



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

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Date: 17.07.2024

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 NB Footwear Limited (BSE Code: 523242)

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Nitin Minocha (Acquirer-1) and Copo Holdings Private Limited (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as "the Acquirers") for acquiring up to 35,10,000 equity shares of Rs. 10/- each of NB Footwear 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. 7.00/- 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").

This Open offer is triggered pursuant to execution of the Share Purchase Agreement dated 17th July, 2024 ("the SPA") entered in to between Acquirers with existing promoters 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

**NB FOOTWEAR LIMITED
("NBFL"/"TARGET COMPANY"/"TC")**

(Corporate Identification No. L19201TN1987PLC014902)

Registered Office: 87/84A, Mosque Street, Seduvalai Village, Vellore, Tamil Nadu - 632104, India;

Phone No.: +91-44-24670596;

Email id: nbfootwearltd@gmail.com; Website: www.nbfootwear.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF UPTO 35,10,000 (THIRTY FIVE LACS TEN THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE VOTING SHARE CAPITAL OF NBFL, FROM THE PUBLIC SHAREHOLDERS OF NBFL BY MR. NITIN MINOCHA (ACQUIRER-1) AND COPO HOLDINGS PRIVATE LIMITED (ACQUIRER-2) (ACQUIRER-1 AND ACQUIRER-2 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 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, 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.

"Offer" or "Open Offer" means the open offer for acquisition of up to 35,10,000 (Thirty Five Lacs Ten Thousand) Equity Shares, representing 26.00% of the Fully Paid-up Equity 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.

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

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

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

1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of up to 35,10,000 fully paid-up Equity Shares of Rs. 10/- each constituting 26.00% of the fully paid -up share capital of the Target Company.



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- **Offer Price:** An offer price of Rs. 7/- (Rupees Seven 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, will be Rs. 2,45,70,000/- (Rupees Two Crores Forty Five Lacs Seventy 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 execution of the Share Purchase Agreement entered by Acquirers (as detailed herein below) for substantial acquisition of shares, voting rights and control of the Target Company, and to classify the Acquirers 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):

This Offer is being made pursuant to the execution of the following agreement by the Acquirers:

- An Agreement dated July 17, 2024 to purchase 50,00,000 equity shares constituting 37.04% of the fully paid up and voting equity share capital of the Target Company from M/s. Grandeur Corporation Private Limited ("Seller-1"), Chameleon Commodities Private Limited ("Seller-2") and Mr. Kannan Adhikesavan Yadav ("Seller-3") (Seller-1, Seller-2 and Seller-3 hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 4.10/- per Equity Share. ("SPA")

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

Given below are the details of underlying transactions:

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 /VRs acquired (Rs. in Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Acquisition of Equity Shares of the Target Company through Share Purchase Agreement (SPA) from the Sellers	50,00,000	37.04%	205.00	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011



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3. DETAILS OF THE ACQUIRERS:

Details	Acquirer-1	Acquirer-2
Name of Acquirers / PACs	Nitin Minocha	Copo Holdings Private Limited
Address	A 1806, Western Heights, Four Bungalows Andheri West, Mumbai - 400053, Maharashtra, India	A-2, Shree Ram Kunj CHS, Haji Bapu Road, Opp. Post Office, Malad (East), Mumbai, Maharashtra, India, 400097
Name(s) of the Persons in control / Promoters of the Acquirers/PAC, Where the Acquirer/PAC is a Company	N.A.	Bharat Singh, Sagar Rajkumar Rajbhar and Avinash Maruti Surovase
Name of the Group, if any, to which the Acquirers/PAC belongs to	N.A.	N.A.
Pre-Transaction shareholding:		
Number of Shares	NIL	NIL
% of Fully paid- up Equity Share Capital	0.00%	0.00%
Proposed shareholding after the acquisition of shares which triggered the Open Offer:		
Number of Shares	40,00,000	10,00,000
% of Fully paid- up Equity Share Capital	29.63%	7.41%
Any other Interest in the Target Company	N.A.	N.A.

For the purpose of this Open Offer there is no Person Acting in Concert (PAC) with the Acquirers.

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:					
M/s. Grandeur Corporation Private Limited (Seller-1)	Yes	27,80,000	20.59%	Nil	Nil
M/s. Chameleon Commodities Private Limited (Seller-2)	Yes	20,00,000	14.81%	Nil	Nil
Mr. Kannan Adhikesavan Yadav (Seller-3)	Yes	2,20,000	1.63%	Nil	Nil
Total		50,00,000	37.04%	Nil	Nil

5. TARGET COMPANY

The Target Company i.e. NB Footwear Limited and having its present registered office at 87/84A, Mosque Street, Seduvalai Village, Vellore, Tamil Nadu - 632104, India.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 523242 and NBFOOT respectively.

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



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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 July 24, 2024.
- 6.2 The Acquirers undertakes that they are aware and will comply with his 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:



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

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J B Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400-059.

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Email id: navigant@navigantcorp.com

Website: www.navigantcorp.com

SEBI Registration No: INM000012243

Contact person: Mr. Sarthak Vijlani



Signed by:

Mr. Nitin Minocha
(Acquirer-1)



For Copo Holdings Private Limited
(Acquirer-2)

Name: Avinash Surovase

Designation: Director

Place: Mumbai

Date: July 17, 2024