



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

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Date: 18.10.2024

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

Dear Sir,

**Sub: Public Announcement to the shareholders of Sindu Valley Technologies Limited
(BSE Code: 505504)**

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Mr. Jahidmohmed H. Vijapura (Acquirer-1) and JHV Commercials LLP (Acquirer-2) (Hereinafter Collectively referred to as the "Acquirers") along with Mrs. Husena Musamji (PAC) (hereinafter referred to as 'PAC') for acquiring up to 40,82,000 equity shares of Rs. 10/- each of Sindu Valley Technologies Limited ('Target Company') representing 26.00% of the of the Emerging Equity and Voting Share Capital of the Target Company at an price of Rs. 30/- 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.

This Open offer is triggered pursuant to the approval of Board of Directors of Target Company to issue Equity Shares to the Acquirer-2 and PAC and also pursuant to execution of the Share Purchase Agreement dated October 18, 2024 ("the SPA") entered in to between Acquirer-1 with existing Promoter and promoter group of Target Company.

Accordingly, we have prepared the PA. We are hereby requesting you to please upload the enclosed PA on your website in accordance with Regulation 14(1) of the Regulations.

Thanks & Regards,

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 AND REGULATION 14 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SINDU VALLEY TECHNOLOGIES LIMITED
("SVTL"/"TARGET COMPANY"/"TC")

(Corporate Identification No. L43900KA1976PLC173212)

Registered Office: No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple,
Chickpet, Bangalore, Bangalore South, Karnataka, India, 560053;

Corporate Office: Kanakia Wall Street, A-511/512, 5th Floor, Andheri Kurla Road, Chakala,
Andheri East, Mumbai - 400059;

Phone No.: 080-26706716; **Email id:** sinduvalley76@gmail.com; **Website:** www.sinduvalley.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF UPTO 40,82,000 (FORTY LACS EIGHTY TWO THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE EMERGING EQUITY AND VOTING SHARE CAPITAL OF SVTL, FROM THE PUBLIC SHAREHOLDERS OF SVTL BY MR. JAHIDMOHMED H. VIJAPURA (ACQUIRER-1) AND JHV COMMERCIALS LLP (ACQUIRER-2) (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MRS. HUSENA A. MUSAMJI (PERSON ACTING IN CONCERT / PAC) 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 Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirers and PAC, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3 (1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

DEFINITIONS:

"Equity Shares" means the fully paid-up equity shares of the Target Company of face value of Rs. 10 (Rupees Ten Only) Each.

"Existing Share & Voting Capital" means paid up share capital of the Target Company prior to Proposed preferential issue i.e., Rs. 70,00,000 divided into 7,00,000 Equity Shares of Rs. 10 Each.

"Emerging Equity & Voting Share Capital" means 1,57,00,000 fully paid-up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 1,10,00,000 equity shares to the Acquirer-2 and PAC (1,02,50,000 equity shares to Acquirer-2 and 7,50,000 equity shares to PAC) and 40,00,000 to other public category investors on preferential basis.

"Offer" or "Open Offer" means the open offer for acquisition up to 40,82,000 (Forty Lacs Eighty Two Thousand) Equity Shares, representing 26.00% of the emerging equity and voting share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Proposed Preferential Issue" means the proposed preferential allotment as approved by Board of Directors of the Target Company at their Board Meeting held on October 18, 2024 subject to approval of members and other regulatory approvals of 1,10,00,000 equity shares to Acquirer-2 and PAC at Rs. 18/- and 40,00,000 equity shares to public category investors at an issue price of Rs. 22/- per equity share.



Jahid Mohamed H. Vijapura
JHV COMMERCIALS LLP
MUMBAI
Jahid Mohamed H. Vijapura

Husena A. Musamji

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

"SPA" or "Agreement" has the meaning described to such term under paragraph 2.

1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirers and PAC for acquisition of up to 40,82,000 fully paid-up Equity Shares of Rs. 10/- each constituting 26.00% of the emerging equity and voting share capital of the Target Company.
- **Offer Price:** An offer price of Rs. 30/- (Rupees Thirty Only) per fully paid-up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirers and PAC, will be Rs. 12,24,60,000 (Rupees Twelve Crores Twenty Four Lacs Sixty Thousand Only).
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer (Triggered offer, Voluntary offer/competing offer etc.):** The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the proposed preferential issue and execution of the Share Purchase Agreement entered by Acquirer-1 (as detailed herein below) for substantial acquisition of shares, voting rights and control of the Target Company, and to classify the Acquirers and PAC as "Promoters" of the Target Company in accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations.

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

- The Board of Directors of the Target Company at their meeting held on October 18, 2024, has authorized a preferential allotment of 1,10,00,000 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis representing 70.06% of Emerging Equity and Voting Share Capital of the Target Company to Acquirer-2 and PAC (1,02,50,000 equity shares to Acquirer-2 and 7,50,000 equity shares to PAC) at an issue price of Rs. 18 per equity share, in compliance with the provisions of Companies Act, 2013 ("Act") and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("SEBI ICDR Regulations, 2018"). The Board of Directors of the Target Company also at their meeting held on October 18, 2024, has authorized a preferential allotment of 40,00,000 fully paid-up Equity Shares of face value of Rs. 10/- each on preferential basis to public category investors at an issue price of Rs. 22 per equity share. The consent of the members of the Target Company for the proposed preferential allotment is being sought through issuance of notice of extra ordinary general meeting to be held on November 19, 2024; and
- An Agreement dated October 18, 2024 to purchase 5,14,860 equity shares constituting 3.28% of the emerging equity and voting equity share capital of the Target Company from Mr. Chirag Deepak Dedhia (Seller-1), Mr. Arvind Awadh Nath Sharma (Seller-2) and Mrs. Manisha Arvind Sharma (Seller-3) (Seller-1, Seller-2 and Seller-3 are collectively hereinafter referred to as the "Sellers" / "Selling Shareholders") at total consideration of Rs.1,54,45,800 (Rupees One Crore Fifty Four Lacs Forty Five Thousand Eight Hundred Only) at Rs. 30/- per Equity Share. ("SPA").



Chirag Dedhia  *Arvind Sharma*

Manisha Sharma

Above Share Purchase Agreement ("SPA") is hereinafter referred to as the "Agreement" or "Share Purchase Agreement".

Given below are the details of underlying transactions:

Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Details of underlying transaction		Total Consideration for shares /VRs acquired (Rs. in Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Shares / Voting rights acquired/ proposed to be acquired				
		Number	% vis a vis total Equity / voting capital			
Direct	Resolution passed at the meeting of Board of Directors of The Target Company held on October 18, 2024 for issue of equity shares to Acquirer-2 and PAC on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approvals.	1,10,00,000 equity shares (1,02,50,000 equity shares to Acquirer-2 and 7,50,000 equity shares to PAC)	70.06% of the emerging equity and voting share capital	1,980.00	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011
Direct	Acquisition of Equity Shares of the Target Company by Acquirer-1 through Share Purchase Agreement (SPA) from the Seller	5,14,860	3.28% of the emerging equity and voting share capital	154.46	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

Signature



Signature

Signature



3. DETAILS OF THE ACQUIRERS AND PAC:

Name of Acquirers / PAC	Address	Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers / PAC are companies	Name of the Group, if any, to which the Acquirers / PAC belongs to	Pre-Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Capital	Any other interest in the Target Company
Acquirers:						
Jahidmohmed H. Vijapura (Acquirer-1)	Flat No. 5501, 55 th Floor, B wing, Orchid enclave, Jahangir boman behram marg, opp Mumbai Central bus depot, Mumbai-400008	N.A.	GHV Group	Nil (0.00%)	5,14,860 (3.28%)	N.A.
JHV Commercials LLP (Acquirer-2)	1 st Floor, Aml Centre 1, 8 Mahakali Caves Road, Andheri East, Chakala Midc, Mumbai, Maharashtra, India, 400093	Mr. Jahidmohmed H. Vijapura and Mrs. Nafisa Vijapura	GHV Group	Nil (0.00%)	1,02,50,000 (65.29%)	N.A.
PAC:						
Husena Musamji (PAC)	A. 403/A Wing, Sultanabad Chirag CHS LTD, Behram Baug Road, Jogeshwari (West), Mumbai-400102	N.A.	N.A.	Nil (0.00%)	7,50,000 (4.78%)	N.A.

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post Transaction	
		Number	%*	Number	%
Sellers:					
Mr. Chirag Deepak Dedhia	Yes	24,860	0.16%	Nil	Nil
Mr. Arvind Awadh Nath Sharma	Yes	2,45,000	1.56%	Nil	Nil
Mrs. Manisha Arvind Sharma	Yes	2,45,000	1.56%	Nil	Nil
Total		5,14,860	3.28%	Nil	Nil

*As a percentage of emerging equity and voting share capital of the Target Company.



Chirag Dedhia

Arvind Sharma

Husena

5. TARGET COMPANY

The Target Company i.e. Sindu Valley Technologies Limited and having its present registered office at No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple, Chickpet, Bangalore, Bangalore South, Karnataka, India, 560053 and corporate office address at Kanakia Wall Street, A-511/512, 5th Floor, Andheri Kurla Road, Chakala, Andheri East, Mumbai - 400059.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 505504 and SINDUVA respectively.

The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. OTHER DETAILS

- 6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before October 25, 2024.
- 6.2 The Acquirers and PAC undertakes that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.
- 6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.
- 6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

Issued by:



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Email id: navigant@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

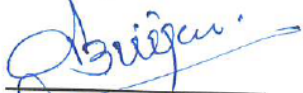


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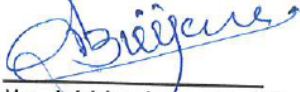
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Signed by:

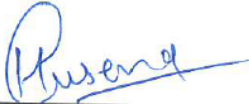


Mr. Jahidmohmed H. Vijapura
(Acquirer-1)

For JHV Commercials LLP
(Acquirer-2)



Mr. Jahidmohmed H. Vijapura
Designated Partner



Husena A. Musamji
PAC



Place: Mumbai
Date: October 18, 2024