

SIDDESHWARI TRADEX PRIVATE LIMITED

Regd. Office: H. No. C-2 Staff Colony, Machinery Division, 13 km Stone, Mandir Hasaud, GE Road,
Raipur, Chattisgarh-492101

CIN: U51909CT2013PTC009017

February 10, 2021

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

Sub: Disclosure u/r 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

We are enclosing herewith the disclosure under regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of 6,93,692 equity shares of Nalwa Sons Investments Limited pursuant to Scheme of Amalgamation (Merger by Absorption) duly approved by the Hon'ble National Company Law Tribunal (NCLT), Cuttack Bench vide it's order dated 18th January, 2021 and effective from 10th February, 2021.

Subsequent to the said acquisition, we also fall under the category of promoter & promoters group.

This is for your information and record.

Yours sincerely,

For Siddeshwari Tradex Private Limited,


Ranjit Malik
Director
DIN: 00059379



Encl.: As above

CC:

The Company Secretary
Nalwa Sons Investments Limited
8, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi-110015

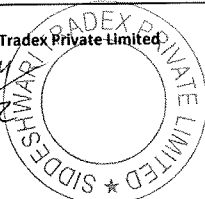
Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition:

Name of the Target Company (TC)	NALWA SONS INVESTMENTS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Siddeshwari Tradex Private Limited & List of PAC is enclosed as Annexure A		
Whether the acquirer belongs to Promoter/ Promoter group	Yes, The Acquirer is a part of the Promoter Group of the Target Company.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited 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
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition			
a) Shares carrying voting rights acquired	6,93,692	13.51	13.51
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	6,93,692	13.51	13.51
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	6,93,692	13.51	13.51
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC after acquisition	-	-	-
d) Shares in the nature of encumbrance	-	-	-
e) Total (a+b+c+d)	6,93,692	13.51	13.51
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Off Market- Acquisition pursuant to the Scheme of Amalgamation approved by Hon'ble National Company Law Tribunal, Cuttack Bench providing for amalgamation of Danta Enterprises Private Limited and Glebe Trading Private Limited into and with Siddeshwari Tradex Private Limited vide its' order dated 18th January, 2021 and effective from 10th February, 2021. All the shares of Nalwa Sons Investments Limited held by Danta Enterprises Private Limited and Glebe Trading Private Limited have been transferred to Siddeshwari Tradex Private Limited as per the above Scheme.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Acquisition pursuant to Scheme of Amalgamation (Merger by Absorption). The rational of the Scheme is attached**.		
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.	10.02.2021		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 5,13,61,630 (51,36,163 equity shares of Rs.10/ each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 5,13,61,630 (51,36,163 equity shares of Rs.10/ each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 5,13,61,630 (51,36,163 equity shares of Rs.10/ each)		

For Siddeshwari Tradex Private Limited

Ranjit Malik
Director
DIN: 00059379



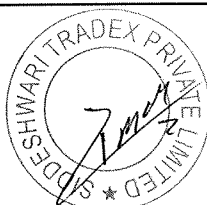
Date: 10.02.2021
Place: New Delhi

** Pursuant to the Scheme of Amalgamation duly approved by Hon'ble National Company Law Tribunal, Cuttack Bench providing for amalgamation of Danta Enterprises Private Limited and Glebe Trading Private Limited into and with Siddeshwari Tradex Private Limited vide its' order dated 18th January, 2021 and effective from 10th February, 2021. All the shares of Nalwa Sons Investments Limited held by Danta Enterprises Private Limited and Glebe Trading Private Limited have been transferred to Siddeshwari Tradex Private Limited.

Part-B***

Name of the Target Company : NALWA SONS INVESTMENTS LIMITED

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group
RATAN JINDAL	Promoter
SAJJAN JINDAL	Promoter
PRITHAVI RAJ JINDAL	Promoter
NAVEEN JINDAL	Promoter
SAROJ BHARTIA	Promoter Group
URMILA BHUWALKA	Promoter Group
SEEMA JAJODIA	Promoter Group
URVI JINDAL	Promoter Group
TARINI JINDAL HANDA	Promoter Group
TANVI SHETE	Promoter Group
TRIPTI JINDAL	Promoter Group
SARIKA JHUNJHNUWALA	Promoter Group
R K JINDAL & SONS HUF .	Promoter Group
ARTI JINDAL	Promoter Group
PARTH JINDAL	Promoter Group
S K JINDAL AND SONS HUF .	Promoter Group
SMINU JINDAL	Promoter Group
SANGITA JINDAL	Promoter Group
P R JINDAL HUF .	Promoter Group
DEEPIKA JINDAL	Promoter Group
SAVITRI DEVI JINDAL	Promoter Group
NAVEEN JINDAL HUF	Promoter Group
ABHYUDAY JINDAL	Promoter Group
GOSWAMIS CREDITS & INVESTMENTS LTD	Promoter Group
JSW HOLDINGS LIMITED	Promoter Group
JSL LIMITED	Promoter Group
VINAMRA CONSULTANCY PVT LTD	Promoter Group
WORLDONE TRADING PRIVATE LIMITED	Promoter Group
VIRTUOUS TRADECORP PRIVATE LIMITED	Promoter Group
SIDDESHWARI TRADEX PRIVATE LIMITED	Promoter group
OPJ TRADING PRIVATE LIMITED	Promoter Group
SAHYOG HOLDINGS PRIVATE LIMITED	Promoter Group
JSW ORGANICS PVT LTD	Promoter Group
GENOVA MULTISOLUTIONS PRIVATE LIMITED	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR SAJJAN JINDAL FAMILY TRUST)	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR SAJJAN JINDAL LINEAGE TRUST)	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR SANGITA JINDAL FAMILY TRUST)	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR TARINI JINDAL FAMILY TRUST)	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR TANVI JINDAL FAMILY TRUST)	Promoter Group
SAJJAN JINDAL (AS A TRUSTEE FOR PARTH JINDAL FAMILY TRUST)	Promoter Group



RATIONALE FOR THE SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) (Amalgamation of Danta Enterprises Private Limited and Glebe Trading Private Limited ("Amalgamating Companies") into and with Siddeshwari Tradex Private Limited ("Amalgamated Company") pursuant to Scheme of Arrangement approved by Hon'ble National Company Law Tribunal, Cuttack Bench vide its' order No. CP No. 158/CTB/2019)

Prithavi Raj Jindal Group ("PRJ Group") is engaged in the diversified business of trading in wholesale commodities of cereals and pulses, manufacturing of SAW pipes (Submerged Arc Welded Pipes), spiral pipes, carbon, alloy and seamless pipes and tubes for industrial applications and Ductile Iron (DI) pipes & fittings for water and wastewater transportation, generation of energy from waste, manufacturing of railway wagons etc.

The group has been in existence for over 3 decades. As the business of the group expanded, various companies were incorporated which were used for carrying on the operations, holding the investments and funding the operational and capital expenditure requirements in other group companies. Thus, over the time, the group structure has evolved to include multiple operating cum holding companies. Moreover, the group has also discontinued certain business activities and therefore some of the companies in the group were not carrying any business activity apart from holding assets/ investments leading to duplicity and multiplicity in the group structure and posing challenges to operate, manage and administer and therefore the present scheme is to simplify the operating and holding entities within the group.

In addition to the above, the group is eyeing the global markets for raising funds and attracting investments in its diversified business portfolio. Therefore there is a requirement of having a single vehicle which reflects the strong footing of the group in India by way of consolidating the shareholding of the group under one shed.

In order to consolidate the shareholding structure and to bring in management and administrative efficiency in the group, it has been decided by the Board of Directors of the Amalgamating Companies and the Amalgamated Company to enter into a Scheme of Merger by Absorption, consisting of merger of Amalgamating Companies (defined in Part A of Section I of this Scheme) with Amalgamated Company. The above merger would be in the interest of each of the respective companies and their shareholders and creditors on account of the reasons enumerated below:

- (i) The consolidation will enable the group to have a dedicated single holding company for the entire group (i.e. Amalgamated Company). The group intends to register such Amalgamated Company as a "Core Investment Company" with Reserve Bank of India in terms of Section 45-IA of the Reserve Bank of India Act, 1934, as the entire asset portfolio of the Amalgamated Company would comprise of investments in group companies,
- (ii) The scheme will provide a simplified structure and will enable dedicated management focus on both the operations and investment portfolio of the group,
- (iii) The merger of Amalgamating Companies into Amalgamated Company will result in reduction of overheads, administrative, managerial and other expenditure, and bring about operational rationalization, tax and organizational efficiency, and optimal utilization of various resources;
- (iv) The controlling stake in the Amalgamating Companies and Amalgamated Company are ultimately held by same set of shareholders. Consolidation of Amalgamating Companies and Amalgamated Company by way of Merger would result in streamlining the shareholding structure and thereby eliminating scattered shareholding;



- (v) Merger of the Amalgamating Companies with the Amalgamated Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business of the group. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of the group;
- (vi) The consolidation will result in a single holding company that can leverage the combined net worth of the group for raising funds and attracting investments in the global markets.

The said Scheme of Merger by Absorption is beneficial to the companies, their shareholders, creditors, employees and all concerned and will enable these companies to achieve and fulfil their objectives more efficiently and economically.

The Board of Directors of the Amalgamating Companies and the Amalgamated Company have decided to take appropriate steps to effect the Merger of the Amalgamating Companies into and with the Amalgamated Company.

