted, Acquirers along with the PAC reserve the right to reject such Equity Shares such exprovals from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the PAC content of the Equity Shares sheld by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, Acquirers reserve the right to reject such Offer Shares.

  The Acquirers along with the PAC shall complete all procedures relating to payment of consideration under this Offer within a period of 10 Working Days from the date of expiry of the Tendering Period to those Public Shareholders who have tendered Equity Shares and are found valid and are accepted for acquirers and the PAC to diligently pursue the application for the approval SEBI may, if satisfied that delay

- In terms of Regulation 23 (1) of the SEBI (SAST) Regulations, if the aforesaid approvals are not satisfactorily complied with or any of the statutory approvals are refused, Acquirers along with the PAC have a right to withdraw the Offer. In the event of withdrawal, Acquirers along with the PAC (through the Manager), shall within 2 Working Days of such withdrawal, make an announcement stating the grounds for the withdrawal in accordance with Regulation 32 (2) of the SEBI (SAST) Regulations, in the same Newspapers in which the Detailed Public Statement was published, and such announcement will also be sent to SEBI, BSE Limited, and the Target Company at its registered office.

  By agreeing to participate in this Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident individuals, Overseas Corporate Bodies, and Foreign Portfolio Investors) give the Acquirers and the PAC, the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reporting, if required, including Form FC-TRS, if necessary and undertake to provide assistance to the Acquirers for such regulatory filings, if required by the Acquirers.
- Acquirers

#### TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date	
Date of issue of the Public Announcement	Tuesday, October 29, 2024	
Date for publication of Detailed Public Statement in the newspapers	Tuesday, November 05, 2024	
Last date for publication of Detailed Public Statement in the newspapers	Wednesday, November 06, 2024	
Last date for filing of the Draft Letter of Offer with SEBI	Tuesday, November 12, 2024	
Last date for public announcement for a Competing Offer	Wednesday, November 27, 2024	
Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Wednesday, December 04, 2024	
Identified Date*	Friday, December 06, 2024	
Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Friday, December 13, 2024	
ast Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders	Wednesday, December 18, 2024	
Last date for upward revision of the Offer price/ Offer size	Thursday, December 19, 2024	
Last date of publication of the Offer opening public announcement, announcing the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers in which this Detailed Public Statement has been published	Thursday, December 19, 2024	
Date of commencement of Tendering Period ('Offer Opening Date')	Friday, December 20, 2024	
Date of expiry of Tendering Period ('Offer Closing Date')	Friday, January 03, 2024	
Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer	Friday, January 17, 2024	

reentitied Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offe would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time during the Tendering Period.

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Note: The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) at are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions so ut above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulation.

#### PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER
  The Open Offer will be implemented by the Acquirers along with the PAC through the Stock Exchange Mechanism made
  available by the BSE Limited in the form of a separate window (Acquisition Window), in accordance with SEBI (SAST)
  Regulations and the SEBI Circular CIRCFD/POLICY/CELL1/12015 dated April 13, 2015, as amended from time to time,
  and with the SEBI Lircular CIRCFD/POLICY/CELL1/12015 dated April 13, 2015, as amended from time to time and
  SEBI Circular SEBIH/OCFD/D DCR-II/CIRCP/2021/6131 dated December 9, 2016, as amended from time to time and
  SEBI Circular SEBIH/OCFD/D DCR-II/CIRCP/2021/6154 dated August 13, 2021 and SEBI master circular SEBIH/OCFD/D
  POD-II/P/ CIRC/2023/31 dated February 16, 2023, as amended from time to time and notices/guidelines issued by BSE
  and the Clearing Corporation in relation to the mechanism/process for the acquisition of shares through the stock exchange
  pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time
  (Acquisition Window Circulars). The facility for acquisition of Equity Shares through the stock exchange mechanism
  pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.
  As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03,
  2018, bearing reference number 'PR 49/2018', requests for transfer of securities shall not be processed unless the securities
  are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with SEBI
  bearing reference number 'SEBI/HO/CFD/CMD1/CIRP/P/2020/144 dated July 31, 2020; shareholders holding securities in
  physical form are allowed to lender shares in an open offer. Such tendering shall be as per the provisions of the SEBI
  (SAST) Regulations. Accordingly, Public Shareholders holding flequity Shares in physical form as well are eligible to tender
  their Equity Shares in this Offer a
- their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.

  All Public Shareholders, registered or unregistered, holding the Equity Shares in dematerialized form or holding locked-in Equity Shares are eligible to participate in this Offer at any time during the period from the Offer Opening Date and Offer Closing Date before the closure of the Tendering Period. All Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. The accidental omission to send the Letter of Offer on any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE Limited in the form of a separate window as provided under the SEBI (SAST) Regulations read with Acquisition Window
- Circulars.

  BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Offer. The Acquisitio Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker car enter orders for dematerialized Equity Shares. Before placing the bid, the concerned Public Shareholder/Selling Broke would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The Acquirers and the PAC have appointed Allwin Securities Limited as the registered broker (Buying Broker) for the Open Offer, through whom the punchases and the settlement of the Offer shall be made. The contact details of the Buying Broker are as mentioned below.

Name	Nikunj Stock Brokers Limited	
Address	Iress A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007	
Contact Number	ber +91-011-47030017 -18	
E-mail Address	complianceofficer@nikunjonline.com	
Contact Person	act Person Mr. Pramod Kumar Sultania	

- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respectiv stockbrokers (Selling Brokers') within the normal trading hours of the secondary market, during the Tendering Period.
- The cumulative quantity tendered shall be displayed on Designated Stock Exchange's website accessible at www.bseindia.com throughout the trading session at specific intervals by Designated Stock Exchange during the Tendering
- Equity Shares should not be submitted / tendered to the Manager, the Acquirers, or the Target Compan THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE
- LETTER OF OFFER THAT WOULD BE MAILED OR COURIERED TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE. KINDLY READ IT CAREFULLY BEFORE TENDERING THE EQUITY SHARES IN THIS OFFER, EQUITY SHARES ONCE TENDERED IN THE OFFER CANNOT BE WITHDRAWN BY THE PUBLIC SHAREHOLDERS.

### OTHER INFORMATION

- The Acquirers along with the PAC accept full and final responsibility for the information contained in the Public Announcemer and this Detailed Public Statement and for their obligations as laid down in SEBI (SAST) Regulations. All informatio pertaining to the Target Company has been obtained from publicly available sources, and the accuracy thereof has no been independently verified by the Manager.
- The Acquirers, and the Manager to the Open Offer do not accept any responsibility with respect to such information relating to the Target Company, and the Selling Promoter Shareholders.
- The Acquirers have appointed Regnum Capital Advisors Private Limited as the Registrar, with its office located at Office No. 2/1932, 5th Floor, Office Number 502, Takshashila Apartment, Majuragate, Surat 395002, India. The contact person, Mr. Nehal Chandrakan Rupawala, can be reached via telephone at +91-98241-99655 or by email at Impawala@yahou. Additionally, the contact person, Mrs. Ravji Abhishek Vakharia, can be contacted via telephone at +91-97122-76923 or by email at info@regnum.co.in. Both contact persons can be reached on working days (except Saturdays, Sundays, and all public holidays) during the Tendering Period. Further details are available on their website: www.regnumrta.co.in.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers along with the PAC have appointed Swar Shares and Securities Private Limited as the Manager.
- to hate a find decurred in material managers. In this betailed Public Statement, any discrepancy in any table between the total and sums of the amount listed is due rounding off and/or regrouping.
- In this Detailed Public Statement, all references to '₹' or 'Rs,' or 'INR' are references to the Indian Rupee(s).
- This Detailed Public Statement will be available and accessible on the website of the Manager at www.swarajshares.cx and is also expected to be available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com.
- The persons signing this Detailed Public Statement on behalf of the Acquirers along with the PAC have been duly and legally authorized to sign this Detailed Public Statement.

by the Manager to the Open Offer on Behalf of Acquirers and the PAC

# **SWARAJ**

SHARES A SECURITIES BY LTD. Swaraj Shares and Securities Private Limited Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400033, Maharashtra, India

Contact Person: Mr. Tanmov Baneriee/ Ms. Pankita Patel

Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com Investor grievance Email Address: investor.relations@swarajshares.com

Corporate Identification Number: U51101WB2000PTC092621

SEBI Registration Number: INM000012980 Validity: Permanent

On behalf of all the Acquirers and the PAC

Date: Monday, November 04, 2024

Mr. Vatsal Agarwaal (Acquirer 1)