NAVIGANT CORPORATE ADVISORS LIMITED
Regd Office: 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon Mulund Link Road, Malad West, Mumbai-400 064
Corporate Office: 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri (East) Mumbai-400 059; **Tel:** +91-22- 4120 4837 / +91 22 4973 5078
Email: navigant@navigantcorp.com; **Website:**www.navigantcorp.com (CIN: L67190MH2012PLC231304)

Date: 03.12.2021

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Public Announcement to the shareholders of Hotel Rugby Limited (Symbol: HOTELRUGBY)

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Mrs. Shaik Haseena (Acquirer-1), Mr. Gangavarapu Prasanth (Acquirer-2) and Mr. Tangella Suresh (Acquirer-3) (hereinafter referred to as "the Acquirers") for acquiring up to 37,23,928 equity shares of Rs. 10/- each of Hotel Rugby 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. 3.75/- 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') and National Stock Exchange of India Limited ('NSE').

This Open offer is triggered pursuant to execution of the Share Purchase Agreement dated 03rd December, 2021 ("the SPA") entered in to between Acquirers 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 ACQUISTION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

M/S HOTEL RUGBY LIMITED
("HRL"/"TARGET COMPANY"/"TC")
(Corporate Identification No. L55101MH1991PLC063265)
Registered Office: 9, Dev Bhuvan, 2, Ground Floor, Gazdar Street,
Chirabazar, Kalbadevi, Mumbai, Maharashtra-400002, India;
Phone No. +91-22--22821721 / 22835745 / 22828401
Email id: rugbyhotel@rediffmail.com
Website: www.hotelrugby.co.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 37,23,928 (THIRTY SEVEN LACS TWENTY THREE THOUSAND NINE HUNDRED TWENTY EIGHT ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE FULLY PAID UP SHARE CAPITAL OF HRL, FROM THE PUBLIC SHAREHOLDERS OF HRL BY MRS. SHAIK HASEENA (ACQUIRER-1), MR. GANGAVARAPU PRASANTH (ACQUIRER-2) AND MR. TANGELLA SURESH (ACQUIRER-3) (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.

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

"Offer" or "Open Offer" means the open offer for acquisition up to 37,23,928 (Thirty Seven Lacs Twenty Three Thousand Nine Hundred Twenty Eight Only) 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 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 for acquisition of up to 37,23,928 fully paid up Equity Shares of Rs. 10/- each constituting 26.00% of the fully paid -up share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 3.75/- (Rupees Three and Paisa Seventy Five 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. 1,39,64,730/- (Rupees One Crore Thirty Nine Lacs Sixty Four Thousand Seven Hundred Thirty 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 03rd December, 2021 to purchase 39,27,952 equity shares constituting 27.42% of the fully paid up and voting equity share capital of the Target Company from Mr. Mahendra Ramanlal Thacker ("Seller-1"), Mrs. Darshana Mahendra Thacker ("Seller-2") and Mr. Mihir Mahendra Thacker ("Seller-3") (hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 2/- 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	39,27,952	27.42%	78.56	Cash	Regulation 3 (1) and 4 of SEBI (SAST)

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**
	Share Purchase Agreements (SPA) from the Sellers					Regulations 2011

3. DETAILS OF THE ACQUIRERS:

Details	Acquirer-1	Acquirer-2	Acquirer-3
Name of Acquirers / ~~PACs~~	Mrs. Shaik Haseena	Mr. Gangavarapu Prasanth	Mr. Tangella Suresh
Address	Villa No. 39, Manjeera Smart Homes, Quthubullapur Village, Municipal Office Road, Quthubullapur Mandal, Quthubullapur, K.V. Rangareddy, Hyderabad, Telangana-500055	Plot No. 50, Flat No. 202, Geeta White Rocks Apartment, Ashwini Layout, Greater Hyderabad (M.Corp), Hyderabad, Telangana-500033	9-144, High School Road, Kadiyam, Mandalam Kadiyam, East Godavari, Andhra Pradesh - 533126
Name(s) of the Persons in control / Promoters of the Acquirers/~~PAC~~, Where the Acquirers/~~PAC~~ is a Company	N.A.	N.A.	N.A.
Name of the Group, if any, to which the Acquirers/~~PAC~~ belongs to	N.A.	N.A.	N.A.
Pre-Transaction shareholding:			
Number of Shares	NIL	NIL	NIL
% of Fully paid up Equity Share Capital	0.00%	0.00%	0.00%
Proposed shareholding after the acquisition of shares which triggered the Open Offer:			
Number of Shares	13,09,318	13,09,317	13,09,317
% of Fully paid up Equity Share Capital	9.14%	9.14%	9.14%
Any other Interest in the Target Company	N.A.	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	
Sellers:		**Number**	**%**	**Number**	**%**
Mr. Mahendra Ramanlal Thacker	Yes	86,800	0.61%	Nil	Nil
Mrs. Darshana Mahendra Thacker	Yes	34,78,052	24.28%	Nil	Nil
Mr. Mihir Mahendra Thacker	Yes	3,63,100	2.53%	Nil	Nil
Total		**39,27,952**	**27.42%**	**Nil**	**Nil**

5. TARGET COMPANY

Name: Hotel Rugby Limited

Registered Office: 9, Dev Bhuvan, 2, Ground Floor, Gazdar Street, Chirabazar, Kalbadevi, Mumbai, Maharashtra - 400002.

Exchanges where shares of the Company are listed: The Equity Shares of the Target Company are listed on the following recognized stock exchanges:

(i) BSE Limited ("BSE") (Scrip Code and Symbol: 526683 and HOTELRUGBY);
(ii) National Stock Exchange of India Limited ("NSE") (Symbol: HOTELRUGBY)

The ISIN of the Equity Shares is INE275F01019.

The Equity Shares of Target Company are frequently traded 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 10th December, 2021.

6.2 The Acquirers 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:

Navigant

SARTHA K VIJLANI
Digitally signed by SARTHAK VIJLANI
Date: 2021.12.03 22:24:32 +05'30'

NAVIGANT CORPORATE ADVISORS LIMITED
423, A Wing, Bonanza,
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

Signed by:

SHAIK HASEENA
Digitally signed by SHAIK HASEENA
Date: 2021.12.03 21:25:58 +05'30'

Mrs. Shaik Haseena
(Acquirer-1)

GANGAVA RAPU PRASANTH
Digitally signed by GANGAVARAPU PRASANTH
Date: 2021.12.03 21:26:33 +05'30'

Mr. Gangavarapu Prasanth
(Acquirer-2)

SURESH TANGELLA
Digitally signed by SURESH TANGELLA
Date: 2021.12.03 21:25:00 +05'30'

Mr. Tangella Suresh
(Acquirer-3)

Place: Mumbai
Date: 03rd December, 2021