

March 24, 2023

To,
Corporate Relations Department
BSE Limited
P. J. Towers, Dalal Street
Mumbai- 400 001

Dear Sir/Madam,

Ref.: Diggi Multitrade Limited (Script Code: 540811)

Sub.: Open offer by Mr. Samarth Prabhudas Ramanuj (“Acquirer 1”) and Mr. Raja Lachhmandas Utwani (“Acquirer 2”) (Acquirer 1 and Acquirer 2 are collectively referred as to “Acquirers”) alongwith persons acting in concert with the Acquirers viz. Ms. Shruti Ramanuj (“PAC 1”), Mr. Lachhman Ghanshamdas Utwani (“PAC 2”), Ms. Meena Lachhmandas Utwani (“PAC 3”), Ms. Veena Lachhmandas Utwani (“PAC 4”) and Haxco Invest Private Limited (“PAC 5”) (PAC 1, PAC 2, PAC 3, PAC 4 and PAC 5 are collectively referred as to “PACs”), to the public shareholders of Diggi Multitrade Limited (“Target Company”) for acquisition of 25,20,000 equity shares of face value of Rs. 10/- each at a price of Rs. 19/- per fully paid-up equity share pursuant to Regulations 3(1), 4 and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amendment (“SEBI (SAST) Regulations, 2011”) (“Offer” / “Open Offer”).

We have been appointed as Manager to the Offer by the Acquirers alongwith the PACs for the captioned Open Offer made to the public shareholders of Target Company.

The Open Offer is being made in terms of Regulations 3(1), 4 and other applicable provisions of the SEBI (SAST) Regulations, 2011.

As the equity shares of the Target Company are listed on your Stock Exchange, in terms of Regulation 14(1) of the SEBI (SAST) Regulations, 2011, we enclose herewith the following for your information and record.

- a) Hard Copy of the Public Announcement
- b) Soft copy of Public Announcement on a compact disc in pdf format

Further you are requested to disseminate this information of Public Announcement to the public.

Thanking you,
For Expert Global Consultants Private Limited
(SEBI REGN. NO. MB/IN/M000012874)


Gaurav Jain
Director

DIN: 03077527

Encl.: As Above

March 24, 2023



Expert Global Consultants Private Limited

1511, RG Trade Tower, Netaji Subhash Place, Pitampura, Delhi-110034 (INDIA)

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**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
DIGGI MULTITRADE LIMITED UNDER REGULATION 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) AND OTHER APPLICABLE
REGULATIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF**

OPEN OFFER FOR ACQUISITION OF UP TO 25,20,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH REPRESENTING 26.04% OF THE VOTING SHARE CAPITAL FROM PUBLIC SHAREHOLDERS OF DIGGI MULTITRADE LIMITED (“DML” OR “TARGET COMPANY”), BY MR. SAMARTH PRABHUDAS RAMANUJ (“ACQUIRER 1”) AND MR. RAJA LACHHMANDAS UTWANI (“ACQUIRER 2”) (ACQUIRER 1 AND ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS “ACQUIRERS”) TOGETHER WITH MS. SHRUTI RAMANUJ (“PAC 1”), MR. LACHHMAN GHANSHAMDAS UTWANI (“PAC 2”), MS. MEENA LACHHMANDAS UTWANI (“PAC 3”), MS. VEENA LACHHMANDAS UTWANI (“PAC 4”) AND HAXCO INVEST PRIVATE LIMITED (“PAC 5”) (PAC 1, PAC 2, PAC 3, PAC 4 AND PAC 5 HEREINAFTER COLLECTIVELY REFERRED TO AS “PACS”) AT A PRICE OF RS. 19/- (RUPEES NINETEEN ONLY) PER EQUITY SHARE PURSUANT TO AND IN COMPLIANCE WITH THE REGULATIONS 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST) REGULATIONS, 2011”) (“OFFER” OR “OPEN OFFER”).

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by Expert Global Consultants Private Limited, the manager to the Open Offer (“**Manager to the Open Offer**” or “**Manager**”), for and on behalf of the Acquirers and PACs, to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4, read with Regulations 13, 14 and 15(1), and other applicable regulations of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (“**SEBI (SAST) Regulations, 2011**”).

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

- a) “**Acquirers**” shall mean Mr. Samarth Prabhudas Ramanuj (“**Acquirer 1**”) and Mr. Raja Lachhmandas Utwani (“**Acquirer 2**”) (Acquirer 1 and Acquirer 2 are hereinafter collectively referred to as “**Acquirers**”);
- b) “**Equity Shares**” shall mean fully paid-up equity shares of the Target Company of face value ₹ 10/- (Rupees Ten Only) each;
- c) “**PACs**” shall mean Ms. Shruti Ramanuj (“**PAC 1**”), Mr. Lachhman Ghanshamdas Utwani (“**PAC 2**”), Ms. Meena Lachhmandas Utwani (“**PAC 3**”), Ms. Veena Lachhmandas Utwani (“**PAC 4**”) and Haxco Invest Private Limited (“**PAC 5**”) (PAC 1, PAC 2, PAC 3, PAC 4 and PAC 5 are hereinafter collectively referred to as “**PACs**”);
- d) “**Paid-up Equity Share Capital**” shall mean ₹ 9,67,75,000/- (Rupees Nine Crore Sixty-Seven Lakh Seventy-Five Thousand Only) divided into 96,77,500 (Ninety-Six Lakh Seventy-Seven Thousand Five Hundred) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each;
- e) “**Promoter Sellers**” shall mean Dr. Pradeep J Naidu (“**Seller 1**”), Dr. Sangeeta Naidu (“**Seller 2**”) and Mr. Siddhant Pradeep (“**Seller 3**”) (Seller 1, Seller 2 and Seller 3 are hereinafter collectively referred to as “**Promoter Sellers**”);
- f) “**Public Shareholders**” shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except (i) the Acquirers, (ii) the PACs, (iii) the parties to the underlying SPA and (iv) persons deemed to be acting in concert with the persons set out in (i), (ii) and (iii), pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;
- g) “**SEBI**” shall mean the Securities and Exchange Board of India;
- h) “**SPA**” shall mean the share purchase agreement dated March 24, 2023 between the Acquirers and the Promoter Sellers, wherein the Acquirers propose to acquire 31,65,000 (Thirty-One Lakh Sixty-Five Thousand) Equity Shares representing 32.70% of Paid-up Equity Share Capital of the Target Company, at a price of ₹ 10/- (Rupees Ten only) per Equity Share of the Target Company;
- i) “**Stock Exchange**” shall mean the BSE Limited (“**BSE**”);
- j) “**Tendering Period**” has the meaning ascribed to it under the SEBI (SAST) Regulations, 2011;

- k) **“Voting Share Capital”** shall mean the total equity share capital of the Target Company as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer *i.e* ₹ 9,67,75,000/- (Rupees Nine Crore Sixty-Seven Lakh Seventy-Five Thousand Only) divided into 96,77,500 (Ninety-Six Lakh Seventy-Seven Thousand Five Hundreds) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each; and
- l) **“Working Day”** shall mean any working day of SEBI.

1. **OFFER DETAILS**

- a. **Offer Size:** The Acquirers and the PACs hereby make this Offer to the Public Shareholders to acquire upto 25,20,000 (Twenty Five Lakh Twenty Thousand) Equity Shares (**“Equity Shares”**) representing 26.04% of the Voting Share Capital of the Target Company, subject to the terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement (**“DPS”**) and the letter of offer (**“LOF”**) that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.
- b. **Offer Price:** The Offer Price is being made at a price of ₹ 19/- (Rupees Nineteen only) per Equity Share (**“Offer Price”**) which has been determined in accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be ₹ 4,78,80,000/- (Rupees Four Crore Seventy-Eight Lakh Eighty Thousand only).
- c. **Mode of Payment:** The Offer Price is payable in cash by the Acquirers and PACs, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- d. **Type of Offer:** This Offer is triggered offer made by the Acquirers and the PACs in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. This Offer is not subject to any minimum level of acceptance.

Preceding the date of this public announcement the Acquirers alongwith the PACs hold 11,40,000 Equity Shares representing 11.78% of Paid-up Equity Share Capital of the Target Company.

This Open Offer is being made pursuant to the execution of the share purchase agreement dated March 24, 2023 (**“SPA”**) between the Acquirers and the Promoter Sellers wherein the Acquirers propose to acquire 31,65,000 (Thirty-One Lakh Sixty-Five Thousand) Equity Shares representing 32.70% of Paid-up Equity Share Capital of the Target Company, at a price of ₹ 10/- (Rupees Ten only) per Equity Share of the Target Company. Pursuant to the SPA the shareholding of the Acquirers alongwith the PACs shall increase to more than 25% of Paid-up Equity Share Capital of the Target Company alongwith the acquisition of control of the Target Company. Accordingly, this mandatory Offer is being made by the Acquirers and PACs, in compliance with Regulations 3(1) and 4 and other applicable provisions of the SEBI (SAST) Regulations, 2011.

2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)**

Details of Underlying Transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital			
Direct	Share Purchase Agreement dated March 24, 2023	31,65,000	32.70%	₹ 3.165 Crore	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

3. **DETAILS OF THE ACQUIRERS AND PACS**

Particulars	Name of Acquirers / PACs	Address	Name of persons in control/ promoters of Acquirers / PACs	Name of the Group, if any, to which the Acquirers / PACs belong to	Pre-Transaction shareholding		Proposed shareholding after the acquisition of shares which triggered the Open Offer		Any other interest in the Target Company
					No. of Equity Shares	% of total equity / voting capital	No. of Equity Shares	% of total equity / voting capital	
Acquirer 1	Mr. Samarth Prabhudas Ramanuj	72, Vandematram Township, Near Gota Crossing, Gota, Daskroi, Ahmedabad, Chandlodia, Gujarat - 382481	NA	NA	50,000	0.52%	16,32,500	16.87%	NA
Acquirer 2	Mr. Raja Lachhman das Utwani	L, 4, Kamla Co. Operative Housing Society, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	NA	NA	Nil	NA	15,82,500	16.35%	NA
PAC 1	Ms. Shruti Ramanuj	72, Vandematram Township, Near Vishwakarma Temple, Gota, Ahmedabad, Gujarat - 382481	NA	NA	1,10,000	1.14%	1,10,000	1.14%	NA

Particulars	Name of Acquirers / PACs	Address	Name of persons in control/ promoters of Acquirers / PACs	Name of the Group, if any, to which the Acquirers / PACs belong to	Pre-Transaction shareholding		Proposed shareholding after the acquisition of shares which triggered the Open Offer		Any other interest in the Target Company
					No. of Equity Shares	% of total equity / voting capital	No. of Equity Shares	% of total equity / voting capital	
PAC 2	Mr. Lachhman Ghansham das Utwani	4, Kamla Co. Oparative Housing Society, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	NA	NA	3,40,000	3.51%	3,40,000	3.51%	NA
PAC 3	Ms. Meena Lachhman das Utwani	4, Kamla Co. Oparative Housing Society, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	NA	NA	90,000	0.93%	90,000	0.93%	NA
PAC 4	Ms. Veena Lachhman das Utwani	4, Kamla Co. Oparative Housing Society, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	NA	NA	2,10,000	2.17%	2,10,000	2.17%	NA
PAC 5	Haxco Invest Private Limited	72, Vandematram Township, Near Railway Crossing, Opp. Vikram Plaza, Gota, Ahmedabad, Gujarat - 382481	Mr. Samarth Prabhudas Ramanuj and Ms. Shruti Ramanuj	NA	3,40,000	3.51%	3,40,000	3.51%	NA
Total	7	--	--	--	11,40,000	11.78%	43,05,000	44.48%	NA

4. **DETAILS OF SELLING SHAREHOLDERS:**

Name	Part of Promoter group	Details of shares / voting rights held by the Promoter Sellers			
		Pre Transaction		Post Transaction	
		No. of Equity Shares	% of total equity / voting capital	No. of Equity Shares	% of total equity / voting capital
Dr. Pradeepkumartana Naidu (“Seller 1”)	Yes	16,27,500	16.82%	Nil	NA
Dr. Sangeeta Naidu (“Seller 2”)	Yes	14,77,500	15.27%	Nil	NA
Mr. Siddhant Pradeep (“Seller 3”)	Yes	60,000	0.62%	Nil	NA
Total		31,65,000	32.70%	--	--

Post the completion of all Open Offer formalities the Promoter Sellers will be reclassified under public category as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. **TARGET COMPANY**

Name of the Target Company : Diggi Multitrade Limited (CIN: L65900MH2010PLC210471);
Registered Office : D-106, Crystal Plaza, Opp. Infiniti Mall, Andheri West, Mumbai, Maharashtra - 400 053, India;
Email id : diggimultitradeltd@gmail.com

The Target Company is listed on SME platform of BSE Limited (Scrip Code: 540811). The ISIN of Equity Share of the Target Company is INE158R01012.

6. **OTHER DETAILS**

- 6.1. All the details of the Open Offer would be published in the newspapers vide a detailed public statement within five (5) working days of this PA on or before April 3, 2023 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- 6.2. The Acquirers alongwith the PACs and the directors of PAC 5 accept full responsibility for the information contained in this PA. The Acquirers and PACs and the directors of PAC 5 undertake that they are aware of and will comply with their obligations as laid down in the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations, 2011.
- 6.3. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.5. All the information pertaining to the Target Company contained in this Public Announcement has been obtained from publicly available sources or from the Target Company.
- 6.6. In this Public Announcement, all references to “₹” are references to Indian Rupees.

6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer



Expert Global Consultants Private Limited

1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110 034, India;

[Company Identification Number: U74110DL2010PTC205995]

Tel No.: +91 11 4509 8234; **Email Id:** openoffers@expertglobal.in; **Website:** www.expertglobal.in;

Investor Grievance: compliance@expertglobal.in;

SEBI Registration Number: MB/INM000012874; **Validity:** Permanent;

Contact Person: Mr. Gaurav Jain

For and on behalf of Acquirers and PACs

Sd/- <u>Samarth Prabhudas Ramanuj</u>	Sd/- <u>Raja Lachhmandas Utwani</u>
Sd/- <u>Shruti Ramanuj</u>	Sd/- <u>Lachhman Ghanshamdas Utwani</u>
Sd/- <u>Meena Lachhmandas Utwani</u>	Sd/- <u>Veena Lachhmandas Utwani</u>
For Haxco Invest Private Limited Sd/- Authorised Signatory	

Place: Ahmedabad

Date: March 24, 2023