

Date: 29/01/2025

To,
The Corporate Relations Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001, Maharashtra

Sub.: Disclosure under Regulation 30 and Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI (LODR) Regulations”).

Scrip Code: 543522

Dear Sir/Madam,

We wish to inform you that the Mrs. Kashmira Hemantkumar Nanavati, Promoter of Company (hereinafter referred to as “Seller”) have entered into a Share Purchase Agreement (“SPA”) dated 30th December, 2024 with Mrs. Nila Biswakarma (Acquirer 1), and Mr. Samad Ahmed Khan (Acquirer 2) (hereinafter referred to as “Acquirers”) pursuant to which the Seller propose to sell her entire shareholdings in the Company to the Acquirers. The consummation of the SPA would result in the Acquirers acquiring control over the Company.

The above said transaction shall attract an obligation on the Acquirers to make an Open Offer to the public shareholders of the Company in terms of applicable regulation of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulation, 2011 (“SEBI (SAST) Regulations).

Further, the details required in terms of Regulation 30 and 30A of SEBI (LODR) Regulations and as per the circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as Annexure 1.

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,

For NANAVATI VENTURES LIMITED

NIKUNJ MANIYA
Company Secretary & Compliance Officer
ACS No.: 55264

Encl.: as above

Annexure 1

Disclosure under clause (5A) [i.e., Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Sr. No.	Particulars	Details
a.	If listed entity is a party to the agreement	Not Applicable
b.	If listed entity is not a party to the agreement	
	i. Name of the party entering into such an agreement and the relationship with the listed entity;	Name of Seller: Mrs. Kashmira Hemantkumar Nanavati. Relationship with the Company: The seller is the Promoter of the Company.
	ii. Details of the counterparties to the agreement (including name and relationship with the listed entity);	Name of the Acquirers: Mrs. Nila Biswakarma (Acquirer 1) and Mr. Samad Ahmed Khan (Acquirer 2). Relationship with the Company: No relation of Acquirers with Target Company.
	iii. Date of entering into the agreement.	30 th December, 2024
c.	Purpose of entering into the agreement;	The Seller and the Acquirers have executed a Share Purchase Agreement whereby the Acquirers proposes to acquire 24,14,100 Equity shares representing 51.69% of the Voting Share Capital of the Company in the manner and terms of the SPA. Further, the proposed transaction shall attract an obligation on the Acquirers to make an open offer as required under SEBI (SAST) Regulations.
d.	Shareholding, if any, in the entity with whom the agreement is executed;	Shareholding of the Seller prior to SPA: 1. Mrs. Kashmira Hemantkumar Nanavati, hold 24,14,100 Equity shares representing 51.69% of the Voting Share Capital of the Company. Shareholding of the Acquirers prior to SPA: 1. Mrs. Nila Biswakarma, hold 1,02,000 Equity shares representing 2.18% of the Voting Share Capital of the Company. 2. Mr. Samad Ahmed Khan, hold 75,000 Equity shares representing 1.61% of the Voting Share Capital of the Company.
e.	Significant terms of the agreement;	In terms of the SPA, the Acquirers have agreed to purchase from the Seller and the Seller have agreed to sell to the Acquirers 24,14,100 Equity Shares of Rs. 10/- each being 51.69% of the total Paid up and Issued Share Capital of the Company

		in the manner and subject to the terms and conditions contained herein.
f.	Extent and the Nature of impact on management or control of the listed entity;	Pursuant to the Open Offer and the consummation of the Proposed Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Company and the Acquirers shall become the promoters of the Company in accordance with the provisions of the SEBI (LODR) Regulations. Further, upon sale of the entire shareholding of the Seller in the Company pursuant to the SPA, the Seller is desirous that she will cease to be member of the promoter of the Company in accordance with applicable law.
g.	Details and Quantification of the restriction or liability imposed upon the listed entity;	Not applicable
h.	Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship;	The Seller is a promoter of the Company.
i.	Whether the said transaction falls under within related party transactions? If yes, whether the same is done at "arm's length";	The transaction executed as per Share Purchase Agreement would not be considered as a related party transaction.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
k.	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 of such agreement etc;	Not Applicable
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange: i. Name of the parties to the agreement ii. Nature of the agreement iii. Date of execution of the agreement iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier) v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable