

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
AAA TECHNOLOGIES LIMITED**

Open Offer for acquisition of up to 33,34,968 fully paid-up equity shares having face value of ₹10 each ("Equity Shares") fully paid-up, representing 26.00% of the Voting Share Capital of AAA Technologies Limited ("AAA"/"Target Company") from the public shareholders (*as defined below*) of the Target Company ("Open Offer") by Jyotirgama Advisory Private Limited (hereinafter referred to as "JAPL"/"Acquirer 1") and Mr. Ashok Kumar Chordia ("Acquirer 2") ("Acquirer 1" and "Acquirer 2" hereinafter collectively referred to as "Acquirers").

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirers to the Public Shareholders (*as defined below*) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13(1), 14 and 15(1) and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

For the purpose of this PA, the following terms shall have the meanings assigned to them below:

- (i) "Agreement"/"SPA" shall mean Share Purchase Agreement dated December 29, 2025 entered into between the Acquirers and certain members of the Promoter/Promoter Group Sellers for acquisition of fully paid-up equity shares held by them;
- (ii) "Equity Share Capital"/"Voting Share Capital" shall mean fully paid-up equity share capital of the Target Company on a fully diluted basis expected as of the 10th (tenth) Working Day from the closure of the Tendering Period of the Open Offer;
- (iii) "Public Shareholders" shall mean all the shareholders of the Target Company, who are eligible to tender their fully paid-up equity shares, excluding (i) the Promoter/Promoter Group of the Target Company, (ii) the parties to the Underlying Transaction, and (iii) any person deemed to be acting in concert ("Deemed PAC(s)") with the parties set out in (i) and (ii) herein, pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;
- (iv) "Sellers"/"Promoter/Promoter Group Sellers" shall mean the following:

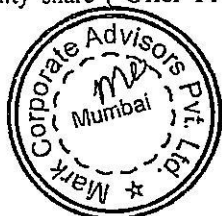
Sr. No.	Name of the Selling Shareholder	Type
1)	Venugopal Dhoot	Promoter Seller 1
2)	Shobha Dhoot	Promoter Seller 2
3)	Anirudh Dhoot	Promoter Seller 3
4)	Vineet Dhoot	Promoter Seller 4

- (v) "Working Day" means any working day of the Securities and Exchange Board of India ("SEBI").

1. Offer Details:

1.1. Offer Size: The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 33,34,968 fully paid-up equity shares of face value of ₹10 each, fully paid-up, of the Target Company representing 26.00% of the Voting Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") that will be published and the Letter of Offer ("LoF") which will be sent to the Public Shareholders of the Target Company, in accordance with the SEBI (SAST) Regulations, 2011.

1.2. Offer Price/Consideration: The equity shares are frequently traded on BSE Limited, Mumbai ("BSE") and National Stock Exchange of India Limited, Mumbai ("NSE") within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The Open Offer is being made at a price of ₹101.00 per equity share ("Offer Price"), which has been determined in accordance with Regulation 8(2) of the SEBI



(SAST) Regulations, 2011. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirers under the Open Offer will be ₹33,68,31,768.00 ("Maximum Consideration").

1.3. Mode of Payment: The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

1.4. Type of Offer (Triggered offer, voluntary offer/competing offer, etc.): Triggered Offer. This Open Offer is a mandatory offer made by the Acquirers in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011, pursuant to acquisition of substantial Voting Rights and change in control of the Target Company.

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

2.1. The Acquirers have entered into a SPA with certain members of Promoter/Promoter Group on December 29, 2025 to acquire 44,10,000 equity shares ("Sale Shares") having face value of ₹10 each fully paid-up representing 34.38% of the Voting Share Capital at a price of ₹74.06 per equity share, subject to the terms and conditions set out in the SPA.

2.2. This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the consummation of the Underlying Transaction (*contemplated under the SPA*) and subject to compliance with the SEBI (SAST) Regulations, 2011, the Acquirers will acquire substantial equity shares and take control over the Target Company and shall become the Promoters of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereto ("SEBI (LODR) Regulations, 2015"). The Acquirers do not have an intention to delist the Target Company pursuant to the Open Offer.

2.3. A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which have Triggered
		Number	% vis a vis total Voting Share Capital			
Direct Acquisition	Share Purchase Agreement ("SPA") dated December 29, 2025	44,10,000	34.38%	₹32.66 Crores	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011

3. DETAILS OF THE ACQUIRERS:

Details	Acquirer 1	Acquirer 2	Total
Name of the Acquirers	Jyotirgama Advisory Private Limited	Ashok Chordia	2
CIN	U74140DL2008PTC175832	Not Applicable	
PAN	AABCJ9761H	ADMPC6791P	
Address	Farm No-4, Mustatil No .74, Killa No 2, Village Dera Mandi, South Delhi, Delhi-110047, India	Farm No-4, Kachnar Lane, Dera Mandi Retreat, South Delhi, Delhi-110047, India	
Name(s) of Persons in control/Promoters of Acquirer(s)/ PAC(s) where Acquirer(s)/ PAC(s) are Companies	The Acquirer is a Private Unlisted Company. The following persons form part of the promoter and promoter group of Acquirer 1: (i) Ashok Kumar Chordia (ii) Aditi Chordia	N.A.	



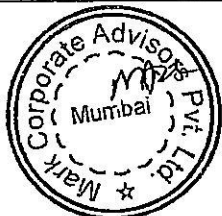
Details	Acquirer 1	Acquirer 2	Total
	(iii) Mentor Corporate Advisors Private Limited ⁽ⁱ⁾		
Name of the Group, if any, to which the Acquirer(s)/PAC(s) belongs to	N.A.	N.A.	
Pre-Transaction Shareholding			
→ Number	Nil	4,589	4,589
→ % of Voting Share Capital	N.A.	0.036%	0.036%
Proposed Shareholding after the acquisition of Shares which triggered the Open Offer			
→ Number	37,68,660	6,45,929	44,14,589
→ % of Voting Share Capital	29.38%	5.035%	34.42%
Any other interest in the TC	N.A.		

N.A. – Not Applicable.

The Ultimate beneficial owner ("UBO") is Mr Ashok Chordia.

4. DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholder			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis total Voting Share Capital	Number	% vis a vis total Voting Share Capital
1)	Venugopal M Dhoot ("Promoter Seller 1") <u>PAN:</u> AABPD2682A <u>Address:</u> 1202/1302, Lake Superior, Lake Homes, Powai, Mumbai-400076, Maharashtra, India.	Yes	11,02,500	8.60%	Nil	N.A.
2)	Shobha Dhoot ("Promoter Seller 2") <u>PAN:</u> AABPD4369A <u>Address:</u> 1202/1302, Lake Superior, Lake Homes, Powai, Mumbai-400076, Maharashtra, India.	Yes	11,02,500	8.59%	Nil	N.A.
3)	Anirudh Dhoot ("Promoter Seller 3") <u>PAN:</u> AABPD6991Q <u>Address:</u> 1202/1302, Lake Superior, Lake Homes, Powai, Mumbai-400076, Maharashtra, India.	Yes	11,02,500	8.60%	Nil	N.A.
4)	Vineet Dhoot ("Promoter Seller 4") <u>PAN:</u> AABPD6985E	Yes	11,02,500	8.59%	Nil	N.A.



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholder			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis total Voting Share/Capital	Number	% vis a vis total Voting Share/Capital
	Address: 1202/1302, Lake Superior, Lake Homes, Powai, Mumbai-400076, Maharashtra, India.					
	Total		44,10,000	34.38%	Nil	N.A.

N.A. : Not Applicable.

Note 1 : Upon Completion of acquisition of Sale Shares as contemplated under the SPA, the above Sellers will no longer hold any stake in the Target Company or retain control over the Target Company. They will transfer control and management of the Target Company to the Acquirers and the Sellers along with other members of the Promoters (who are not forming part of SPA) will be re-classified as public shareholder, in accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended.

5. DETAILS OF THE TARGET COMPANY:

- 5.1. Name of the Target : AAA Technologies Limited Company
- 5.2. CIN : L72100MH2000PLC128949
- 5.3. ISIN : INE0D0U01013
- 5.4. Registered Office : 278-280, F Wing, Solaris 1, Saki Vihar Road, Opp. L&T Gate No. 6, Powai, Andheri (East), Mumbai-400072, Maharashtra, India.
- 5.5. Stock Exchange(s) : The Equity Shares of the Target Company are listed on BSE (Scrip Code: 543671 and Symbol: AAATECH) and NSE (Scrip ID: AAATECH) where listed

6. OTHER DETAILS:

- 6.1. The DPS in accordance with Regulations 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations will be published on or before January 05, 2026 (i.e., not later than five (5) working days from the date of this PA).
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. This Open Offer is not an Indirect Acquisition.
- 6.5. The Acquirers accept full responsibility for the information contained in this Public Announcement and undertake that it is aware of and will comply with the obligations under the SEBI (SAST) Regulations, 2011. The Acquirers confirm that they have adequate financial resources to meet the obligations under the Open Offer and that firm financial arrangements have been made for fulfilling the payment obligations for acquisition of the offered shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- 6.6. All the information pertaining to the Target Company has been obtained from publicly available sources, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.7. In this Public Announcement, all references to “₹” or “Rs.” are references to Indian Rupees.
- 6.8. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.



Issued by the Manager to the Offer:



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

SEBI Registration No.: INM000012128

**404/1, The Summit, Sant Janabai Road (Service Lane),
Off Western Express Highway, Vile Parle (East),
Mumbai-400 057.**

Contact Person: Mr. Manish Gaur

Tel. No.: +91 22 2612 3207/08

Email ID: openoffer@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com

Website: www.markcorporateadvisors.com

For and on behalf of the Acquirers:

For Jyotirgamy Advisory Private Limited

Sd/-

**Ashok Chordia
Director**

DIN: 01511622

Place : Delhi

Date : December 29, 2025

Sd/-

Ashok Chordia

