

MEGA TRUST

21-C (A), Mittal Tower, C-Wing, Nariman Point, Mumbai- 400021

May 10, 2018

To,
Jai Corp Limited
1st Floor, B-Wing,
Mittal Towers,
Free Press Journal Marg,
Nariman Point,
Mumbai- 400 021

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai = 400001.

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051.

Dear Sir/Ma'am,

Sub: Disclosure under Regulation 29(1) & Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Regulations')

We wish to inform you that pursuant to an exemption granted by Securities and Exchange Board of India on February 23, 2018 under Regulation 11(5) of the Regulations, we have acquired an aggregate of 7,581,617 equity shares of Jai Corp Limited from the promoters of the Company, representing 4.25% of the shareholding of the Company.

Pursuant to the aforesaid acquisition, we have become the promoters of the Company.


Accordingly, we have enclosed herewith the requisite disclosure under Regulation 29(1) & Regulation 29(2) of the Regulations.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For Mega Trust


Mr. Satyapal Jain

Trustee

Encl: as above

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DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011
Part A- Details of the Acquisition

Name of the Target Company (TC)	Jai Corp Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mega Trust (Acquirer) through its Trustee Mr. Satyapal Jain PAC (enclosed as per Annexure)
Whether the acquirer belongs to Promoter/Promoter group	Yes
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited

Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<p>Before the acquisition under consideration, holding of acquirer along with PAC's of :</p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>c) Voting rights (VR) otherwise than by equity shares</p> <p>d) Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each</p>	<p>a) <u>Individually NIL</u> <u>Together with PAC</u> 130,282,400</p> <p>b) N.A.</p> <p>c) N.A.</p> <p>d) N.A.</p>	<p>a) <u>Individually NIL</u> <u>Together with PAC</u> 73.01%</p> <p>b) N.A.</p> <p>c) N.A.</p> <p>d) N.A.</p>	<p>a) <u>Individually NIL</u> <u>Together with PAC</u> 73.01%</p> <p>b) N.A.</p> <p>c) N.A.</p> <p>d) N.A.</p>

category)			
Total (a+b+c+d)	130,282,400	73.01%	73.01%
Details of acquisition			
a) Shares carrying voting rights acquired	a) 7,581,617	a) 4.25%	a) 4.25%
b) VRs acquired otherwise than by equity shares	b) N.A.	b) N.A.	b) N.A.
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	c) N.A.	c) N.A.	c) N.A.
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	d) N.A.	d) N.A.	d) N.A.
Total (a+b+c+d)	7,581,617	4.25%	4.25%
After the acquisition, holding of acquirer along with PAC's of:			
a) Shares carrying voting rights	a) <u>Individually</u> 7,581,617 <u>Together with PAC</u> 130,282,400	a) <u>Individually</u> 4.25% <u>Together with PAC</u> 73.01%	a) <u>Individually</u> 4.25% <u>Together with PAC</u> 73.01%
b) VRs otherwise than by equity shares	b) N.A.	b) N.A.	b) N.A.

c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	c) N.A.	c) N.A.	c) N.A.
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	d) N.A.	d) N.A.	d) N.A.
Total (a+b+c+d)	130,282,400	73.01%	73.01%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, encumbrance etc.)	Transfer by Promoters without consideration pursuant to an exemption granted by SEBI on February 23, 2018 under Regulation 11(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	May 09, 2018		
Equity share capital / total voting capital of the TC before the said acquisition	No. of shares- 17,84,49,410 Amount- Re. 1 per share		
Equity share capital/	No. of shares- 17,84,49,410		

total voting capital of the TC after the said acquisition	Amount- Re. 1 per share
Total diluted share/voting capital of the TC after the said acquisition	No. of shares- 17,84,49,410 Amount- Re. 1 per share

Note:

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Mega Trust,

S.P.Y. 

Signature of the acquirer/ Authorised signatory-

Mr. Satyapal Jain

Place: Mumbai

Date: May 10, 2018

Note:

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

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 Bandra (E), Mumbai – 400051.

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	Jai Corp Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer- Mega Trust (through its Trustee Mr. Satyapal Jain) PAC (enclosed as Annexure) Transferor- Mrs. Laxmi Jain		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	a) <u>Individually</u> NIL	a) <u>Individually</u> NIL	a) <u>Individually</u> NIL

	<u>Together with PAC</u> 130,282,400	<u>Together with PAC 73.01%</u>	<u>Together with PAC 73.01%</u>
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) N.A.	b) N.A.	b) N.A.
c) Voting rights (VR) otherwise than by equity shares	c) N.A.	c) N.A.	c) N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	d) N.A.	d) N.A.	d) N.A.
Total (a+b+c+d)	130,282,400	73.01%	73.01%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	a) 7,581,617	a) 4.25%	a) 4.25%
b) VRs acquired otherwise than by equity shares	b) N.A.	b) N.A.	b) N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the	c) N.A.	c) N.A.	c) N.A.


TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer	d) N.A.	d) N.A.	d) N.A.
Total (a+b+c+/-d)	7,581,617	4.25%	4.25%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	a) <u>Individually</u> 7,581,617 <u>Together with PAC</u> 130,282,400	a) <u>Individually</u> 4.25% <u>Together with PAC</u> 73.01%	a) <u>Individually</u> 4.25% <u>Together with PAC</u> 73.01%
b) Shares encumbered with the acquirer	b) N.A.	b) N.A.	b) N.A.
c) VRs otherwise than by equity shares	c) N.A.	c) N.A.	c) N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	d) N.A.	d) N.A.	d) N.A.
Total (a+b+c+d)	130,282,400	73.01%	73.01%
Mode of acquisition/ <u>sale</u> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Transfer by Promoters without consideration pursuant to an exemption granted by SEBI on February 23, 2018 under Regulation 11(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		
Date of acquisition / <u>sale</u> of shares / VR or date of receipt of	May 09, 2018		

<u>intimation of allotment of shares,</u> whichever is applicable	
Equity share capital / total voting capital of the TC before the said acquisition/ <u>sale</u>	No. of shares- 17,84,49,410 Amount- Re. 1 per share
Equity share capital/ total voting capital of the TC after the said acquisition/ <u>sale</u>	No. of shares- 17,84,49,410 Amount- Re. 1 per share
Total diluted share/voting capital of the TC after the said acquisition/ <u>sale</u>	No. of shares- 17,84,49,410 Amount- Re. 1 per share

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Mega Trust,



Signature of the acquirer/ Authorised signatory-

Mr. Satyapal Jain

Place: Mumbai

Date: May 10, 2018

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Part – B*** - Annexure

Name of the Target Company: Jai Corp Limited

S.No.	Name(s) of the acquirer and Persons Acting in Concert with the Acquirer	Whether the acquirer belongs to the promoter group
A	Individuals/HUF/Trusts/Firms	
1.	Mr. Satyapal Jain	
2.	Mrs. Laxmi Jain	
3.	Mr. Gaurav Jain	
4.	NK Trust[#]	Yes
5.	LJNK Trust[#]	Yes
6.	Evergreen Trust[#]	Yes
7.	Mega Trust[#]	Yes
8.	Virendra Jain	
9.	Rina Jain	
10.	Anand Jain	
11.	Sushma Jain	
12.	Ankit Jain	
13.	Harsh Jain	
14.	Iceberg Trust	
15.	Aero Trust	
B	Companies	
16.	Somerset Trading Private Limited	
17.	Hide n Chic Furniture Private Limited	
18.	Kasturi Trading Co Private Limited	
19.	Pet Fibres Limited	
20.	Ridhi Synthetics Limited	
21.	Richmond Traders Private Limited	
22.	Sparsh Trading Private Limited	

Note -

Acquirer

For Mega Trust,


Signature of the acquirer/ Authorised signatory-

Mr. Satyapal Jain

Place: Mumbai

Date: May 10, 2018

Note:

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.