

### NAVIGANT CORPORATE ADVISORS LIMITED

Regd. Office: 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road,Andheri (East) Mumbai-400 059; Tel: +91-22- 4120 4837 / +91 22 4973 5078Email: navigant@navigantcorp.com; Website:www.navigantcorp.com (CIN: L67190MH2012PLC231304)

Date: 30.12.2024

To, The Manager Dept. of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001

## Sub: Detailed Public Statement to the shareholders of Jattashankar Industries Limited (BSE Code: 514318)

Dear Sir,

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Mr. Tarunkumar Gunvantlal Patel (Acquirer-1), Mr. Vedant Tarunbhai Patel (Acquirer-2), Mr. Vishal Prakashbhai Ashara (Acquirer-3), Mr. Keval Jayanti Khudai (Acquirer-4) and Mr. Nileshbhai Bhagvanji Bapodara (Acquirer-5) (Acquirer-1, Acquirer-2, Acquirer-3, Acquirer-4 and Acquirer-5 hereinafter collectively referred to as the "Acquirers") for acquiring up to 11,40,646 Equity Shares of Rs. 10/- each of Jattashankar Industries Limited ("Target Company") representing 26.00% of the fully paid -up equity and voting share capital of the Target Company at a price of Rs. 60/- per Share fully paid-up Equity Share ('Offer Price'), through Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations. The equity shares of the Target Company are listed on BSE Limited ("BSE").

As per Regulation 13 (4) & 14 (3) of SEBI (SAST) Regulations, 2011, the Detailed Public Statement (DPS) has been published on 30<sup>th</sup> December, 2024.

A copy of the DPS is attached herewith for your reference and records. We are also submitting herewith a Soft Copy of the same in PDF format. You are requested to upload the same on your website.

Thanks & Regards,

#### For Navigant Corporate Advisors Limited

Sarthak Vijlani Managing Director

# DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF **JATTASHANKAR INDUSTRIES LIMITED** ("JATTAINDUS"/ "JIL" / "TARGET COMPANY"/"TC")

(Corporate Identification No. L17110MH1988PLC048451)

Registered Office: 11, Parasrampuria Apartment, Film City Road Opp. Bank of India, Gokuldham, Goregaon (East), Mumbai, Maharashtra, India, 400063;

Phone No.: +91-22-28414262; Email id: jattashankarind@yahoo.com; Website: www.jsil.in

## CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF UPTO 11.40.646 (ELEVEN LACS FORTY THOUSAND SIX HUNDRED AND FORTY-SIX) Fully Paid-up equity shares of face value of RS. 10/- Each ("Equity Shares") constituting 26.00% of the Voting share capital of Jil, from the public shareholders of Jil by MR. Tarunkumar gunvantlal patel (ACQUIRER-1), MR. VEDANT TARUNBHAI PATEL (ACQUIRER-2), MR. VISHAL PRAKASHBHAI ASHARA (ACQUIRER-3), (RCQUIRER-1), WIN, VEDANT INFORMERIAL FALLE (RCQUIRER-2), WIN, VISIAL FRANSISTIAL ASTRACA (RCQUIRER-3), MR. KEVAL JAYANTI KHUDAI (ACQUIRER-4) AND MR. NILESHBHAI BHAGVANJI BAPODARA (ACQUIRER-5) (ACQUIRER-1, ACQUIRER-2, ACQUIRER-3, ACQUIRER-4 AND ACQUIRER-5 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS. 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This detailed public statement ("DPS") is being issued by M/s. Navigant Corporate Advisors Limited, the Manager to the Offer "Manager"), for and on behalf of the Acquirers, in compliance with Regulation 13 (4) and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011"), pursuant to the Public Announcement (PA) filed on December 20, 2024 with the BSE Limited, Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 3 (1), Regulation 4 read with regulation 15(1) and regulation 13 (1) of the SEBI (SAST) Regulation

#### Definitions

"Equity Shares" means the fully paid -up equity shares of the Target Company of face value of Rs.10/- (Rupees Ten Only) Each. "Offer" or "Open Offer" means the open offer for acquisition up to 11,40,646 (Eleven Lacs Forty Thousand Six Hundred and Forty-Six) Equity Shares, representing 26.00% of the Fully Paid-up Equity Share Capital.

"Offer Price" means Rs. 60.00/- (Rupees Sixty Only) Per Share.

"Public Shareholders" means Shareholders of Target Company other than Parties to the Agreement

"SPA" or "Agreement" has the meaning described to such term in Part II (Background of the Offer).

"Voting Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10<sup>th</sup>) working day from the closure of the tendering period of the Offer.

ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER:

#### (A) INFORMATION ABOUT ACQUIRERS:

#### Acquirer-1: Mr. Tarunkumar Gunvantlal Patel:

- 1. Mr. Tarunkumar Gunvantlal Patel S/o Mr. Gunvantlal Nathalal Patel, 51 years old, an Indian Resident, currently residing at Dipara, Darvaja, Shriji Deri Pase, Visnagar, Mahesana, Gujarat-384315, Tel, No. +91- 9727480004, Email: pateltarun971973@gmail.com; He is higher secondary passed by qualification from Gujarat Secondary Education Board, Gandhinagar, He has not changed / altered his name at any point of time.
- 2. Acquirer-1 do not have a passport of Republic of India and holds a Permanent Account Number (PAN) CGBPP3983N Acquirer-1 is having experience of over 5 years in the field of Technical and Mechanical Work and over 2 years in the field of Building Construction

#### Acquirer-1 does not belong to any group 3.

- CA Shreyans Shah (Membership No. 197248), Proprietor of Shreyans Shah & Co., Chartered Accountants (Firm Registration No. 153471W) having their office located at 59, Kantipark Society, Nr. K.K. Nagar Road, Ghatlodia, Ahmedabad, Gujarat - 380061; Tel: + 91-8866896737; Email: <u>shahshreyansh052@gmail.com</u>; vide certificate dated December 16, 2024 has certified that Net Worth of Acquirer-1 is Rs. 594.21 Lacs as on December 16, 2024. **(UDIN: 24197248BKBWFV8534)**
- 5. Acquirer-1 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 5,60,967 Equity Shares by way of Share Purchase Agreement ("SPA").
- As on the date of this DPS, Acquirer-1 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement.
- Acquirer-1 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### Acquirer -2: Mr. Vedant Tarunbhai Patel:

- Mr. Vedant Tarunbhai Patel S/o Mr. Tarunbhai Gunvantlal Patel, 23 years old, an Indian Resident, currently residing at Dipara, Darvaja, Shriji Deri Pase, Visnagar, Mahesana, Gujarat-384315. Tel. No. +91- 9979566649, Email: vedantpatel18701@gmail.com. He is higher secondary passed by qualification from Grafa Secondary & Higher Secondary Education Board, Gandhinagar. He has not changed / altered his name at any point of time.
- Acquirer-2 do not have a passport of Republic of India and holds a Permanent Account Number (PAN) FITPP2661A. Acquirer-2 is having experience of over 2 years in the field of Technical and Mechanical Work

Acquirer-2 does not belong to any group. 3

- CA Shreyans Shah (Membership No. 197248), Proprietor of Shreyans Shah & Co., Chartered Accountants (Firm Registration No. 153471W) having their office located at 59, Kantipark Society, Nr. K.K. Nagar Road, Ghatodia, Ahmedabad, Gujarat - 380061; Tel: +91-8866896737; Email: shahshreyansh052@gmail.com; vide certificate dated December 16, 2024 has certified that Net Worth of Acquirer-2 is Rs. 308.91 Lacs as on December 16, 2024. (UDIN: 24197248BKBWFW6106)
- Acquirer-2 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 5,00,000 Equity Shares by way of Share Purchase Agreement ("SPA"). As on the date of this DPS, Acquirer-2 does not have any interest in Target Company, save and except the proposed
- shareholding to be acquired in the Target Company pursuant to SPA / Agreement Acquirer-2 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial

titution or consortium, in terms of RBI master circular dated July 01, 2016.

#### Acquirer-3: Mr. Vishal Prakashbhai Ashara:

- Mr. Vishal Prakashbhai Ashara S/o Mr. Prakashbhai Ashara, 22 years old, an Indian Resident, currently residing at Muralidhar Park, Riddhi Siddhi Society, Behind Vacharadada Mandir, Porbandar-360575. Gujarat. Tel. No. +91-806451950, Email: <u>vishalashara3@qmail.com</u>; He is higher secondary passed by qualification from Gujarat Secondary & Higher Secondary Education Board, Gandhinagar. He has not changed / altered his name at any point of time. 6
- 2 Acquirer-3 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) DQVPA8415F. Acquirer-3 is having experience of over 1 year in the field of administrative manager.
- 3. Acquirer-3 does not belong to any group.
- CA Shreyans Shah (Membership No. 197248), Proprietor of Shreyans Shah & Co., Chartered Accountants (Firm Registration No. 153471W) having their office located at 59, Kantipark Society, Nr. K.K. Nagar Road, Ghatlodia, Ahmedabad, Gujarat 380061; Tel: + 91-8866896737; Email: <u>shahshreyansh052@gmail.com</u>; vide certificate dated December 18, 2024 has certified that Net Worth of Acquirer-3 is Rs. 240.39 Lacs as on December 18, 2024. (UDIN: 24197248BKBWFX9604) Acquirer-3 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 7,00,000 Equity Shares by way of Share Purchase Agreement ("SPA").
- 6. As on the date of this DPS, Acquirer-3 does not have any interest in Target Company, save and except the proposed
- shareholding to be acquired in the Target Company pursuant to SPA / Agreen Acquirer-3 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financia institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### Acquirer-4: Mr. Keval Jayanti Khudai:

- Keval Jayanti Khudai S/o Mr. Jayanti Pradhan Khudai, 29 years old, an Indian Resident, currently residing at Rajesh Krupa Street No-8, Juri Bag, Porbandar, Gujarat- 360575. Tel. No. +91- 9586360755, Email: kevalkhudaikjk@gmail.com; He holds degree of Diploma Engineering in Transportation Engineering from Gujarat Technological University, Ahme He has not changed / altered his name at any point of time.
- Acquirer-4 do not have a passport of Republic of India and holds a Permanent Account Number (PAN) EDPPK8100K. 2. Acquirer-4 is having experience of over 7 years in the field of Business Development and Sales as Manag 3
- Acquirer-4 does not belong to any group.
- CA Shreyans Shah (Membership No. 197248), Proprietor of Shreyans Shah & Co., Chartered Accountants (Firm Registration No. 153471W) having their office located at 59, Kantipark Society, Nr. K.K. Nagar Road, Ghatlodia, Ahmedabad,

- (D) INFORMATION ABOUT THE TARGET COMPANY:
  - Jattashankar Industries Limited ("JIL" / "Target Company") was originally incorporated on 11" August, 1988 with the Registrar of Companies, Maharashtra, Mumbai as Jatta Poly-yarn Private Limited. On 4" March, 1993 the Company received fresh certificate of Incorporation on conversion of Company into public Limited Company and the name of the Company was changed to Jatta Poly-yarn Limited. On 6<sup>th</sup> April, 2000 the name of the Company was changed to Jatta Industries Limited and on 18th April, 2002 the name of the Company was again changed from Jatta Industries Limited to its esent name Jattashankar Industries Limited. The corporate identification number (CIN) of the Target Company is L17110MH1988PLC048451. The Registered office of JIL is presently situated at 11, Parasrampuria Apartment, Film City Road Opp. Bank of India, Gokuldham, Goregaon (East), Mumbai, Maharashtra, India, 400063; Phone No.: +91-22-28414262; Website: www.jsil.in; Email id: jattashankarind@yahoo.com.
  - The Authorized Capital of JIL is Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) divided into 1,05,00,000, (One Crore Five Lacs) Equity Shares of Face Value of Rs. 10/- each. The Issued. Subscribed and Paid-up capital of JIL is Rs 4,38,71,000 (Rupees Four Crores Thirty Eight Lacs Seventy One Thousand Only) divided into 43,87,100 (Forty-Three Lacs Eight Seven Thousand and One Hundred) Equity Shares of Face Value of Rs. 10/- each. JIL has established its connectivity with both the National Securities Depository Limited and Central Depository Services (India) Limited. The ISIN of JIL is INE722N01014.
  - The Company is currently engaged in the business of manufacturing and selling of Grey and covered Yarn
  - As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations. The entire present and paid -up Equity Shares of the Target Company is currently listed on BSE Limited
  - The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 514318 and JATTAINDUS 6. respectively. The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations
    - The Company has complied with the requirements of the Listing Agreement with BSE and as on date no penal action has been initiated by the BSE.
  - 8. Financial Information of JIL for the half year ended September, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 are as unde

Particulars	Half year ended 30.09.2024 (Unaudited)	Year ended 31.03.2024 (Audited)	Year ended 31.03.2023 (Audited)	Year ended 31.03.2022 (Audited)		
Total Revenue	881.38	1722.08	1633.19	2005.40		
Net Income i.e. Profit/(loss) after tax	(46.63)	382.29	52.51	90.83		
EPS	(1.06)	8.71	1.20	2.07		
Net worth /Shareholders' Funds	1916.37	1963.00	1580.71	1528.20		
9. As on the date of PA and DPS, the composition of Board of Directors of Target Company is as follows:						

Name	Designation	DIN	Date of appointment in Target Company	
Mr. Jatta Shankar Poddar	Managing Director	00335747	01/10/2014	
Mr. Sharad Poddar	Executive Director	00335806	01/10/2014	
Mr. Ankur Sharad Poddar	Director	03102299	14/08/2018	
Ms. Richa Sushil Choudhary	Non-Executive - Independent Director	07218765	09/08/2021	
Mrs. Mayuri Suresh Asawa	Non-Executive Independent Director	10723949	20/08/2024	
Mrs. Ruchika Kabra	Non-Executive Independent Director	10713074	20/08/2024	

(E) DETAILS OF THE OFFER:

4

8.

4

- The Acquirers has made the Offer in accordance with the Regulation 3(1) and 4 of the Takeover Regulations vide the PA dated December 20, 2024 to all the public shareholders of the Target Company for the acquisition of up to 11,40,646 (Eleven Lacs Forty Six Thousand Six Hundred Forty Six) Equity Shares ("Open Offer Shares") of the face value of Rs. 10/ach representing 26.00% of the Fully Paid -up Equity Share Capital of the Target Company at the "Offer Price" of Rs 60.00/- (Rupees Sixty Only) per Equity Share payable in "Cash" and subject to the terms and conditions set out in the DPS and the Letter of Offer ("LOF")
- 2. The Offer is being made to all the Shareholders of the Target Company except the Acquirers, the Sellers and existing promoter. The Equity Shares of the Target Company under the Offer will be acquired by Acquirers as fully paid-up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- 3. The Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeove Regulations nor it is a competing offer in terms of Regulation 20 of the Takeover Regulations. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company. Also, there is no differential pricing in this Offer as all the Equity Shares of the Target Company are fully paid-up.
- The Offer (assuming full acceptance to the Offer Size) will result in the minimum public shareholding (MPS) to fall below 25% of Equity & Voting Share Capital of the Target Company in terms of Regulation 38 of the Listing Regulations read with Rule 19A (1) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR"). If the MPS falls below 25% of the Equity & Voting Share Capital, the Acquirers will comply with the provisions of Regulation 7(4) of the Takeover Regulations to maintain the MPS in accordance with the SCRR and the Listing Regulations.

To the best of knowledge and belief of the Acquirers, as of the date of this DPS, there are no statutory approvals required for this Offer. However, if any statutory approval that become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

To the extent required and to optimize the value of all the shareholders, the Acquirers may subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, amalgamation, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Notwithstanding, the Board of Directors of the Target Company will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time. The Acquirers intends to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Offer. However, no firm decision has been made in this regard by the Acquirers.

In terms of Regulation 25(2) of the Takeover Regulations, the Acquirers does not currently have any intention to alienate. restructure, dispose of or otherwise encumber any assets of Target Company in the succeeding two years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the shareholders of Target Company through a special resolution, passed by way of postal ballot, the Acquirers undertakes that he will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of Target Company other than in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company

The Manager to the Offer, Navigant Corporate Advisors Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

#### II. BACKGROUND TO THE OFFER:

This Offer is being made pursuant to the execution of an Agreement dated December 20, 2024 to purchase 31,82,900 equity shares constituting 72.55% of the fully paid up and voting equity share capital of the Target Company from Jatta Shankar Poddar ("Seller-1"), Sharad Poddar ("Seller-2"), Seema Jattashankar Poddar ("Seller-3"), Seema Sharad Poddar ("Seller-4"), Subhash Poddar HUF ("Seller-5") and Sharad Poddar HUF ("Seller-6") (Seller-1, Seller-2, Seller-3, Seller-4, Seller-5 and Seller-6 hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 60.00/- per

24119158BKAGAY4102) in accordance with Regulation 8 (16) of the SEBI (SAST) Regulations

- There has been no corporate action requiring the price parameters to be adjusted. In the event of any further acquisition of Equity Shares of the Target Company by Acquirers during the offer period, whether by subscription or purchase, at a price higher than offer price, then 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 However, it shall not be acquiring any equity shares of Target Company after the third working day prior to comme of tendering period and until the expiry of tendering period.
- If the Acquirers acquire any Equity Shares of the Target Company during the period of twenty-six weeks after the closure of Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations, or pursuant to SEBI (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.
- As on date of this DPS, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers will comply with all the provisions of the Regulation 18(5) of the Takeover Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto one working day prior to the date of commencement of the Tendering Period in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared.

#### FINANCIAL ARRANGEMENTS:

- Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 6,84,38,760/- (Rupees Six Crores Eighty Four Lacs Thirty Eight Thousand Seven Hundred Sixty Only) ("maximum consideration") i.e. consideration payable for acquisition of up to 11,40,646 equity shares of the target Company at offer price of Rs. 60.00/- (Rupees Sixty Only) per Equity Share.
- The Acquirers has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.
- The Acquirers, the Manager to the Offer and Kotak Mahindra Bank Limited, a banking corporation incorporated under the 3. laws of India, have entered into an escrow agreement for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement, the Acquirers on December 24, 2024 have deposited cash of an amount of Rs. 171.10 Lacs in an escrow account opened with Kotak Mahindra Bank Limited, which is in excess to 25% of the Offer Consideration.
- The Acquirers has duly empowered Navigant Corporate Advisors Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- CA Shrevans Shah (Membership No. 197248), Proprietor of Shrevans Shah & Co., Chartered Accountants (Firm 5. Registration No. 153471W) has certified that the Acquirers has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.
- Based on the above and in the light of the escrow arrangement, the Manager to the Open Offer is satisfied that the firm arrangements have been put in place by the Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011.

#### VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

- To the best of knowledge and belief of the Acquirers, as of the date of this DPS, there are no statutory approvals required for this Offer. However, if any statutory approval that become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserves the sole right to reject the equity shares tendered in the Offer.
- The Acquirers, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture

#### No approval is required from any bank or financial institutions for this Offer. VII. TENTATIVE SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER:

Date	Day
20.12.2024	Friday
30.12.2024	Monday
30.12.2024	Monday
06.01.2025	Monday
20.01.2025	Monday
27.01.2025	Monday
29.01.2025	Wednesday
05.02.2025	Wednesday
10.02.2025	Monday
10.02.2025	Monday
11.02.2025	Tuesday
12.02.2025	Wednesday
27.02.2025	Thursday
06.03.2025	Thursday
13.03.2025	Thursday
21.03.2025	Friday
	20.12.2024 30.12.2024 30.12.2024 06.01.2025 20.01.2025 29.01.2025 10.02.2025 10.02.2025 11.02.2025 12.02.2025 27.02.2025 27.02.2025 06.03.2025 13.03.2025

tified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, Sellers and Promoters) are eligible to participate in the Offer any time before the closure of the Offer

- VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECIEPT OF LETTER OF OFFER
- All owners of Equity Shares (except the Acquirers, Sellers and Promoters) whether holding Equity Shares in dematerialized form or physical form, registered or unregistered, are eligible to participate in the Offer any time before closure of the tendering period.
- 2. There shall be no discrimination in the acceptance of locked-in and non-locked-in shares in the Offer. The residual lock-in period shall continue in the hands of the Acquirers. The shares to be acquired under the Offer must be free from all liens
- charges and encumbrances and will be acquired together with the rights attached thereto. d the Equity hares of the larget Company but whose names do not appear in the members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target Company after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer. The Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated 13<sup>th</sup> April, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016 and as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated 13th August, 2021 and SEBI's Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 ("Master Circular"). BSE Limited shall be the designated Stock Exchange for the purpose of tendering shares in the Open Offer. The Acquirers has appointed Allwin Securities Limited Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Gujarat - 380061; Tel: + 91-8866696737; Email: <a href="mailto:shahshreyansh052@gmail.com">shahshreyansh052@gmail.com</a>; vide certificate dated December 18, 2024 has certified that Net Worth of Acquirer-4 is Rs. 195.49 Lacs as on December 18, 2024. (UDIN: 24197248BKBWFY2685)

- Acquirer-4 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 5 7.00.000 Equity Shares by way of Share Purchase Agreement ("SPA")
- 6. As on the date of this DPS. Acquirer-4 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreemen
- Acquirer-4 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016

#### Acquirer-5: Mr. Nileshbhai Bhagvanji Bapodara:

- 1. Mr. Nileshbhai Bhagvanji Bapodara S/o Mr. Bhagvanji Premji Bapodara, 46 years old, an Indian Resident, currently residing at Vindhyavasi Krupa, Parishram Society, Chhaya, Porbandar, Gujarat-360575. Tel. No. +91- 9978701791, Email: <u>k.diu1993@gmail.com</u>; He is higher secondary passed by qualification from Gujarat Secondary Education Board, Jamnagar however he has lost his degree certificate hence affidavit declaring the same is provided. He has not changed / altered his name at any point of time
- Acquirer-5 do not have a passport of Republic of India and holds a Permanent Account Number (PAN) COEPB7403L. 2. Acquirer-5 is having experience of over 14 years in the field of Hotel Management.
- 3. Acquirer-5 does not belong to any group
- 4. CA Shreyans Shah (Membership No. 197248), Proprietor of Shreyans Shah & Co., Chartered Accountants (Firm Registration No. 153471W) having their office located at 59, Kantipark Society, Nr. K.K. Nagar Road, Ghatlodia, Ahmedabad, Gujarat - 380061; Tel: + 91-8866896737; Email: <u>shahshreyansh052@gmail.com;</u> vide certificate dated December 18, 2024 has certified that Net Worth of Acquirer-5 is Rs. 205.73 Lacs as on December 18, 2024. (UDIN: 24197248BKBWFZ4544)
- Acquirer-5 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 5 7,21,933 Equity Shares by way of Share Purchase Agreement ("SPA").
- 6. As on the date of this DPS, Acquirer-5 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement
- 7 Acquirer-5 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### (B) UNDERTAKING / CONFIRMATION BY THE ACQUIRERS:

- The Acquirers undertakes that if they acquire any Equity Shares of the Target Company during the Offer Period, they will inform the Stock Exchange and the Target Company within 24 hours of such acquisitions and they will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period ("TP") and until the closure of the TP in accordance with Regulation 18(6) of the Regulations
- 2. The Acquirers has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.
- 3. The Acquirers has undertaken that they will not sell the Equity Shares of the Target Company, if any held by him during the Offer Period in terms of Regulation 25(4) of the Takeover Regulations

#### (C) DETAILS OF SELLING SHAREHOLDERS (THE SELLERS):

The details of Sellers have been set out as under

Name of	Name of		Details of shares / voting rights held by the Selling Shareholders			
Sellers	Address of Sellers	Promoter Group	Pre- Transaction		Post Transaction	
		(Yes / No)	Number	%	Number	%
Jatta Shankar Poddar (Seller-1)	11, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	14,21,100	32.39%	Nil	Nil
Sharad Poddar (Seller-2)	12, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	14,20,100	32.37%	Nil	Nil
Seema Jattashankar Poddar (Seller-3)	11, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	1,85,300	4.22%	Nil	Nil
Seema Sharad Poddar (Seller-4)	12, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	1,06,900	2.44%	Nil	Nil
Subhash Poddar HUF (Seller-5)	11, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	47,500	1.08%	Nil	Nil
Sharad Poddar HUF (Seller-6)	12, Parasrampuria Apartment, Gen. A.K. Vaidya Marg, Gokuladham, Goregaon(E), Mumbai-63	Yes	2,000	0.05%	Nil	Nil
	Total		31,82,900	72.55%	Nil	Nil

issued under section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

- 2. This Open Offer is a "Mandatory Offer" under the Regulation 3(1) and 4 of the Takeover Regulations being made by the Acquirers for acquisition of 26.00% of the present issued, subscribed and paid-up capital of Target Company. After the completion of this open offer and pursuant to acquisition of shares under Share Purchase Agreement, the Acquirers shall become largest equity shareholder and by virtue of this it shall be in a position to exercise effective control over management and affairs of the company.
- The Acquirers intend to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.
- The Acquirers propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders. The main purpose of this acquisition is to acquire complete management control of the Target Company

#### III. SHAREHOLDING AND ACQUISITION DETAILS:

The Current and proposed sha olding of the Acquirers in Target Company and the details of his acquisition is as follows

Acquirers	Shareholding	Shares	Shares	Shares to be	Post Offer shareholding
	as on PA date	agreed	acquired	acquired in the	[assuming full acceptance]
	i.e. 20 <sup>th</sup>	to be	between the	Open Offer	(On Diluted basis, as on
	December,	acquired	PA date and	(assuming full	10 <sup>th</sup> working day after
	2024	under SPA	the DPS date	acceptances)	closing of tendering period)
Tarunkumar Gunvantlal	Nil	5,60,967	Nil	2,28,130	7,89,097
Patel (Acquirer-1)	(Nil)	(12.79%)	(Nil)	(5.20%)	(17.99%)
Vedant Tarunbhai Patel	Nil	5,00,000	Nil	2,28,129	7,28,129
(Acquirer–2)	(Nil)	(11.40%)	(Nil)	(5.20%)	(16.60%)
Vishal Prakashbhai	Nil	7,00,000	Nil	2,28,129	9,28,129
Ashara (Acquirer-3)	(Nil)	(15.96%)	(Nil)	(5.20%)	(21.16%)
Keval Jayanti Khudai	Nil	7,00,000	Nil	2,28,129	9,28,129
(Acquirer-4)	(Nil)	(15.96%)	(Nil)	(5.20%)	(21.16%)
Nileshbhai Bhagvanji	Nil	7,21,933	Nil	2,28,129	9,50,062
Bapodara (Acquirer-5)	(Nil)	(16.46%)	(Nil)	(5.20%)	(21.66%)
Total	Nil	31,82,900	Nil	11,40,646	43,23,546
	(Nil)	(72.55%)	(Nil)	(26.00%)	(98.55%)

#### **IV. OFFER PRICE**

- The Equity Shares of the Target Company are listed on BSE Limited, Mumbai (BSE). The shares are placed under Group "P" having a Scrip Code of "514318" & Scrip Id: "JATTAINDUS" on the BSE.
- The equity shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on BSE.

The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months prior to the month of PA date (December, 2023 – November, 2024) is as given below:

Name of the Stock Exchange during the preceding 12 months prior to the month of PA		Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	1,88,500	43,87,100	4.30%

3. The Offer Price of Rs. 60.00/- (Rupees Sixty Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Highest of Negotiated price per Equity Share of SPA	Rs. 60.00
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA.	N.A.
(C)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA.	N.A.
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	Not Applicable as Equity Shares are Infrequently Traded
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Rs. 50.46*

\*The Fair Value of the Equity Share of the Target Company is Rs. 50.46/- (Rupees Fifty and Paisa Forty Six Only) as certified by Bhavesh M Rathod, Registered Valuer - SFA, (ICAI Membership No. 119158), Chartered Accountants having their office address at 515. 5th Floor. Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai - 400101 and registered address 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066; Tel. No: +91 9769113490; Email: bhavesh@cabr.in vide valuation certificate dated December 17, 2024. (UDIN:

#### **Allwin Securities Limited**

B-205/206, Ramji House, 30, Jambulwadi, Kalbadevi Road, Mumbai-400 002

Tel: +91-22-4344 6444/11; E-mail: allwinsec@gmail.com; Website: www.allwinsecurities.com

SEBI Registration No · IN7000239635

- 7. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.
- 8. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period. The Selling broker can enter orders for dematerialized as well as physical Equity shares.
- The Letter of Offer along with a form of acceptance cum acknowledgement would also be available at the SEBI website www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website

#### 10. No indemnity is needed from unregistered shareholders.

IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

#### X. OTHER INFORMATION:

- The Acquirers and the Target Company have not been prohibited by SEBI from dealing in the securities under directions issued pursuant to Section 11B or under any other regulations made under the SEBI Act
- 2 The Acquirers has appointed Navigant Corporate Advisors Limited as Manager to the Offer pursuant to regulation 12 of the SEBI (SAST) Regulations.
- The Acquirers has appointed Link Intime India Private Limited as Registrar to the Offer having office at C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India. Tel No.: +91-8108114949, Fax No.: +91-22-49186060; Website: <u>www.linkintime.co.in;</u> E-mail Id: jattashankar.offer@linkintime.co.in; Contact Person: Ms. Pradnva Karaniekar
- This Detailed Pubic Statement would also be available at SEBI's website, www.sebi.gov.in.
- This Detailed Pubic Statement is being issued on behalf of the Acquirers by the Manager to the Offer i.e., M/s Navigant 5 Corporate Advisors Limited.
- 6 The Acquirers accepts the full responsibility for the information contained in PA and DPS and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made there

#### **ISSUED BY MANAGER TO THE OFFER FOR AND ON BEHALF OF THE ACOUIRERS**



Navigant

### **NAVIGANT CORPORATE ADVISORS LIMITED**

804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri (East).Mumbai - 400 059. Tel No. +91-22- 4120 4837 / 4973 5078 Email id: navigant@navigantcorp.com Website: www.navigantcorp.com SEBI Registration No: INM000012243 Contact person: Mr. Sarthak Vijlani

Place: Mumbai Date: December 27, 2024

Size : 33(W) x 50(H)