

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF:

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

REGISTERED OFFICE: 241/43, ZAVERI BAZAR, MUMBAI, MAHARASHTRA, INDIA – 400002
CIN: L27205MH2007PLC172598; TELEPHONE: 022-30735000 / 40465001; FAX: 022-30735088; WEBSITE: www.tbztheoriginal.com

OPEN OFFER FOR ACQUISITION OF UP TO 1,72,70,845 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF INR 10.00 EACH ("EQUITY SHARES") OF TRIBHOVANDAS BHIMJI ZAVERI LIMITED, A COMPANY INCORPORATED UNDER THE COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT 241/43, ZAVERI BAZAR, MUMBAI, MAHARASHTRA, INDIA – 400002 ("TARGET COMPANY"), REPRESENTING 25.88% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY GRT JEWELLERS (INDIA) PRIVATE LIMITED ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AS AMENDED FROM TIME TO TIME ("SEBI (SAST) REGULATIONS") ("OPEN OFFER" OR "OFFER").

*As per Regulation 7(1) of the SEBI (SAST) Regulations, the offer size for the Open Offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations should be at least 26.00% of the total Voting Share Capital. However, the offer size for the current Open Offer is 1,72,70,845 Equity Shares representing 25.88% of the total Voting Share Capital, being the total number and percentage of Equity Shares held by the Public Shareholders as on the date of this Detailed Public Statement.

This detailed public statement ("Detailed Public Statement" or "DPS") is being issued by Axis Capital Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer to the Public Shareholders, pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3) and 15(2) and other applicable regulations of the SEBI (SAST) Regulations. This DPS is being issued pursuant to the public announcement dated 31 August 2026 ("Public Announcement" or "PA") filed with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") in terms of Regulation 14(1) of the SEBI (SAST) Regulations. The PA was also sent to the Securities and Exchange Board of India ("SEBI") and to the Target Company at its registered office in terms of Regulation 14(2) of the SEBI (SAST) Regulations.

1. DEFINITIONS

For the purposes of the DPS, the following terms have the meanings assigned to them below:

- (a) "Acquirer" means GRT Jewellers (India) Private Limited, a private company incorporated under the Companies Act, 1956 with corporate identification number U27310TN1992PTC023070 and having its registered office at No. 138, Usman Road, T. Nagar, Chennai, Tamil Nadu, India, 600017;
- (b) "BSE" means BSE Limited;
- (c) "CCI Approval" means the approval of the Competition Commission of India under the Competition Act, 2002 (as amended from time to time), required for the consummation of the Underlying Transaction and the Open Offer;
- (d) "Companies Act" means the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time;
- (e) "Control" includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner, provided that a director or officer of a company shall not be considered to be in control over such company, merely by virtue of holding such position;
- (f) "Equity Shares" means the equity shares of the Target Company having a face value of INR 10.00 each;
- (g) "Identified Date" means the date falling on the 10th Working Day (as defined below) prior to the commencement of the Tendering Period (as defined below), for the purpose of determining the Public Shareholders to whom the Letter of Offer (as defined below) shall be sent;
- (h) "Identified Lenders" means: (i) State Bank of India; (ii) Union Bank of India; (iii) Central Bank of India; (iv) Kotak Mahindra Bank Limited; (v) IndusInd Bank Limited; and (vi) The Federal bank Limited;
- (i) "Lenders' Approval" means the approval of the Identified Lenders required to be obtained by the Target Company for the consummation of the Underlying Transaction and the Open Offer;
- (j) "Letter of Offer" or "LOF" means the letter of offer in relation to this Offer that is proposed to be issued by Axis Capital Limited, as the Manager to the Offer, on behalf of the Acquirer, in accordance with the applicable provisions of the SEBI (SAST) Regulations, after incorporating the comments of SEBI, if any, on the draft letter of offer;
- (k) "Long Stop Date" means 6 (six) months from the execution date of the Share Purchase Agreement or such other date as the Sellers and Acquirer may mutually agree in writing;
- (l) "NSE" means the National Stock Exchange of India Limited;
- (m) "Offer" or "Open Offer" means this open offer by the Acquirer, for acquisition of up to 1,72,70,845 Equity Shares, representing 25.88% of the Voting Share Capital of the Target Company from the Public Shareholders;
- (n) "Offer Period" has the meaning ascribed to it under the SEBI (SAST) Regulations;
- (p) "Maximum Price Per SPA Sale Share" means INR 209.00 being the maximum price per SPA Sale Share agreed to be paid by the Acquirer to the Sellers in terms of and in accordance with the terms of the Share Purchase Agreement;
- (q) "Public Shareholders" means all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, excluding: (i) the Acquirer; and (ii) the parties to the Share Purchase Agreement (as defined below) and any persons deemed to be acting in concert with the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations;
- (r) "RBI" means the Reserve Bank of India;
- (s) "SCRR" means the Securities Contracts (Regulation) Rules, 1957, as amended from time to time;
- (t) "SEBI" means the Securities and Exchange Board of India;
- (u) "SEBI (LODR) Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- (v) "Sellers" collectively means: (i) Shrikant Gopaldas Zaveri; (ii) Bindu Shrikant Zaveri; (iii) Binaisha Shrikant Zaveri; (iv) Raashi Shrikant Zaveri; (v) Tribhovandas Bhimji Zaveri (TBZ) Private Limited; and (vi) Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited;
- (w) "SPA" or "Share Purchase Agreement" means the share purchase agreement dated 31 August 2026 executed by and between the Acquirer and the Sellers for acquisition of the SPA Sale Shares (i.e., 4,94,59,775 Equity Shares) by the Acquirer from the Sellers, constituting 74.12% of the Voting Share Capital, at the Maximum Price Per SPA Sale Share and for a maximum aggregate consideration of INR 10,337,092,975.00 (such Maximum Price Per SPA Sale Share and such maximum aggregate consideration may be subject to downward adjustments (if any) in accordance with the provisions of the SPA);
- (x) "SPA Sale Shares" means 4,94,59,775 Equity Shares, representing 74.12% of the Voting Share Capital, to be acquired by the Acquirer from the Sellers in accordance with the provisions of the SPA;
- (y) "Stock Exchanges" means, collectively, BSE and NSE;
- (z) "Tendering Period" means the period of 10 Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer under the SEBI (SAST) Regulations, which shall be disclosed to the Public Shareholders in the LOF;
- (aa) "Underlying Transaction" has the meaning as ascribed to it in paragraph 2 of Part II (Background to the Offer) of this Detailed Public Statement;
- (bb) "Voting Share Capital" means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Open Offer; and
- (cc) "Working Day" means any working day of the SEBI.

I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

1. DETAILS OF GRT JEWELLERS (INDIA) PRIVATE LIMITED ("ACQUIRER")

- 1.1 The Acquirer, (i.e., GRT Jewellers (India) Private Limited, is incorporated as a private company limited by shares. The Acquirer was originally incorporated under the Companies Act, 1956 on 14 July 1992 under the name 'Raghavendra Steels Private Limited' in the state of Tamil Nadu. The name of the Acquirer was subsequently changed to: (a) 'Raghavendra Steels Limited' on 1 July 1997; (b) 'Raghavendra Steels Private Limited' on 3 October 2002; (c) 'Swamy Raghavendra Metals Private Limited' on 20 June 2003; (d) 'G.R. Thangamalai Jewellers Private Limited' on 28 July 2006; and (e) its current name i.e., 'GRT Jewellers (India) Private Limited' on 28 March 2013.
- 1.2 The registered office of the Acquirer is located at No. 138, Usman Road, T. Nagar, Chennai, Tamil Nadu, India – 600017, and its corporate identification number is U27310TN1992PTC023070. The contact details of the Acquirer are as follows: Telephone number: 044-23461515. The website of the Acquirer is www.grtjewels.com.
- 1.3 The Acquirer is a part of the GRT Group.
- 1.4 The Acquirer is primarily engaged in the business of retail sale of jewellery and has 68 jewellery showrooms across several states and a union territory of India, including Tamil Nadu, Telangana, Andhra Pradesh, Pondicherry and Karnataka, and 1 in Singapore.
- 1.5 Govindarajulu Rajendran, Govindarajulu Rajendran Radhakrishnan, Govindarajulu Rajendran Ananthapadmanabhan, collectively own 97.87% of the total issued and paid-up equity and voting share capital of the Acquirer and are the persons in control of the Acquirer.
- 1.6 There are no persons acting in concert with the Acquirer for the purposes of the Underlying Transaction and this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of the Underlying Transaction and this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 1.7 The total authorised share capital of the Acquirer is INR 5,00,00,00,000.00 divided into 5,00,00,000 equity shares of INR 100.00 each.
- 1.8 The issued, subscribed, and paid-up share capital of the Acquirer is INR 2,96,10,00,000.00 divided into 2,96,10,000 fully paid-up equity shares of INR 100.00 each. As on the date of this DPS, the shareholding details of Acquirer are as set out below:

Sr. No.	Name of the Shareholders	Number of Shares	% of the Shareholding
1.	Mr. Govindarajulu Rajendran	59,30,400	20.03%
2.	Mr. Govindarajulu Rajendran Ananthapadmanabhan	1,15,24,800	38.92%
3.	Mr. Govindarajulu Rajendran Radhakrishnan	1,15,24,800	38.92%
4.	Ms. P. Swaroopa	3,15,000	1.06%
5.	Ms. R. Madhavi	3,15,000	1.06%
TOTAL		2,96,10,000	100.00%

- 1.9 The equity shares of the Acquirer are not listed on any stock exchange in India or abroad.
- 1.10 As on date, there are no common directors on the board of the Target Company and the Acquirer.
- 1.11 As on date, the Acquirer, its directors, and key managerial employees do not have any relationship with or interest in the Target Company, except for the contractual arrangement (i.e., the Share Purchase Agreement) in relation to the Underlying Transaction, as detailed in paragraph 2 of Part II (Background to the Open Offer) of this Detailed Public Statement, that has triggered this Open Offer.
- 1.12 Neither the Acquirer nor its directors or key managerial employees hold any Equity Shares or voting rights in the Target Company as of the date of the DPS. The Acquirer has not acquired any Equity Shares during the period between the date of the PA i.e., 31 August 2026, and the date of the DPS.
- 1.13 The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 as amended from time to time ("SEBI Act") or under any other regulations made under the SEBI Act.
- 1.14 The Acquirer, the promoters of the Acquirer, and the directors and key managerial personnel of the Acquirer, have not been categorized as 'wilful defaulters' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

- 1.15 The Acquirer, the promoters of the Acquirer, and the directors and key managerial personnel of the Acquirer have not been categorized/declared as 'fugitive economic offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018, in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 1.16 The summary of the financial information of the Acquirer as at and for the financial years ended on 31 March 2026, 31 March 2025, and 31 March 2024, extracted from the consolidated audited financial statements of the Acquirer, is provided in the table below:

(in INR Crore except for Earnings Per Share)

Particulars	As at and for financial year ended on 31 March 2026	As at and for financial year ended on 31 March 2025	As at and for financial year ended on 31 March 2024
Total Income	43,246.34	34,230.33	30,172.58
Profit/(Loss) after tax	1,982.37	1,651.22	710.19
Basic and Diluted Earnings (INR per equity share of INR 100.00 each) ⁽¹⁾	669.49	557.66	232.17
Net worth ⁽²⁾	6,968.95	4,916.68	3,261.13

Notes:

- (1) Earnings per share is calculated by dividing net profit from continuing and discontinuing operations for the year by the weighted average number of shares outstanding during the year.
 - (2) Net worth represents total equity.
- (Source: Certificate dated 4 September 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No.: 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994GLAZYL8196))

2. DETAILS OF SELLERS:

- 2.1 The details of the Sellers have been provided in the table below. All Sellers are Indian residents.

Sr. No.	Name	Details of name change in the past (if applicable)	Nature of Entity (Entity/ Individual)	Part of Promoter/ promoter group (Yes/ No) ⁽¹⁾	Name of the Group	Residential/ Registered Address	Name of the Stock Exchange in India or Abroad where listed (if applicable)	Details of Equity Shares/voting rights held by the Sellers in the Target Company			
								Pre-Underlying Transaction shareholding ^{(2)(b)}		Post-Underlying Transaction shareholding	
								Number of Equity Shares	% of equity share capital of the Target Company	Number of Equity Shares	% of equity share capital of the Target Company
1.	Shrikant Gopaldas Zaveri	N/A	Individual	Yes	N/A	33 South, 27th Floor, Pedder Road, Cumballa Hill, Mumbai – 400026	N/A	3,34,02,275	50.06%	Nil	Nil
2.	Bindu Shrikant Zaveri	N/A	Individual	Yes	N/A	33 South, 27th Floor, Pedder Road, Cumballa Hill, Mumbai– 400026	N/A	35,00,000	5.24%	Nil	Nil
3.	Binaisha Shrikant Zaveri	N/A	Individual	Yes	N/A	Flat No 1701, Carmichael Residences 21 Carmichael, Road M L Dhanukar Marg, Cumballa Hill, Mumbai – 400026	N/A	52,85,000	7.92%	Nil	Nil
4.	Raashi Shrikant Zaveri	N/A	Individual	Yes	N/A	Flat No 1301, Carmichael Residences 21 Carmichael, Road M L Dhanukar Marg, Cumballa Hill, Mumbai – 400026	N/A	45,72,500	6.85%	Nil	Nil
5.	Tribhovandas Bhimji Zaveri (TBZ) Private Limited	N/A	Entity	Yes	N/A	241/43, Zaveri Bazar, Mumbai – 400002	N/A as the securities of the Seller are not listed on any stock exchange	13,50,000	2.02%	Nil	Nil
6.	Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited	N/A	Entity	Yes	N/A	241/43, Zaveri Bazar, Mumbai – 400002	N/A as the securities of the Seller are not listed on any stock exchange	13,50,000	2.02%	Nil	Nil
Total								4,94,59,775	74.12%	Nil	Nil

Notes:

- (1) Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire Control over the Target Company, and the Acquirer will become the promoter of the Target Company in terms of the SEBI (SAST) Regulations and the SEBI (LODR) Regulations. Further, upon consummation of the Underlying Transaction, the Sellers shall cease to be in Control of the Target Company and cease to be shareholders and members of the promoter/ promoter group of the Target Company. Accordingly, pursuant to the Open Offer, on consummation of the Underlying Transaction, the Sellers shall be de-classified from the 'promoter and promoter group' category of the Target Company in accordance with Regulation 31A(10) of the SEBI (LODR) Regulations.
- (2) This sets out details of the Equity Shares held by the Sellers which are agreed to be purchased by the Acquirer in accordance with the terms of the SPA. The Sellers viz. (i) Shrikant Gopaldas Zaveri, Bindu Shrikant Zaveri, Binaisha Shrikant Zaveri, and Raashi Shrikant Zaveri are the current promoters of the Target Company; and (ii) Tribhovandas Bhimji Zaveri (TBZ) Private Limited and Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited, are the current members of the promoter group of the Target Company. However, pursuant to the Open Offer, upon consummation of the Underlying Transaction, the Sellers shall cease to be the promoters or members of the promoter group of the Target Company in accordance with Regulation 31A(10) of the SEBI (LODR) Regulations.
- (3) Pre-transaction shareholding percentages have been calculated after considering the total number of issued and outstanding Equity Shares as on the date of this DPS. Given that the Target Company does not have any outstanding partly paid-up shares, global depositary receipts or any convertible instruments or warrants including fully convertible debentures, partly convertible debentures or any other instrument/security which are convertible, or which entitle the holder of such instrument/ security to receive Equity Shares, total number of issued and outstanding Equity Shares as on the date of this DPS shall be equivalent to the Voting Share Capital.

- 2.2 None of the Sellers have been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act.
- 2.3 The Sellers are not categorized as 'wilful defaulters' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 2.4 The Sellers are not categorized/declared as 'fugitive economic offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018, in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 3. DETAILS OF THE TARGET COMPANY:
- 3.1 The Target Company, i.e., Tribhovandas Bhimji Zaveri Limited, is a public listed company limited by shares. The Target Company was originally incorporated as a private limited company under the Companies Act, 1956 on 24 July 2007 under the name of 'Tribhovandas Bhimji Zaveri Private Limited'. The name of the Target Company was subsequently changed to its current name i.e., 'Tribhovandas Bhimji Zaveri Limited' on 3 December 2010 upon conversion into a public limited company. There has been no change in the name of the Target Company in the last 3 years.
- 3.2 The registered office of the Target Company is located at 241/43, Zaveri Bazar, Mumbai, Maharashtra, India – 400002, and its corporate identity number is L27205MH2007PLC172598. The contact details of the Target Company are as follows: Telephone number: 022-30735000 / 40465001; Fax: 022-30735088. The website of the Target Company is www.tbztheoriginal.com.
- 3.3 The Target Company is engaged in the business of retail sales of ornaments made of gold, diamond, silver, platinum and precious stones through its showrooms and franchisee outlets located across India.
- 3.4 The Equity Shares are frequently traded on BSE and NSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of this DPS. (Source: BSE and NSE websites and as certified pursuant to the certificate dated 31 August 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994SPVABM9363)). Further details are provided in Part IV (Offer Price).
- 3.5 The authorized capital of the Target Company is INR 75,00,00,000.00 divided into 7,50,00,000 equity shares of face value of INR 10.00 each.
- 3.6 The issued, subscribed and paid-up share capital of the Target Company is INR 66,73,06,200 divided into 6,67,30,620 equity shares of INR 10.00 each. The entire issued, subscribed and paid-up equity share capital of the Target Company is listed on BSE (Scrip Code: 534369) and NSE (Symbol: TBZ); ISIN: INE760L01018 and has not been suspended from trading by Stock Exchanges.
- 3.7 As on the date of this DPS, there is only one class of Equity Shares and there are no: (a) partly paid-up equity shares; (b) equity shares carrying different voting rights; and/or (c) outstanding convertible instruments (such as depository receipts, fully convertible debentures, warrants, convertible preference shares, employee stock option plans, etc.), issued by the Target Company which are convertible into Equity Shares.
- 3.8 As on date of the DPS, the Voting Share Capital is as follows:

Particulars	Issued and paid-up shares (Number of Equity Shares)	% of Voting Share Capital
Fully paid-up Equity Shares	6,67,30,620	100.00
Partly paid-up Equity Shares	Nil	Nil
Employee stock options granted, vested and outstanding	Nil	Nil
Warrants convertible into equity shares	Nil	Nil
Global depositary receipts or any convertible instruments convertible into equity shares	Nil	Nil
Total Voting Share Capital	6,67,30,620	100.00

- 3.9 The summary of the financial information of the Target Company as at and for the quarter ended on 30 June 2026 extracted from the consolidated unaudited limited review financial statements of the Target Company, and the consolidated audited financial information for each of the three financial years ended on 31 March 2026, 31 March 2025, 31 March 2024, extracted from the audited consolidated financial statements of the Target Company is provided in the table below:

(in INR Crore except for Earnings Per Share)

Particulars	As at and for the quarter ended on 30 June 2026	As at and for financial year ended on 31 March 2026	As at and for financial year ended on 31 March 2025	As at and for financial year ended on 31 March 2024
	(Limited review) ⁽¹⁾	(Audited) ⁽¹⁾	(Audited) ⁽¹⁾	(Audited) ⁽¹⁾
Total Income ⁽²⁾	842.63	3,210.30	2,624.85	2,304.70
Profit/(Loss) after tax	33.92	202.31	68.39	54.43
Basic and Diluted Earnings per equity share (INR per Equity Share of INR 10.00 each)	5.08	30.32	10.25	8.16
Net worth	N.A.	838.15	657.21	601.53

Notes:

- (1) The key financial information of the Target Company for the financial year ended 31 March 2026, 31 March 2025, and 31 March 2024, has been extracted from Target Company's respective financial year's audited financial statements. The key financial information for quarter ended on 30 June 2026 has been extracted from unaudited (limited review) financial results of the Target Company.
- (2) Total Income includes revenue from operations and other income.
- (3) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, net worth is calculated as aggregate of the equity share capital and other equity.

(Source: Certificate dated 4 September 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No.: 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994GLAZYL8196))

4. DETAILS OF THE OFFER

- 4.1 This Open Offer is a mandatory offer made by the Acquirer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA in relation to the Underlying Transaction. Upon the completion of the Underlying Transaction, the Acquirer will directly acquire: (a) equity share capital and voting rights in excess of 25.00% of the equity share capital of the Target Company; and (b) Control over the Target Company. Please refer to Part II (Background to the Offer) of the DPS for further information on the SPA. The Public Announcement announcing the Open Offer, issued by the Manager to the Offer on behalf of the Acquirer, under Regulations 3(1) and 4 read with Regulations 13(1), 14 and 15(1) of the SEBI (SAST) Regulations, was sent to BSE and NSE on 31 August 2026. The Public Announcement was also sent to SEBI and to the registered office of the Target Company on 31 August 2026 in terms of Regulation 14(2) of the SEBI (SAST) Regulations.
 - 4.2 This Offer is being made by the Acquirer to the Public Shareholders to acquire up to 1,72,70,845 Equity Shares ("Offer Shares"), constituting 25.88% of the Voting Share Capital ("Offer Size"), at a price of INR 249.61 per Offer Share aggregating to a total consideration of up to INR 4,31,09,75,621.00 (assuming full acceptance), subject to the receipt of CCI Approval, Lenders' Approval, and the terms and conditions mentioned in the PA, this DPS and the Letter of Offer that will be sent to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations after incorporating the comments from SEBI, if any, on the draft Letter of Offer in accordance with the SEBI (SAST) Regulations.
- *As per Regulation 7(1) of the SEBI (SAST) Regulations, the offer size for the Open Offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations should be at least 26.00% of the total Voting Share Capital. However, the offer size for the current Open Offer is 1,72,70,845 Equity Shares representing 25.88% of the total Voting Share Capital, being the total number and percentage of Equity Shares held by the Public Shareholders as on the date of this Detailed Public Statement.

- 4.3 The Equity Shares are frequently traded on BSE and NSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of this DPS. (Source: BSE and NSE websites and as certified pursuant to the certificate dated 31 August 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994SPVABM9363)).
- 4.4 The offer price of INR 249.61 per Offer Share has been determined in accordance with the provisions of Regulation 8(2) of the SEBI (SAST) Regulations ("Offer Price") and has also been certified by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994) pursuant to a certificate dated 31 August 2026. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations under the Offer will be INR 4,31,09,75,621.00 ("Maximum Open Offer Consideration"), calculated based on the Offer Price.
- 4.5 The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1) (a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in this DPS and the Letter of Offer that will be sent to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
- 4.6 Please refer to Part VI (Statutory and Other Approvals) of this DPS, in relation to the details of the statutory and other approvals required to complete the Underlying Transaction and the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer, which are outside the reasonable control of the Acquirer. In case any other statutory approvals become applicable and are required by the Acquirer at a later date before the closure of the Tendering Period, this Open Offer shall be subject to receipt of such further approvals. Where any statutory or other approval extends to some but not all the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
- 4.7 All Public Shareholders (including residents, non-resident Indians, overseas corporate bodies or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including non-resident Indians or overseas corporate bodies or foreign portfolio investors) had required any previous approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals and supporting documents are not submitted, the Acquirer reserves the right to reject such Offer Shares.
- 4.8 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Open Offer may be withdrawn under the following circumstances:
 - (a) the approvals (whether in relation to the acquisition of the SPA Sale Shares or the Offer Shares or both) specified in Part VI (Statutory and Other Approvals) including the CCI Approval and Lenders' Approval, or any other statutory approvals, which may become applicable prior to completion of the Open Offer and are required by the Acquirer at a later date, are not received or are finally refused by the relevant governmental authorities; or
 - (b) any of the Identified SPA Conditions (defined in paragraph 5.3 of Part II (Background to the Offer)) are not met for reasons outside the reasonable control of the Acquirer or a Termination Event stipulated in paragraph 5.6 of Part II (Background to the Offer) has occurred, and the SPA is rescinded or terminated; or
 - (c) such circumstances as in the opinion of SEBI, merit withdrawal.

In the event of a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of the withdrawal, make a public announcement of the withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations. Such public announcement for the withdrawal will be made in the same newspapers in which this DPS has been published and will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

- 4.9 Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire Control over the Target Company, and the Acquirer will become the promoter of the Target Company in terms of the SEBI (SAST) Regulations and the SEBI (LODR) Regulations. Further, upon consummation of the Underlying Transaction, the Sellers shall cease to be in Control of the Target Company and cease to be shareholders and members of the promoter/ promoter group of the Target Company. Accordingly, pursuant to the Open Offer, on consummation of the Underlying Transaction, the Sellers shall be de-classified from the 'promoter and promoter group' category of the Target Company in accordance with Regulation 31A(10) of the SEBI (LODR) Regulations.
- 4.10 The Acquirer does not intend to delist the Target Company pursuant to this Open Offer.
- 4.11 The Offer is not conditional on any minimum level of acceptance by the Public Shareholders in terms of Regulation 19 of the SEBI (SAST) Regulations.
- 4.12 The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 4.13 The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered during the Tendering Period, by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared in relation thereto, and the tendering Public Shareholders shall have obtained all necessary consents required by them to sell the Equity Shares on the foregoing basis.
- 4.14 In terms of the Regulation 25(2) of the SEBI (SAST) Regulations, as on the date of this DPS, the Acquirer has no intention to alienate any material assets of the Target Company or its subsidiary whether by way of sale, lease, encumbrance or otherwise for a period of 2 years after the Offer Period of this Open Offer, except:
 - (a) in the ordinary course of business (including for the restructure or disposal of assets and creation of encumbrances in accordance with business requirements);
 - (b) to the extent required for the purpose of restructuring, rationalization and/or streamlining the operations, business, assets, investments, liabilities or otherwise of the Target Company or its subsidiaries, if any, at the relevant time, through arrangements, reconstructions, mergers, demergers, sale of assets or undertakings, and/or negotiation or re-negotiation or termination of existing contractual arrangements, or otherwise at a later date, which decisions shall be taken as per the procedures set out in the applicable laws, pursuant to business requirements, to improve operational efficiencies, and for other commercial reasons and in line with opportunities or changes in economic circumstances from time to time;

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- (c) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the operations of the Target Company;
- (d) as has already been disclosed by the Target Company in the public domain; or
- (e) with the prior approval of the shareholders as required under applicable law, including in accordance with the proviso to Regulation 25(2) of the SEBI (SAST) Regulations.
- 4.15 As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company, being a listed company, is required to maintain at least 25.00% (twenty-five percent) of its total shareholding as public shareholding (as determined in accordance with the SCRR) on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Offer and pursuant to consummation of the Underlying Transaction, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure the Target Company's compliance with the minimum public shareholding requirement in such manner and within such time period as permitted under the applicable law, including SCRR.

II. BACKGROUND TO THE OFFER

1. This Open Offer is a mandatory offer made by the Acquirer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA in relation to the Underlying Transaction.
2. The Acquirer has entered into a share purchase agreement dated 31 August 2026 with the Sellers, pursuant to which the Acquirer has agreed to purchase the SPA Sale Shares i.e., 4,94,59,775 Equity Shares (constituting 74.12% of the Voting Share Capital of the Target Company) from the promoters and members of the promoter group of the Target Company (i.e., the Sellers), at a maximum price of INR 209.00 per Equity Share (i.e., the Maximum Price Per SPA Sale Share) and for a maximum aggregate consideration of INR 10,33,70,92,975.00 (the Maximum Price Per SPA Sale Share and such maximum aggregate consideration may be subject to downward adjustments (if any) in accordance with the provisions of the SPA), and subject to the satisfaction of certain conditions precedent as set out thereunder, which, *inter alia*, include receipt of the CCI Approval and Lenders' Approval. In any event, the Maximum Price Per SPA Sale Share shall not be adjusted upwards in terms of the Share Purchase Agreement.

The SPA also sets forth the terms and conditions agreed between the Acquirer and the Sellers, and their respective rights and obligations. The transaction contemplated under the SPA is hereinafter referred to as the "Underlying Transaction".

3. The details of the SPA Sale Shares proposed to be sold by the Sellers to the Acquirer pursuant to the SPA are set out below:

Sr. No.	Name	Number of Equity Shares ⁽¹⁾	Percentage of total equity share capital of the Target Company ⁽²⁾
1.	Shrikant Gopaldas Zaveri	3,34,02,275	50.06%
2.	Bindu Shrikant Zaveri	35,00,000	5.24%
3.	Binaisha Shrikant Zaveri	52,85,000	7.92%
4.	Raashi Shrikant Zaveri	45,72,500	6.85%
5.	Tribhovandas Bhimji Zaveri (TBZ) Private Limited	13,50,000	2.02%
6.	Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited	13,50,000	2.02%
Total		4,94,59,775	74.12%

Notes:

- (1) The table sets out details of the Equity Shares held by the Sellers which are agreed to be purchased by the Acquirer in accordance with the terms of the SPA.
- The Sellers viz. (i) Shrikant Gopaldas Zaveri, Bindu Shrikant Zaveri, Binaisha Shrikant Zaveri, and Raashi Shrikant Zaveri are the current promoters of the Target Company; and (ii) Tribhovandas Bhimji Zaveri (TBZ) Private Limited and Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited, are the current members of the promoter group of the Target Company. However, upon consummation of the Underlying Transaction, the Sellers shall cease to be in Control of the Target Company and cease to be shareholders and members of the promoter/ promoter group of the Target Company. Accordingly, pursuant to the Open Offer, upon consummation of the Underlying Transaction, the Sellers shall cease to be the promoters or members of the promoter group of the Target Company in accordance with Regulation 31A (10) of the SEBI (LODR) Regulations.
- (2) Pre-transaction shareholding percentages have been calculated after considering the total number of issued and outstanding Equity Shares as on the date of this DPS. Given that the Target Company does not have any outstanding partly paid-up shares, global depositary receipts or any convertible instruments or warrants including fully convertible debentures, partly convertible debentures or any other instrument/ security which are convertible, or which entitle the holder of such instrument/ security to receive Equity Shares, total number of issued and outstanding Equity Shares as on the date of this DPS shall be equivalent to the Voting Share Capital.

4. Since the Acquirer has entered into an agreement to acquire voting rights in excess of 25.00% of the equity share capital of the Target Company and to acquire Control over the Target Company, this Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations. Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire Control over the Target Company, and the Acquirer will become the promoter of the Target Company in terms of the SEBI (SAST) Regulations and the SEBI (LODR) Regulations. Further, upon consummation of the Underlying Transaction, the Sellers shall cease to be in Control of the Target Company and cease to be shareholders and members of the promoter/ promoter group of the Target Company. Accordingly, pursuant to the Open Offer, on consummation of the Underlying Transaction, the Sellers shall be de-classified from the 'promoter and promoter group' category of the Target Company in accordance with Regulation 31A(10) of the SEBI (LODR) Regulations.
5. The salient features of the SPA are set out below.

- 5.1 The SPA sets forth the terms and conditions agreed between the Sellers and the Acquirer in relation to the Underlying Transaction, and their respective rights and obligations.

- 5.2 The maximum consideration payable by the Acquirer to the Sellers for the acquisition of SPA Sale Shares (i.e., INR 10,337,092,975.00) has been determined based on a maximum price of INR 209.00 per Equity Share (i.e., the Maximum Price Per SPA Sale Share). On the completion date of the Underlying Transaction, such Maximum Price Per SPA Sale Share and the resultant maximum consideration may be reduced based on an audit to be conducted by the Acquirer, in the manner and in accordance with the terms of the SPA, to determine the final sale price and final consideration payable by Acquirer to the Sellers for the acquisition of SPA Sale Shares. However, under no circumstance shall such final sale price be higher than the Maximum Price Per SPA Sale Share.

- 5.3 The consummation of the Underlying Transaction is subject to the fulfillment (or, if applicable, waiver or deferral) of the conditions specified under the SPA, including but not limited to, the following conditions, on or before the Long Stop Date ("Identified SPA Conditions"):

- (a) the receipt of the statutory and other approvals as set forth in more detail in Paragraph VI (Statutory and Other Approvals) below, including but not limited to, the receipt of the CCI Approval and Lenders' Approval;
- (b) the Sellers having provided to the Acquirer, on a reliance basis, a draft report:
- (i) confirming with respect to Section 499 of the Income Tax Act, 2025 (as amended) the status of tax demands, tax notices and/or tax proceedings pending against each Seller under the provisions of the Income Tax Act, 2025 (as amended); and
- (ii) confirming, with reference to Section 81 of the Central Goods and Services Tax Act, 2017 (as amended), the details and status of: (a) any outstanding tax demands; (b) any pending tax notices; and (c) any ongoing tax proceedings, in each case, under the provisions of the Central Goods and Services Tax Act, 2017 (and the corresponding State/Union Territory GST laws, if applicable), in respect of the Sellers and/or the business of the Target Company.

- 5.4 On completion of Underlying Transaction, the Target Company shall take on record the resignation of certain directors of the Target Company (other than the independent directors), and approve the appointment of individuals identified by the Purchaser (by a written notice to the Sellers and the Company) as directors on the board of directors of the Target Company and committees thereof.

- 5.5 The Sellers have agreed to certain non-compete and non-solicit restrictions for an identified period post-Closing under the SPA. Other than the consideration to be paid for acquisition of the SPA Sale Shares, no additional or distinct fee has been paid or is payable by the Acquirer to the Sellers in relation to these obligations.

- 5.6 As per the terms of the SPA, the SPA may be terminated ("Termination Events"):

- (a) by mutual agreement of the Acquirer and the Sellers recorded in writing;
- (b) if satisfaction (or, if applicable, waiver or deferral) of the Identified SPA Conditions has not occurred on or before the Long Stop Date; or
- (c) by the Acquirer, upon occurrence of a Specified Trigger Event (as defined in the SPA) in accordance with the terms of the SPA.

- 5.7 The SPA also imposes certain customary interim obligations on the Sellers vis-à-vis the conduct of business of the Target Company between the date of execution of the SPA and the completion of the Underlying Transaction, including but not limited to: (a) carrying on the business of the Target Company in the ordinary course; and (b) not undertaking, *inter-alia*, the following acts without the prior consent of the Acquirer: (i) selling, transferring or creating encumbrance over SPA Sale Shares (save as contemplated in the SPA); (ii) making any change to the articles of association or memorandum of association which may adversely impact the Acquirer; (iii) transferring or creating encumbrance over material assets of the Target Company; (iv) altering Target Company's capital structuring or any merger or demerger in relation to the Target Company; and (v) discontinuing any line of business of the Target Company or material business operations as on the execution date of the Share Purchase Agreement.

- 5.8 The SPA also contains customary terms and conditions such as confidentiality, representations and warranties, and corresponding indemnities covered by the warranty and indemnity insurance policy to be obtained pursuant to the SPA.

6. Subject to the following:

- (a) the satisfaction or waiver or deferral of the Identified SPA Conditions set out in paragraph 5.3 of Part II (Background to the Offer) above, on or before the Long Stop Date; and
- (b) the non-occurrence of Termination Events stipulated in paragraph 5.6 of Part II (Background to the Offer) above; after 21 Working Days from the date of this DPS, the Acquirer may acquire the SPA Sale Shares and management control over the Target Company in compliance with Regulation 22(2) of the SEBI (SAST) Regulations and hence, be classified as the promoter of the Target Company.

7. The details of the Underlying Transaction pursuant to the SPA are set forth below:

Details of Underlying Transaction					
Type of transaction (Direct/ Indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Equity Shares proposed to be acquired		Total consideration for shares acquired	Mode of payment (cash/ securities)
		Number	% of share capital vis a vis total voting equity capital.		
Direct	Share Purchase Agreement – The Acquirer has entered into the Share Purchase Agreement, with the Sellers, pursuant to which the Acquirer has agreed to acquire 4,94,59,775 Equity Shares from the Sellers constituting 74.12% of the Voting Share Capital, as per the terms of the Share Purchase Agreement and subject to the satisfaction of certain conditions precedent as set out thereunder, which, <i>inter alia</i> , include receipt of the CCI Approval and the Lenders' Approval.	Acquisition of 4,94,59,775 Equity Shares from the Sellers.	Acquisition of 74.12% of the Voting Share Capital from the Sellers.*	INR 209.00 per Equity Share and a maximum aggregate consideration of INR 10,337,092,975.00, payable in accordance with terms as set out in the SPA.	Cash
					Regulations 3(1) and 4 of the SEBI (SAST) Regulations

*As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), the Target Company, being a listed company, is required to maintain at least 25.00% of its total shareholding as public shareholding (as determined in accordance with the SCRR) on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Offer and pursuant to consummation of the Underlying Transaction, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure the Target Company's compliance with the minimum public shareholding requirement in such manner and within such time period as permitted under the applicable law, including SCRR.

8. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in this DPS and the Letter of Offer that will be sent to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations after incorporating the comments from SEBI, if any, on the draft Letter of Offer in accordance with the SEBI (SAST) Regulations.

9. **Object of the Offer:** The prime objective of the Acquirer for undertaking the Underlying Transaction is to acquire a substantial stake in and control over the Target Company, with a view to spread its jewellery business to other regions of India, beyond the southern region of India. Subsequent to the completion of the Open Offer and the Underlying Transaction, the Acquirer intends to work with the management and employees for growth of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	ACQUIRER ⁽¹⁾	
	No. of Equity Shares	% of the Voting Share Capital
Shareholding as on the date of the PA	Nil	Nil
Shares acquired between the date of the PA and the date of DPS	Nil	Nil
Shareholding as on the DPS date	Nil	Nil
Post Offer shareholding as of the 10th Working Day after the closure of the Offer (assuming no Equity Shares tendered in the Offer and the acquisition of SPA Sale Shares has been completed pursuant to the Underlying Transaction)	4,94,59,775 Equity Shares	74.12% of the Voting Share Capital ⁽²⁾
Post Offer shareholding as of the 10th Working Day after the closure of the Offer (assuming the entire 25.88% is accepted in the Offer and the acquisition of SPA Sale Shares has been completed pursuant to the Underlying Transaction)	6,67,30,620 Equity Shares	100.00% ⁽²⁾⁽³⁾

Notes:

- (1) No person is acting in concert with the Acquirer for the purposes of the Underlying Transaction and this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (2) Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire Control over the Target Company, and the Acquirer will become the promoter of the Target Company in terms of the SEBI (SAST) Regulations and the SEBI (LODR) Regulations.
- (3) As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company, being a listed company, is required to maintain at least 25.00% of its total shareholding as public shareholding (as determined in accordance with SCRR) on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Offer and pursuant to consummation of the Underlying Transaction, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure the Target Company's compliance with the minimum public shareholding requirement in such manner and within such time period as permitted under the applicable law including SCRR.

2. As on the date of this DPS, neither the Acquirer nor any of the members of the board of directors of the Acquirer hold any Equity Shares.

IV. OFFER PRICE

1. The Equity Shares are listed on BSE and NSE.
2. The traded turnover based on the trading volume in the Equity Shares on BSE and NSE during the period from 1 August 2025 to 31 July 2026 ("Twelve Month Period"), viz. 12 calendar months preceding the calendar month in which the PA is made is given below:

Stock exchange	Total traded volumes during the Twelve Month Period ("A")	Total (weighted average) number of Equity Shares outstanding during the Twelve Month Period ("B")	Annualized trading turnover (as a % of total number of Equity Shares outstanding) (A/B)
BSE	1,48,40,008	6,67,30,620	22%
NSE	23,71,95,716	6,67,30,620	355%

(Source: BSE and NSE websites and as certified pursuant to the certificate dated 31 August 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994SPVABM9363))

3. Based on the above information, the Equity Shares are frequently traded on BSE and NSE in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
4. The Offer Price of INR 249.61 per Equity Share is determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Sr. No.	Particulars	Price (INR per Equity Share)
A	The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer i.e., the Maximum Price Per SPA Sale Share under the SPA	209.00
B	The volume-weighted average price paid or payable per Equity Share for acquisitions, by the Acquirer, during the fifty-two weeks immediately preceding the date of the PA	Not Applicable ⁽¹⁾
C	The highest price paid or payable for any acquisition by the Acquirer during the twenty-six weeks immediately preceding the date of the PA	Not Applicable ⁽¹⁾
D	The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA, as traded on the NSE, being the stock exchange where the maximum volume of trading in the Equity Shares was recorded during such period, provided shares are frequently traded	249.61
E	Where the shares are not frequently traded, the price determined by an independent registered valuer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable ⁽²⁾
F	The per equity share value computed under Regulation 8(5) of the SEBI SAST Regulations, if applicable	Not Applicable ⁽³⁾

Notes:

- (1) The Acquirer has not acquired Equity Shares during the 52 weeks immediately preceding the date of the PA.
- (2) Not applicable since the Equity Shares are frequently traded on BSE and NSE within the meaning of Regulation 2(1)(j) of SEBI (SAST) Regulations.
- (3) Not applicable since the acquisition is not an indirect acquisition.
- (Source: Certificate dated 31 August 2026 issued by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994SPVABM9363))

5. In view of the parameters considered and presented in the table in paragraph above, the Offer Price under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of above parameters, i.e., INR 249.61 per Offer Share. Accordingly, the Offer Price is justified and is in compliance with Regulation 8(2) of the SEBI (SAST) Regulations and has also been certified by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No. 204994; UDIN: 26204994SPVABM9363), vide their certificate dated 31 August 2026.

6. There have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.

7. The Offer Price may be adjusted by the Acquirer, in consultation with the Manager, in the event of any corporate action(s) such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of dividend, de-mergers, reduction of capital, etc., where the record date for effecting such corporate action(s) falls prior to the third Working Day before the commencement of the Tendering Period, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.

8. As on the date of this DPS, there is no revision in the Offer Price or size of the Open Offer. In case of any revision in the Offer Price or size of the Open Offer, the Acquirer shall comply with applicable provisions of Regulation 18 of the SEBI (SAST) Regulations and any other provisions of the SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

9. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price or the Offer Size at any time prior to commencement of the last one Working Day before the commencement of the Tendering Period. In the event of such revision, the Acquirer shall: (a) make a corresponding increase to the escrow amount; (b) make a public announcement in the same newspapers in which this DPS has been published; and (c) simultaneously notify to BSE, NSE, SEBI and the Target Company at its registered office of such revision.

10. In the event the Acquirer has acquired or agreed to acquire, whether by itself or through any persons acting in concert with him, any shares or voting rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not make any such acquisition after the third Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

11. If the Acquirer acquires Equity Shares during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being a negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

1. The total consideration for the Open Offer, assuming full acceptance, i.e. for the acquisition of 1,72,70,845 Equity Shares at the offer price of INR 249.61 per Equity Share is INR 4,31,09,75,621.00, i.e., the **Maximum Open Offer Consideration**.

In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and Manager have entered into an escrow agreement with Axis Bank Limited (having its registered office at 3rd Floor, Trishul, Opposite Samartheswar Temple, Law Garden, Ellis Bridge, Ahmedabad, India – 380006, and acting through its office at Old no. 2, New no. 3, Club House Road, Anna Salai, Chennai, India – 600002) ("**Escrow Bank**") on 1 September 2026 ("**Escrow Agreement**"). Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "GRT Jewellers (India) Private Limited – Open Offer Escrow Account" ("**Escrow Account**") with the Escrow Bank. In accordance with Regulation 17(4) and 17(5) of the

SEBI (SAST) Regulations, the Acquirer has made cash deposit in the Escrow Account of INR 4,31,09,757.00 ("**Escrow Amount**"), being 1.00% of the Maximum Open Offer Consideration. The receipt of cash deposit of Escrow Amount in the Escrow Account has been confirmed by the Escrow Bank by way of a confirmation letter dated 1 September 2026 issued by the Escrow Bank.

2. Further, in accordance with Regulations 17(3), 17(4) and 17(6) of the SEBI (SAST) Regulations, the Acquirer has also furnished an unconditional, irrevocable and on demand bank guarantee dated 1 September 2026, in the Escrow Account, issued in favour of the Manager to the Open Offer by Axis Bank Limited, through its branch situated at Old no. 2, New no. 3, Club House Road, Anna Salai, Chennai, India – 600002, bearing bank guarantee no. 11650100028083 for an amount of INR 1,07,77,43,906.00, being 25.00% of the Maximum Open Offer Consideration, in compliance with the requirements specified under Regulation 17 of the SEBI (SAST) Regulations, which requires the deposit, in an escrow account, of an amount equal to 25% of the maximum consideration payable under an open offer where the maximum consideration payable is less than INR 5,00,00,00,000 ("**Bank Guarantee**"). The Bank Guarantee is valid up to 31 December 2026. The Acquirer undertakes that in case the offer process is not completed within the validity of the Bank Guarantee, then the Bank Guarantee will be further extended at least up to 30 days from the date of completion of payment of Offer Consideration to such Public Shareholders who have validly tendered their Equity Shares in acceptance of the Open Offer. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer or the Target Company.

3. The Manager has been solely authorised and empowered by the Acquirer to operate and realise the Escrow Amount lying to the credit of the Escrow Account and the Bank Guarantee in accordance with the SEBI (SAST) Regulations.

4. The Acquirer has adequate financial resources and has made firm financial arrangements through verifiable means to fulfil its obligations under the Open Offer, in compliance with Regulation 25(1) of the SEBI (SAST) Regulations. The Acquirer will meet the funding requirement for the purpose of the payment obligations under the Open Offer, through the cash and cash equivalents available with the Acquirer in the nature of fixed deposits and mutual funds. The availability of sufficient means and capability for the purpose of fulfilling the obligations under the Open Offer and that firm financial resources/arrangements through verifiable means are in place to fulfil the Acquirer's obligations under the Open Offer and that such financial arrangements are free from any liens, encumbrances or disability and are adequately liquid to meet the obligations of the Acquirer under the Open Offer, has also been certified by C. V. Ramaswamy & Co, Chartered Accountants, Firm Registration No. 002970S (C N Sriram, Partner, Membership No.: 204994) pursuant to a certificate dated 31 August 2026.

5. Based on the above, the Manager is satisfied about the following: (a) the adequacy of resources to meet the financial requirements of the Open Offer and the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations; and (b) that adequate and firm arrangements for payments through verifiable means are in place to fulfill the Open Offer obligations.

6. In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts and BG as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS

1. The consummation of the Underlying Transaction and Open Offer is subject to the satisfaction of the conditions precedent specified in the manner set out in the SPA (unless, if capable of being waived or deferred, waived or deferred in accordance with its terms) including but not limited to the receipt of the CCI Approval and Lenders' Approval. To the best of the knowledge of the Acquirer, there are no other statutory or other approvals required to complete the Underlying Transaction and the Open Offer as on the date of this DPS. If, however, any other statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.

2. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in this Part VI (Statutory and Other Approvals), or any other statutory approvals, which become applicable prior to completion of the Open Offer and are required by the Acquirer at a later date, are not received or finally refused by the relevant governmental authorities or any of the identified SPA Conditions as specified in paragraph 5.3 of Part II (Background to the Offer), each of which is outside the reasonable control of the Acquirer, and the SPA is rescinded, then the Acquirer shall have the right to withdraw the Open Offer. In the event of a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of the withdrawal, make a public announcement of the withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations. Such public announcement for the withdrawal will be made in the same newspapers in which this DPS has been published and will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

3. In case of delay in receipt/ non-receipt of any statutory approvals, SEBI may, if satisfied, that non-receipt or delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) and 18(11A) of the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

4. All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including non-resident Indians, foreign institutional investors and foreign portfolio investors) had required any previous approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares. Public Shareholders classified as overseas corporate bodies ("OCB"), if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.

5. Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to the Open Offer, including payment of consideration within 10 Working Days from the closure of the Tendering Period to those shareholders whose share certificates or other documents are found valid and in order and are approved for acquisition by the Acquirer.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Sr. No.	Activities	Schedule of Activities (Day and Date) ⁽¹⁾
1	Issue of PA	Monday, 31 August 2026
2	Publication of this DPS in newspapers	Monday, 7 September 2026
3	Last date for filing of the draft letter of offer with SEBI	Tuesday, 15 September 2026
4	Last date for public announcement for competing offer(s)	Tuesday, 29 September 2026
5	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer)	Wednesday, 7 October 2026
6	Identified Date* for determining shareholders to whom LOF shall be sent	Friday, 9 October 2026
7	Last date by which the LOF is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date, and to BSE, NSE, and Target Company and Registrar to issue a dispatch completion certificate	Friday, 16 October 2026
8	Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Thursday, 22 October 2026
9	Last date for upward revision of the Offer Price / Offer Size	Thursday, 22 October 2026
10	Last date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published	Friday, 23 October 2026
11	Date of commencement of the Tendering Period ("Offer Opening Date")	Monday, 26 October 2026
12	Date of closure of the Tendering Period ("Offer Closing Date")	Friday, 6 November 2026
13	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	Monday, 23 November 2026
14	Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS was published	Tuesday, 1 December 2026

* The Identified Date is only for the purpose of determining the Public Shareholders to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all Public Shareholders are eligible to participate in the Offer any time during the Tendering Period.

(1) The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly.

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LOF

1. The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by NSE and BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (S

...continued from previous page.

- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stockbrokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares.
- The Acquisition Window will be provided by the Stock Exchanges to facilitate placing of sell orders. The Selling Broker will be required to place an order / bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the order / bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to the Indian Clearing Corporation Limited and / or National Securities Clearing Corporation Limited.
- In terms of the Master Circular, a lien shall be marked against the Equity Shares tendered in the Offer.
- In the event the Selling Broker of a Public Shareholder is not registered with the BSE, then the Public Shareholders can approach any BSE registered stock broker and can register themselves by using a quick unique client code ("**UCC**") facility through a BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Public Shareholders are unable to register using UCC facility through any other BSE registered broker, Public Shareholders may approach the Buying Broker i.e., Axis Capital Limited for guidance to place their Bids. The requirement of documents and procedures may vary from broker to broker.
- The cumulative quantity tendered shall be displayed on the Stock Exchange's websites (www.bseindia.com and www.nseindia.com) throughout the trading session at specific intervals by the Stock Exchanges during the Tendering Period. Upon finalization of the entitlement, only the accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder.
- The Procedure for tendering by eligible Public Shareholders holding Equity Shares in physical form shall be outlined in the Letter of Offer.
- Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall be available on SEBI's website (www.sebi.gov.in).

IX. OTHER INFORMATION

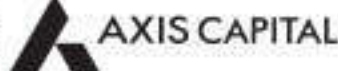
- The Acquirer accepts full responsibility for the information contained in the PA and this DPS (other than such information regarding the Target Company and Sellers as specified in paragraph 2 of Part IX (*Other Information*) below) and shall be responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of this Open Offer.
- The information pertaining to the Target Company and/or the Sellers contained in the PA or this DPS or the Letter of Offer or any other advertisement/publications to be made in connection with the Open Offer, has been compiled from information provided or provided by the Target Company or the Sellers, as the case may be, or publicly available sources which has not been independently verified by the Acquirer or the Manager. The Acquirer and the Manager do not accept any responsibility with respect to such information relating to the Target Company and/or the Sellers.
- The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations in respect of this Open Offer .
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, Axis Capital Limited has been appointed as the Manager to the Offer.
- KFin Technologies Limited has been appointed as the Registrar to the Offer.
- Unless otherwise stated, the information set out in this DPS reflects the position as of the date hereof.
- In this DPS, any discrepancy in any table between the total and sums of amounts listed is due to rounding off and/or regrouping.
- In this DPS, all references to "Rupees" or "INR" are references to the Indian Rupee(s) ("INR").
- This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in).

Registrar to the Offer:



KFin Technologies Limited
Address: Selenium, Tower-B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally, Hyderabad, Telangana, India, 500032
Telephone: +91 40 6716 2222/18003094001; Fax: +91 40 6716 1563
E-mail: openoffer@kfintech.com; **Website:** www.kfintech.com
Investor Grievance Email: einwardns@kfintech.com
Contact Person: M.Murali Krishna /Williams R
SEBI Registration Number: INR000000221; **CIN:** L74000MH2017PLC444072

Issued by the Manager to the Offer:



Axis Capital Limited
Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai - 400025, Maharashtra, India
Tel: +91 22 4325 2183; Fax: +91 22 4325 3000
E-mail: tbz.openoffer@axiscap.in
Contact Person: Devika Kanani
SEBI Registration No.: INM000012029; **Validity Period:** Permanent

On behalf of the Acquirer

SD/-
GRJ Jewellers (India) Private Limited (**Acquirer**)

Place: Chennai
Date: 04 September 2026

प्रताप इंडस्ट्रीज लिमिटेड
CIN: L15142PB1988PLC008614
पंजीकृत कार्यालय: ग्राम बैओग्रद, जिला पटियाला, तहसील राजपुरा -147401,
दूरभाष: 91-1762-265244/45, 09354902535,
ईमेल आईडी: partaplisting2017@gmail.com, वेबसाइट: www.partapdenim.com

38वीं वार्षिक आम बैठक ई-वोटिंग की सूचना

एतद्वारा सूचना दी जाती है कि:

- कंपनी की 38वीं वार्षिक आम बैठक बुधवार, 30 सितंबर 2026 को सुबह 11:30 बजे (भारतीय समयानुसार) पंजीकृत कार्यालय गांव बैओग्रद, जिला पटियाला, तहसील राजपुरा -147401, भारत में 38वीं वार्षिक आम बैठक (एजीएम) की सूचना (सूचना) में निर्धारित व्यवसाय करने के लिए आयोजित की जाएगी। सूचना कंपनी की वेबसाइट www.partapdenim.com पर उपलब्ध है।
- 38वीं वार्षिक आम बैठक की सूचना उन सभी सदस्यों को ईमेल द्वारा भेजी गई है जिनके ईमेल पते कंपनी/डिवाइजरी के साथ पंजीकृत हैं और शेष सदस्यों को स्वीक्रे पोस्ट/पंजीकृत पत्र द्वारा उनके कंपनी के साथ पंजीकृत पते पर भौतिक प्रति भेजी गई है।
- 38वीं वार्षिक रिपोर्ट (2025-26) 7 सितंबर, 2026 को सभी सदस्यों को डाक द्वारा भेजी गई है।
- सूचना और वार्षिक रिपोर्ट कंपनी की वेबसाइट पर उपलब्ध हैं।
- सदस्यों के रजिस्टर का बंद होना
- लाभार्थी भुगतान के कारण कंपनी का दरवाजा कारा रजिस्टर और शेषर हस्तांतरण रजिस्टर गुरुवार 24 सितंबर 2026 से बुधवार 30 सितंबर 2026 तक, दोनों दिन बंद रहिएगा, बंद रहेगा।

- दूरस्थ ई-मतदान
- जिन सदस्यों के पास बुधवार, 23 सितंबर 2026 को 'कट-ऑफ तिथि' तक भौतिक या दौरेमत् रूप में शेयर हैं, वे 38वीं वार्षिक आम सभा की सूचना में उल्लिखित कार्यालय के अनुसार इलेक्ट्रॉनिक मतदान प्रणाली द्वारा अपना वोट डाल सकते हैं। यह मतदान वार्षिक आम सभा स्थल के अलावा किसी अन्य स्थान से भी किया जा सकता है (रिमोट ई-वोटिंग) जो व्यवसाय सेंटर डिवाइजरी सर्विसेज (इंडिया) लिमिटेड ("सीडीएसएल") द्वारा प्रदान की जाएगी।
- सभी सदस्यों को सूचित किया जाता है कि:
- केवल वही व्यक्ति आम सभा की सूचना में उल्लिखित कार्यालय को रिमोट ई-वोटिंग के माध्यम से किया जा सकता है; ii. रिमोट ई-वोटिंग रविवार, 27 सितंबर, 2026 (सुबह 10:00 बजे) से शुरू होगी;
- रिमोट ई-वोटिंग मतदान पर 27 सितंबर 2026 (शाम 5:00 बजे) को समाप्त होगी। इसके बाद मतदान के लिए सीडीएसएल द्वारा निर्धारित ईमेल/मोबाइल नंबर के माध्यम से मतदान करना प्रारंभ होगा।
- दूरस्थ ई-वोटिंग या एजीएम स्थान पर मतदान करने की पात्रता निर्धारित करने की अंतिम तिथि बुधवार, 23 सितंबर 2026 है;

- रिमोट ई-वोटिंग के लिए लॉगिन आईडी और पासवर्ड का विवरण उपस्थिति पत्रों के साथ मेल कर दिया गया है।
- कोई भी व्यक्ति, जो एजीएम की सूचना भेजे जाने के बाद कंपनी के शेयर प्राप्त करता है और कंपनी का सदस्य बनता है तथा अंतिम तिथि यानी बुधवार, 23 अगस्त 2026 को शेयर रखता है, यह helpdesk.evoting@cdslindia.com या जरीकाना/आरटीओ के अनुसार भेजकर लॉगिन आईडी और पासवर्ड प्राप्त कर सकता है। यही व्यक्ति, यदि कोई व्यक्ति पहले से ही ई-वोटिंग के लिए एनएसडीएल के साथ पंजीकृत है, तो वोरे डालने के लिए मौजूद आईडी और पासवर्ड का उपयोग किया जा सकता है।
- एक बार किसी प्रत्याक्ष पर सदस्य द्वारा वोट डालने के बाद, सदस्य को बाद में इसे बदलने की अनुमति नहीं होगी; viii. वोटिंग पर स्थान पर मतदान/इलेक्ट्रॉनिक मतदान प्रणाली के माध्यम से मतदान करने की सुविधा उन सदस्यों को उपलब्ध कराई जाएगी जिन्होंने दूरस्थ ई-वोटिंग के माध्यम से अपना वोट नहीं डाला है।
- एजीएम से पहले दूरस्थ ई-वोटिंग के माध्यम से अपना वोट डाल चुके सदस्य एजीएम में उपस्थित हो सकते हैं, लेकिन वे एजीएम स्थान पर दोबारा वोट डालने के हक्कर नहीं होंगे;
- X. केवल वही व्यक्ति दूरस्थ ई-वोटिंग का लाभ उठाकर या एजीएम में मतपत्र/इलेक्ट्रॉनिक मतदान प्रणाली के माध्यम से मतदान करने के हक्कर होंगे जिनका नाम कट-ऑफ तिथि तक डिवाइजरी द्वारा रखे गए सदस्यों के रजिस्टर या लाभभारी मालिकों के रजिस्टर में दर्ज है;
- xi. ई-वोटिंग से संबंधित किसी भी प्रश्न या समस्या के मामले में, शेयरधारक श्री सिद्धार्थ बंसल (चित्र प्रमुख) से टेलीफोन नंबर 1762-265244/45 या ईमेल आईडी: partaplisting2017@gmail.com पर या एनएसडीएल से ई-वोटिंग हस्तांतरण नंबर 1800-222-990 (टोल फ्री) पर संपर्क कर सकते हैं।
- वार्षिक आम बैठक (एजीएम) की सूचना कंपनी की वेबसाइट www.partapdenim.com और एनएसडीएल की वेबसाइट <https://www.evotingindia.com> पर उपलब्ध है।

कृते प्रताप इंडस्ट्रीज लिमिटेड

तिथि: 7 सितंबर, 2026
स्थान: राजपुरा

(कंपनी सचिव तथा अनुपालन अधिकारी)

एनवायरोटेक सिस्टम्स लिमिटेड
(सीआईएन : L31101DL2007PLC159075)
पंजीकृत कार्यालय : ए-29, ब्लॉक ए, श्याम विहार फेज-I, नई दिल्ली, दिल्ली, 110043
कॉर्पोरेट कार्यालय : बी-11/19, कर्माशिरा कॉम्प्लेक्स, सेक्टर 51, नोएडा-201307 (उ.प्र.)
संपर्क संख्या : +91-120-4337633, 4337439, ईमेल : cs@envirotechltd.com, वेबसाइट : www.envirotechltd.com

19वीं वार्षिक साधारण सभा की सूचना तथा ई-मतदान संबंधी जानकारी

एतद्वारा सूचना दी जाती है कि सामान्य परिषद संख्या 20/2020, 10/2022, 09/2023, 09/2024 तिथि क्रमशः 05 मई 2020, 28 सितंबर 2022, 25 सितंबर 2023 तथा 11 सितंबर 2024 और इस संबंध में जारी अन्य परिपत्रों ("एनवीए परिषद") के अनुसार, भारतीय प्रभुति और विधिवेय बोर्ड (सीडी) द्वारा जारी लागू परिपत्रों के साथ मेलित, कंपनी की वार्षिक साधारण सभा (एजीएम) सामान्य, 28 सितंबर 2026 को अपराह्न 01:00 बजे (भारतीय समयानुसार) मीडियो कॉन्फ्रेंसिंग (वीसी)/अन्य ऑडियो वीडियो माध्यम (ऑप्लीएम) के माध्यम से आयोजित की जाएगी, जिसमें एजीएम बुलने की सूचना में दिए अनुसार कार्यों पर विचार तथा निर्णयदान किया जाएगा।

वीसी/ऑप्लीएम के माध्यम से एजीएम में भाग लेने वाले सदस्यों की गणना कंपनी अधिनियम, 2013 की धारा 103 के अंतर्गत गणनीय (कौण) के उद्देश्य से होगी।

व्यवसायक विवरण के साथ एजीएम की सूचना उन सभी सदस्यों को इलेक्ट्रॉनिक माध्यम से भेज दी गई है जिनके ईमेल पते कंपनी/डिवाइजरी के साथ पंजीकृत हैं तथा मनेरी का मार्ग 06 सितंबर 2026 को पूर्ण हो चुका है। सदस्यगण ध्यान दें सकते हैं कि उस माध्यम की वेबसाइट <https://www.envirotechltd.com/investors> पर, स्टॉक एक्सचेंज की वेबसाइट पर, तथा वीसी के माध्यम से एजीएम के पूर्व एवं दौरान रिमोट ई-मतदान संचालित करने के लिए निपुण एप्लीसी, सेक्टरल डिवाइजरी सर्विसेज लिमिटेड (सीडीएसएल) की वेबसाइट www.evotingindia.com पर उपलब्ध है।

कट-ऑफ तिथि, अर्थात् 21 सितंबर 2026 के अनुसार भौतिक रूप में या दौरेमत् रूप में शेयर धारक सदस्यों के पास एजीएम के प्रवेश से निम्न किसी स्थान से सीडीएसएल की इलेक्ट्रॉनिक मतदान प्रणाली के माध्यम से एजीएम की सूचना में दिए अनुसार कार्यों पर अपने वोट इलेक्ट्रॉनिक रूप से डालने का अवसर होगा।

सभी सदस्यों को सूचित किया जाता है कि :

- रिमोट ई-मतदान 25 सितंबर 2026 (पूर्वाह्न 09:00 बजे भारतीय समयानुसार) को प्रारंभ होगा।
 - रिमोट ई-मतदान 27 सितंबर 2026 (साम् 05:00 बजे भारतीय समयानुसार) को समाप्त होगा, जिसके पश्चात ई-मतदान मॉड्यूल सीडीएसएल द्वारा निष्क्रिय कर दिया जाएगा तथा उस समय के बाद भी ई-मतदान की अनुमति नहीं दी जाएगी।
 - कोई भी व्यक्ति जो सूचना भेजने के बाद कंपनी का सदस्य बनता है तथा कट-ऑफ तिथि, अर्थात् 21 सितंबर 2026 तक शेयर धारित करता है, वह evoting@cdslindia.com पर एक अनुरोध भेजकर वूजर आईडी तथा पासवर्ड प्राप्त कर सकता है।
- इलेक्ट्रॉनिक मतदाओं के माध्यम से मतदान**
- दौरेमत् रूप में, भौतिक रूप में शेयर धारक सदस्यों द्वारा तथा उन सदस्यों द्वारा जिनके ईमेल पते पंजीकृत नहीं हैं, दूरस्थ रूप से (रिमोट ई-मतदान) मतदान करने की विधि एप्लीएम की सूचना में प्रदान की गई है। विवरण कंपनी, एनएसडीएल तथा सीडीएसएल की वेबसाइट पर भी उपलब्ध होगी।
 - इलेक्ट्रॉनिक मतदान प्रणाली के माध्यम से ई-मतदान की सुविधा एजीएम के दौरान भी उपलब्ध कराई जाएगी।
 - सदस्यगण रिमोट ई-मतदान के माध्यम से अपने मालिकाना का प्रमाण करने के बाद भी एजीएम में भाग ले सकते हैं, परंतु उन्हें एजीएम में पुनः मतदान करने की अनुमति नहीं होगी।
 - जिस व्यक्ति का नाम सदस्यों के रजिस्टर में या डिवाइजरी द्वारा नामांकित या सामांवी स्थायिकों के रजिस्टर में कट-ऑफ तिथि, अर्थात् 21 सितंबर 2026 को दर्ज है, केवल वही रिमोट ई-मतदान के साथ-साथ एजीएम में मतदान की सुविधा का लाभ उठाने का हक्कर होगा।
 - ई-मतदान के वोट डालने के लिए लॉगिन क्रेडेंशियल को ईमेल के माध्यम से उपलब्ध कराए जाएंगे। जिन सदस्यों को ईमेल प्राप्त नहीं है या जिनके ईमेल पते कंपनी/डिवाइजरी प्रतिनिधि (अभिनियम) के पास पंजीकृत नहीं हैं, वे एजीएम की सूचना के नोटों में दिए गए निर्देशों का पालन करके लॉगिन क्रेडेंशियल उत्पन्न कर सकते हैं।
 - सदस्यों से अनुरोध है कि वे एजीएम की सूचना में निर्धारित सभी नोटों को, विशेष रूप से एजीएम में शामिल होने के निर्देशों तथा एजीएम की प्रक्रिया के दौरान रिमोट ई-मतदान या ई-मतदान के माध्यम से वोट डालने की विधि को ध्यानपूर्वक पढ़ें।

किसी भी प्रश्न की स्थिति में, आप www.evotingindia.com के डाउनलोड अनुभाग में उपलब्ध शेयरधारकों के लिए उपलब्ध अवरर एड्रेस जाने वाले प्रश्न (एफएक्यू) तथा शेयरधारकों के लिए ई-वोटिंग यूजर मैनुअल देखा सकते हैं या टोल-फ्री नंबर 1800 21 09911 पर संपर्क कर सकते हैं या helpdesk.evoting@cdslindia.com पर संपर्क करने में मदद हो।

ई-मतदान की सुविधा से जुड़ी किसी भी शिकायत के लिए, सदस्यगण श्रीमती पल्लवी शर्मा, कंपनी सचिव तथा अनुपालन अधिकारी से cs@envirotechltd.com पर एक ईमेल भेजकर संपर्क कर सकते हैं।

कोई के आदेश से

कृते एनवायरोटेक सिस्टम्स लिमिटेड

हस्ता./—

अभिप्राय प्राप्त

कंपनी सचिव तथा अनुपालन अधिकारी

सदस्यता सं. : 976831

"IMPORTANT"

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STL GLOBAL LIMITED
CIN: L51909DL1997PLC008867
Unit No. 111, Block No. 1, First Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065
Tel: 011-26935829, Website: www.stl-global.com, Email: investors@stl-global.com

NOTICE OF 29th ANNUAL GENERAL MEETING, REMOTE E-VOTING AND BOOK CLOSURE INFORMATION

Dear Member(s),

Notice is hereby given that the 29th Annual General Meeting of the Company (29th AGM) will be convened on **Wednesday, 30th September, 2026 at 11:00 A.M. IST** through Video conferencing (VC) / Other Audio Visual Means (OAVM) Facility in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the General Circular No. 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (MCA), read with the earlier circulars issued by the MCA in this regard and the SEBI Master Circular No. HO/49/14/147/2025-CFD-P0D23/3762/2026 dated January 30, 2026 issued by Securities and Exchange Board of India (referred to as "SEBI Circular") (the e-AGM circulars), Without the physical presence of the Members at a common venue.

Notice is further given that pursuant to the Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Registrar of Members and Share Transfer Books of the Company will remain closed from Thursday 24th September, 2026 to Wednesday 30th September, 2026 (both days inclusive).

The Company is pleased to provide e-voting facility to all the Shareholders for transacting the business at the above said AGM scheduled to be held on Wednesday, 30th September, 2026. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date), i.e., 23rd September, 2026 cast their vote electronically on the Business as set out in the Notice of the 29th AGM through electronic voting system facility provided by MUFG Intime India Private Limited e-voting platform. All the members are informed that:

- The business as set out in the Notice of 29th AGM shall be transacted by electronic voting this year;
- The voting through electronic means shall commence on 27th September, 2026 at 9:00 A.M. (IST) and ends on 29th September, 2026 at 5:00 P.M. (IST);
- Remote Voting through electronic means shall not be allowed beyond 5:00 P.M. (IST) on 29th September, 2026;
- The Notice of 29th AGM is available on the Company website at www.stl-global.com; and on the Stock Exchanges websites at www.nseindia.com and at www.bseindia.com;
- For the process and manner of electronic voting, members may go through the instructions in the Notice of 29th AGM or visit MUFG Intime India Private Limited InstaVote website <https://instavote.linkintime.co.in> and in case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enquiries@in.mgms.mufg.com or Call us :- Tel : 022- 49186000.
- For the process and manner of Attending 29th AGM of the Company, members may go through the instructions in the Notice of 29th AGM or visit MUFG Intime India Private Limited InstaMeet website <https://instameet.in.mgms.mufg.com> and in case of any queries or issues regarding attending 29th AGM, you may write an email to instameet@in.mgms.mufg.com or Call us :- Tel : 022- 49186000/49186175.
- Members may also write to the Company at investors@stl-global.com

By order of the Board

For STL GLOBAL LIMITED Sd/-

Manil K. Nagar

Company Secretary

Place : Faridabad
Date : 05-09-2026

कोटिया एंटरप्राइजेज लिमिटेड
211, नई दिल्ली हाउस, 27, बाराखम्बा रोड, नई दिल्ली – 110001
सीआईएन : L74110DL1990PLC010678
वेबसाइट: www.kotiiaenterprises.com, ईमेल: compliance@kotiiaenterprises.com, फोन: 011 – 40045955

एतद्वारा सूचित किया जाता है कि कंपनी की 46वीं वार्षिक आम बैठक मंगलवार, 29 सितंबर, 2026 को दोपहर 12:30 बजे, 211, नई दिल्ली हाउस, 27, बाराखम्बा रोड, नई दिल्ली – 110001 में आयोजित की जाएगी, जिसमें वार्षिक आम बैठक बुलने संबंधी सूचना में निर्धारित सामान्य एवं विशेष कार्यों का निर्णयदान किया जाएगा।

46वीं वार्षिक आम बैठक की सूचना की इलेक्ट्रॉनिक प्रति तथा दूरस्थ इलेक्ट्रॉनिक मतदान के निर्देश, उपस्थिति पत्रों एवं प्रॉक्सी पत्रों और वार्षिक रिपोर्ट 2025–26, उन सभी सदस्यों को भेजे गए हैं, जिनके ई-मेल पते/घराना-पते संपर्क के प्रयोजन हेतु कंपनी/निवेशागार प्रतिभागों के पास पंजीकृत हैं, जब तक कि किसी सदस्य द्वारा इसकी मुद्रित प्रति के लिए अनुरोध नहीं किया गया हो। जिन सदस्यों ने अपना ई-मेल पता पंजीकृत नहीं कराया है, उनके लिए उपर्युक्त प्रस्तावों की भौतिक प्रतियां उनके पंजीकृत पते पर अनुमत माध्यम से भेजी गई हैं। वार्षिक आम बैठक की सूचना का प्रवेश 07 सितंबर, 2026 को पूरा कर दिया गया है।

कंपनी अधिनियम, 2013 की धारा 106 को कंपनी नियमावली एवं प्रशासन नियम, 2014 के नियम 20 के साथ पढ़े जाने पर तथा कंपनी नियमावली एवं प्रशासन नियम, 2015 द्वारा व्यवसायोचित और भारतीय प्रभुति एवं विनियम बोर्ड के सूचीबद्ध दायित्वों एवं प्रकटीकरण अपेक्षाओं संबंधी नियमों, 2015 के विनियम 44 के अनुसार, कंपनी अपने सदस्यों को वार्षिक आम बैठक में विचारार्थ प्रस्तावित सभी संख्याओं पर इलेक्ट्रॉनिक माध्यम से अपना मत देने की सुविधा प्रदान करने में प्रसन्न है। वार्षिक आम बैठक के स्थान को अतिरिक्त किसी अन्य स्थान से इलेक्ट्रॉनिक मतदान प्रणाली का उपयोग करके सदस्यों द्वारा मत देने की सुविधा अर्थात् दूरस्थ इलेक्ट्रॉनिक मतदान, नेशनल क्लियरिटीज डिवाइजरी लिमिटेड द्वारा प्रदान की जाएगी।

कंपनी अधिनियम, 2013 तथा उक्त नियमों के नियम 20 के प्रावधानों के अनुसार, व्यवसायोचित, निष्पन्न निर्णायक होगा।

वार्षिक आम बैठक की सूचना में निर्धारित सामान्य एवं विशेष कार्यों का निर्णयदान इलेक्ट्रॉनिक माध्यम से मतदान द्वारा किया जा सकता है।

इलेक्ट्रॉनिक माध्यम से मतदान शुरू होने की तारीख एवं समय: 26 सितंबर, 2026 को प्रातः 08:00 बजे

इलेक्ट्रॉनिक माध्यम से मतदान समाप्त होने की तारीख एवं समय: 28 सितंबर, 2026 को सायं 5:00 बजे

इलेक्ट्रॉनिक माध्यम से अथवा वार्षिक आम बैठक में मतदान करने की पात्रता निर्धारित करने की अंतिम तिथि 22 सितंबर, 2026 है।

कोई भी व्यक्ति, जो सूचना भेजे जाने के पश्चात कंपनी के शेयर अर्जित करता है और कंपनी का सदस्य बन जाता है तथा अंतिम तिथि अर्थात् 22 सितंबर, 2026 को शेयर धारण करता है, वह evoting@nsdl.co.in पर अपना रजिस्ट्रार एवं अंतरण अभिकर्ता को ई-मेल: admin@skylinertea.com पर अनुरोध भेजकर प्रवेश हब/बन एवं कूडशब्द प्राप्त कर सकता है।

तिथि, यदि आता दूरस्थ इलेक्ट्रॉनिक मतदान के लिए पहले से ही नेशनल क्लियरिटीज डिवाइजरी लिमिटेड के साथ पंजीकृत हैं, तो आप अपना मत देने के लिए अपनी मौजूदा उपयोगकर्ता पहचान एवं कूडशब्द का उपयोग कर सकते हैं।

वार्षिक आम बैठक में मतपत्र/मतदान पत्र में मध्यम से मतदान की सुविधा उपलब्ध कराई जाएगी तथा बैठक में उपस्थित वे सदस्य, जिन्होंने दूरस्थ इलेक्ट्रॉनिक मतदान द्वारा अपना मत नहीं दिया है, मतपत्र के माध्यम से बैठक में अपने मालिकाना का प्रयोग कर सकते हैं।

वे सदस्य जिन्होंने वार्षिक आम बैठक से पूर्व दूरस्थ इलेक्ट्रॉनिक मतदान द्वारा अपना मत दे दिया है, वे भी वार्षिक आम बैठक में उपस्थित हो सकते हैं, परंतु वे पुनः अपना मत देने के हक्कदार नहीं होंगे।

कंमल चड्ढा, जिसका नाम सदस्यों के रजिस्टर में अथवा निवेशागार द्वारा नामाए गए साकारवी स्थायिकों के रजिस्टर में अप्रति तिथि अर्थात् 22 सितंबर, 2026 को दर्ज है, दूरस्थ इलेक्ट्रॉनिक मतदान की सुविधा प्राप्त करने अथवा वार्षिक आम बैठक में मतपत्र के माध्यम से मतदान करने का हक्कर होगा।

वार्षिक आम बैठक की सूचना कंपनी की वेबसाइट www.kotiiaenterprises.com तथा नेशनल क्लियरिटीज डिवाइजरी लिमिटेड की वेबसाइट <https://www.evoting.nsdl.com> पर भी प्रकाशित की गई है।

किसी भी प्रश्न के मामले में, आप www.evoting.nsdl.com के डाउनलोड अनुभाग में सदस्यों के लिए उपलब्ध अवरर एड्रेस जाने वाले प्रश्न तथा दूरस्थ इलेक्ट्रॉनिक मतदान के उपयोगकर्ता पुस्तिका देखा सकते हैं अथवा टोल-फ्री नंबर 1800-222-990 पर संपर्क कर सकते हैं।

वार्षिक आम बैठक के प्रयोजन हेतु कंपनी के सदस्यों के रजिस्टर और शेयर अंतरण पुस्तिकाएं 23 सितंबर, 2026 से 29 सितंबर, 2026 तक, दोनों दिन समर्पित, बंद रहेंगी।

बोर्ड के आदेश से

एससी/—

विकास बंसल

निदेशक

वर्ल्डवाइड एल्युमिनियम लिमिटेड

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