



Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.
Landline No.: +91 22 3100 8500 • E-mail: investor@vaghantechnobuild.com • Website: www.vaghantechnobuild.com

Date: 23.07.2024

To,
Corporate Relationship department,
BSE Limited,
Dalal Street,
Mumbai – 400001
BSE CODE: 531676

Sirs,

Sub: Intimation under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) by **Vaghani Techno-Build** (“**Company**”).

Pursuant to Regulation 30 of the SEBI LODR Regulations, we wish to inform you that Kantilal Manilal Savla (“**Seller 1**”), Guntvanti Popatlal Gala (“**Seller 2**”), Kartik Popatlal Gala (“**Seller 3**”), Govind Jivrajbhai Vaghani (“**Seller 4**”), Meet Govind Vaghani (“**Seller 5**”) and Kirti Govind Vaghani (“**Seller 6**”) the promoters of the Company (collectively referred to as “**Sellers**”), Jatinkumar Tulsibhai Patel (“**Acquirer 1**”), Parth Tulsibhai Patel (“**Acquirer 2**”) and Arjinkumar Jagdishbhai Patel (“**Acquirer 3**”) are collectively referred as (“**Acquirers**”) and Company have entered into a Share Purchase Agreement dated 23rd July, 2024 (“**SPA**”) whereby the Acquirers have agreed to purchase 35,09,869 (Thirty Five Lakh Nine Thousand Eight Hundred and Sixty Nine) fully paid-up Equity Shares of face value of Rs. 10/- each, constituting 67.24 % of the fully diluted voting share capital of the Company, from the Sellers, at a price of Rs. 7.50/- (Rupees Seven Point Five Zero) per equity share (“**Proposed Transaction**”). The Company is also a party to the SPA and the execution of the same was authorised by its Board of Directors (“**Board**”) at their meeting held on 23rd July, 2024.

The Proposed Transaction is subject to certain conditions precedent in the SPA. Further, pursuant to execution of the SPA, the Acquirers are required to make an Open Offer to the public shareholders of the Company in terms of the applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI (SAST) Regulations, 2011**”). The disclosure in accordance with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“**SEBI Circular**”), are attached hereto as “**Annexure A**”.

The meeting commenced at 1:00 pm and concluded at 4:15 pm.

Kindly take the above information on record.

Yours sincerely,

For Vaghani Techno-Build Limited

Kantilal Manilal Savla
Director
DIN: 00403389



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ANNEXURE – A

DISCLOSURE IN ACCORDANCE WITH THE SEBI CIRCULAR

Sr. No.	Particulars	Description																																																																																				
1.	Name(s) of parties with whom the agreement is entered	The Share Purchase Agreement (“SPA”) dated 23 rd July, 2024 was entered into by/ between the following parties: 1. Kantilal Manilal Savla (“ Seller 1 ”), Gunvanti Popatlal Gala (“ Seller 2 ”), Kartik Popatlal Gala (“ Seller 3 ”), Govind Jivrajbhai Vaghani (“ Seller 4 ”), Meet Govind Vaghani (“ Seller 5 ”) and Kirti Govind Vaghani (“ Seller 6 ”) (Collectively referred to as “ Sellers ”) 2. Jatinkumar Tulsibhai Patel (“ Acquirer 1 ”), Parth Tulsibhai Patel (“ Acquirer 2 ”) and Arjinkumar Jagdishbhai Patel (“ Acquirer 3 ”) are collectively referred as (“ Acquirers ”) and 3. Vaghani Techno-Build Limited (“ Company ”)																																																																																				
2.	Purpose of entering into the agreement	To sell 35,09,869 (Thirty-Five Lakh Nine Thousand Eight Hundred and Sixty Nine) equity shares held by the Sellers, representing 67.24 % of the paid-up and voting equity share capital of the company, to the Acquirers, pursuant to SPA (“SPA”)																																																																																				
3.	Shareholding, if any, in the entity with whom the agreement is executed	<p>Shareholding of the Sellers prior to the SPA Transaction:</p> <table border="1"> <thead> <tr> <th rowspan="3">Sr. No.</th> <th rowspan="3">Name</th> <th rowspan="3">Part of Promoter / Promoter Group</th> <th colspan="4">Details of shares/voting rights held by the Seller</th> </tr> <tr> <th colspan="2">Pre SPA Transaction</th> <th colspan="2">Post SPA Transaction</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Govind Jivrajbhai Vaghani</td> <td>Promoter</td> <td>15,95,743</td> <td>30.57</td> <td>-</td> <td>-</td> </tr> <tr> <td>2</td> <td>Kantilal Manilal Savla</td> <td>Promoter</td> <td>5,74,849</td> <td>11.01</td> <td>-</td> <td>-</td> </tr> <tr> <td>3</td> <td>Gunvanti Popatlal Gala</td> <td>Promoter</td> <td>4,89,380</td> <td>9.38</td> <td>-</td> <td>-</td> </tr> <tr> <td>4</td> <td>Kartik Popatlal Gala</td> <td>Promoter</td> <td>4,89,380</td> <td>9.38</td> <td>-</td> <td>-</td> </tr> <tr> <td>5</td> <td>Meet Govind Vaghani</td> <td>Promoter</td> <td>2,42,400</td> <td>4.64</td> <td>-</td> <td>-</td> </tr> <tr> <td>6</td> <td>Kirti Govind Vaghani</td> <td>Promoter</td> <td>1,18,117</td> <td>2.26</td> <td>-</td> <td>-</td> </tr> <tr> <td colspan="3">Total</td> <td>35,09,869</td> <td>67.24</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table> <p>Shareholding of the Acquirers post the SPA Transaction:</p> <table border="1"> <thead> <tr> <th rowspan="3">Sr. No.</th> <th rowspan="3">Name</th> <th colspan="4">Details of shares/voting rights held by the Seller</th> </tr> <tr> <th colspan="2">Pre SPA Transaction</th> <th colspan="2">Post SPA Transaction</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Jatinkumar Tulsibhai Patel</td> <td>-</td> <td>-</td> <td>12,27,161</td> <td>23.51</td> </tr> </tbody> </table>	Sr. No.	Name	Part of Promoter / Promoter Group	Details of shares/voting rights held by the Seller				Pre SPA Transaction		Post SPA Transaction		No. of Shares	%	No. of Shares	%	1	Govind Jivrajbhai Vaghani	Promoter	15,95,743	30.57	-	-	2	Kantilal Manilal Savla	Promoter	5,74,849	11.01	-	-	3	Gunvanti Popatlal Gala	Promoter	4,89,380	9.38	-	-	4	Kartik Popatlal Gala	Promoter	4,89,380	9.38	-	-	5	Meet Govind Vaghani	Promoter	2,42,400	4.64	-	-	6	Kirti Govind Vaghani	Promoter	1,18,117	2.26	-	-	Total			35,09,869	67.24	Nil	Nil	Sr. No.	Name	Details of shares/voting rights held by the Seller				Pre SPA Transaction		Post SPA Transaction		No. of Shares	%	No. of Shares	%	1	Jatinkumar Tulsibhai Patel	-	-	12,27,161	23.51
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		2	Parth Tulsibhai Patel	-	-	12,27,161	23.51
		3	Arjunker Jagdishbhai Patel	2,08,800	4	12,64,347	24.22
		Total		2,08,800	4	37,18,669	71.24
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, subscription in case of issuance of Shares, right to restrict any change in capital structure etc.	<p>1. The Acquirers are acquiring equity shares representing more than 25% of the equity share capital of the Company, pursuant to the execution of the SPA. The Acquirers are required to make a public offer ("Open Offer") in accordance with the SEBI (SAST) Regulations, 2011, as in effect, upon the Securities and Exchange Board of India ("SEBI") clearance of the Acquirers' Draft Letter of Offer and the other statutory approvals, other applicable legislation, statute, rules, regulations or law;</p> <p>2. The Company is required to hold a meeting of its board of directors ("Board") to transact the following business: (i) Approve the appointment of directors nominated by the Acquirers on the Board of the Company; (ii) Resignation of the directors of the Company appointed by the Sellers;</p> <p>3. The Acquirers shall co-operate to comply with all requirements relating to reclassification of the Sellers as the non-promoters of the Company as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the acquisition of the equity shares of the Company under the SPA.</p>					
5.	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship.	<p>Sellers: The Sellers are the promoters of the Company. Acquirers: The Acquirers are not related to the current promoters/ promoter group/group companies of the Company.</p>					
6.	Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length"	The SPA transaction would not be considered as related party transaction.					
7.	In case of issuance of shares to the parties, details of issue price, class of share issued	Not applicable					
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out	<p>On the completion date (as defined in the SPA):</p> <p>1. Resignation of the directors of the Company appointed by the Sellers and the Board shall be reconstituted with such directors as may be nominated by the Acquirers.</p>					



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	of such agreements, etc.	
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. name of parties to the agreement b. nature of the agreement c. date of execution of the agreement d. details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable