

# ADITYA AGARWAL

Address: 223 Jagriti Enclave, Delhi-110092

Date: 26-12-2022

The Managing Director  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir,

**Subject: Notice of Offer for Sale (OFS) of 544,095 Equity Shares ("Shares") of Rs. 10/- each of Narayani Steels Limited (Scrip Code: 540080) by Promoters / Promoter Group namely Mr. Aditya Agarwal through the Stock Exchange Mechanism (the "OFS Notice")**

Pursuant to Clause 5(b) of the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circulars nos. CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/31/2014 dated December 1 2014, CIR/MRD/DP/12/2015 dated June 26, 2015 and CIR/MRD/DP/36/2016 dated February 15, 2016 ("**SEBI OFS Circulars**") issued by Securities Exchange Board of India (SEBI) pertaining to comprehensive guidelines on offer for sale through stock exchange mechanism, we wish to inform you that **Mr. Aditya Agarwal**, a part of the promoter group of **Narayani Steels Limited** (the "**Company**"), being the selling promoter member proposes to sell **544,095** equity shares of face value of Rs.10/- each representing **4.99%** of the share capital of the Company on **Day of OFS** through a sale on the separate window provided by BSE Limited in accordance with (i) SEBI OFS Circular (ii) Notice No. 20120727-26 dated July 27, 2012, Notice No. 20130129-23 dated January 29, 2013, Notice No. 20140902-33 dated September 2, 2014, Notice no. 20150122-30 dated January 22, 2015 and Notice No. 20150702-28 dated July 2, 2015 issued by BSE Limited (the "**Sale**").

The information required to be announced under Clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety along with the SEBI OFS Circulars.

Name of the seller (promoter/promoter group)	Mr. Aditya Agarwal
Name of the Company whose shares are proposed to be sold and ISIN	Narayani Steels Limited (the "Company") ISIN : INE715T01023
Name of the Stock Exchange where orders shall be placed	BSE Limited, Mumbai
Designated Stock Exchange	Not Applicable. The Sale shall be undertaken only through the trading platform provided by the BSE only.
Designated Clearing Exchange	BSE Limited, Mumbai

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<b>Date and time of the opening and closing of the Sale</b>	<p>For Non-Retail Investors: <b>27-12-2022</b> ("T")</p> <p>The Sale shall take place on a separate window of the Stock Exchanges on T day, commencing at 9:15 a.m. and shall close at 3:30 p.m. on the same date. On the T+1 day, Non-Retail Investors may indicate their willingness to carry forward their bids to T+1 day (defined below).</p> <p><b>Please note that only Non-Retail Investors shall be allowed to place their bids on T day, i.e. 27-12-2022.</b></p> <p>For Retail Investors (defined below) and for Non-Retail Investors who choose to carry forward their bids: <b>28-12-2022</b> ("T+1")</p> <p>The Sale shall continue to take place on a separate window of the Stock Exchanges on T+1 day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard Time) on the same date.</p> <p>Please note that only Retail Investors shall be allowed to place their bids only on the T+1 day. Further, those Non-Retail investors who have placed their bids on T day and have chosen to carry forward their bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the SEBI OFS Circulars.</p> <p>(T day and T+1 day, collectively referred to as, "Sale Dates")</p>
<b>Allocation Methodology</b>	<p>The allocation shall be on the proportionate method basis at a single clearing prices basis in accordance with the SEBI OFS Circulars.</p> <p><b>Retail Category</b></p> <p>10% of the Sale size shall be reserved for Retail Investors subject to the receipt of valid bids (the "Retail Category"). The Stock Exchange will decide the quantity of shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the shares reserved for Retail Investors shall be allotted to the investors in the Non-Retail Category choosing to carry forward their bids on T+1 day and who have not been allotted shares on T day. However, such investors are required to indicate their willingness to carry forward their bids on T+1 day.</p> <p>No single bidder other than mutual funds registered with the Securities and Exchange Board of India under the SEBI (Mutual Funds) Regulations, 1996 and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and</p>

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Development Authority Act, 1999 shall be allocated more than 25% of the sale shares being offered in the Sale.

## **Non – Retail Category**

Non-Retail Investors shall have an option to carry forward their bids from T day to T+1 day. Non-Retail Investor choosing to carry forward their bids to T+1 day are required to indicate their willingness to carry forward their bids. Further, such Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circulars.

## **Non Retail Category Allocation Methodology**

A minimum of 25% of the shares in the Sale shall be reserved for mutual funds registered with the Securities and Exchange Board of India under the SEBI (Mutual Funds) Regulations, 1996 and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, subject to receipt of valid bids/orders at or above the Floor Price and as per allocation methodology.

In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to the other bidders.

## **Retail Category Allocation Methodology**

1. Retail Investor shall mean individual investor who places bids for shares of total value of not more than Rs. 2,00,000/- (Rupees Two Lacs Only) aggregated across exchanges (“Retail Investor”).
2. 10% of the shares being offered in the sale shall be reserved for retail investors, subject to receipt of valid bids.
3. 5% discount is being offered to retail investors.
4. Retail Investors will have option to place their bid at “Cut-Off Price”. Cut-Off Price means the lowest price at which the Sale Shares are sold, as shall be determined based on all valid bids received in Non-Retail Category on T day.

Upon determining cut off price for the retail category, the Sale Shares reserved for such category shall be allocated to eligible bids of retail investors on proportionate price method at single clearing price in accordance with the SEBI OFS Circulars. Any unutilized portion shall be offered to non-retail category bidders. In case of excess demand in the retail category at the cut off price, allocation shall be done on a proportionate basis.

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	Any unsubscribed portion of the Retail Category shall, after allotment, be eligible for allocation in the Non-Retail Category to the un-allotted bidders on T day who choose to carry forward their bid on T+1 day- Such Non-Retail Investors, choosing to carry forward their bid to T+1 day, are required to indicate their willingness to carry forward their bid to T+1 day.
Number of Shares proposed to be sold by the Seller pursuant to the Sale	<b>5,44,095</b> (Five Lakhs Forty-four Thousand and Ninety-five) shares offered by the Seller (hereinafter referred to as the "Sale Shares").
Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale	Nil
Seller's Broker	<b>Name: JRK Stock Broking Private Limited</b> <b>Address:</b> Tobacco House, 1, Old Court House Corner, 3rd Floor, Room No.: 301, Kolkata- 700 001 <b>SEBI Reg No.:</b> INZ000194836 (NSE,BSE & MSEI) <b>Ph No.:</b> (033) 4017 4777 <b>Email Id:</b> info@jrkgroup.in <b>Website:</b> www.jrkgroup.in <b>Contact Person:</b> Mr. Birendra Kumar Jain
Designated clearing corporation	<b>Indian Clearing Corporation Limited</b>
Floor Price	The Floor Price for the Sale shall be <b>Rs.75/-</b> (Rupees <b>Seventy-Five</b> ) per share.
Retail Discount	<b>5%</b> discount is being offered to retail investors to the Cut-Off Price in accordance with the SEBI OFS Circulars. The final allocation price to retail investors may be below the Floor Price for the Sale.
Conditions for withdrawal or cancellation of the Sale	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale. In the event that valid orders are not placed for the entire number of Sale shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Sale to the extent of orders placed or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
Conditions for participating in the Sale	<ol style="list-style-type: none"><li>1. Non-institutional investors bidding in the non-retail category shall deposit 100% of the bid value in cash up- front with the clearing corporation at the time of placing bids for the Sale.</li><li>2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of</li></ol>

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the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions.

3. In respect of bids in the retail category, clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents, Pay-in and pay-out for retail bids shall take place as per applicable SEBI OFS Circulars.
4. The funds collected shall neither be utilized against any other obligation of the trading member nor commingled with other segments.
5. Individual retail investors shall have the option to bid in the retail category and the non-retail category. However, if the cumulative bid value by an individual investor across the retail and non-retail categories exceeds Rs. 2,00,000/- (Rupees Two Lakhs), the bids in the retail category will become ineligible. Further, if the cumulative bid value by an individual investor in the retail category across Stock Exchange exceeds Rs. 2,00,000/- (Rupees Two Lakh only), such bids shall be rejected.
6. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price.
7. Modification or cancellation of orders (a) Orders placed by institutional investors and by non-institutional investors, with 100% of the bid value deposited upfront: Such orders can be modified or cancelled any time during the trading hours; (b) Orders placed by institutional investors without depositing 100% of the bid value upfront: Such orders cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or quantity. In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation; (c) Bids carried forward by non-retail investors to T+1 day may be revised in accordance with the SEBI OFS Circulars.

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	<ol style="list-style-type: none"><li>8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchange, including Securities Transaction Tax (STT).</li><li>9. Multiple orders from a single bidder shall be permitted.</li><li>10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the investor Protection Fund of the Stock Exchange.</li><li>11. The equity shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to the incidence of breach of "Market wide index based circuit filter", the Offer shall also be halted.</li></ol>
<b>Settlement</b>	<ol style="list-style-type: none"><li>1. Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place On T+1 day in accordance with the SEBI OFS Circulars.</li><li>2. In the case of institutional investors who place bids without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+2 day).</li><li>3. For the bids received on T+1 day, from the Retail Category, the settlement shall take place on T+3 day.</li><li>4. For the bids received on T+1 day, from the un-allotted non-Retail investors who choose to carry forward their bid on T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day.</li><li>5. For the bids received on T+1 day, from the un-allotted non-Retail investors who choose to carry forward their bid on T+1 day without depositing 100% of the order value upfront, the settlement shall take place on T+3 day.</li></ol>

**Important Information**

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The Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "Bidder") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

The Sale is being carried out in accordance with the SEBI OFS Circulars and subject to the circulars, Rules and regulations issued by the Stock Exchanges from time to time. There will be no public offer of the Sale Shares in India under the Companies Act, 2013 (as notified and applicable) as amended from time to time ("**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act and/or Securities and Exchange Board of India ("**SEBI**") under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy to sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Sale.

This Notice or information contained herein is not for release, publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("**Securities Act**") and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Sale Shares will be offered outside the United States through offshore transactions in reliance upon Regulation S under the Securities Act. The purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety. (b) Accepted and complied with the terms and conditions set out in this

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Notice; and (c) represented, Agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and located outside the United States and purchasing such Sale Shares in reliance upon Regulation S.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (e) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulations.

Thanking you,  
Yours sincerely,



Aditya Agarwal