

Tuesday, November 12, 2024

To,  
Rishab Special Yarns Limited,  
2070, Rasta Bara Gangore,  
Jaipur - 302003

**Subject : Submission of Draft Letter of Offer to the Public Shareholders of the Rishab Special Yarns Limited.**  
**Reference : Open Offer for Acquisition of up to 9,25,782 Offer Shares Representing 26.00% of the Voting Capital of Rishab Special Yarns Limited, the Target Company, from its Public Shareholders at an Offer Price of ₹11.00/-**

Dear Sir/ Madam,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by Mr. Vatsal Agarwaal (Acquirer 1), M/S Nextera Global Private Limited (Acquirer 2), (collectively referred to as 'Acquirers') Along with the Person Acting in Concert, Ms. Manavika Agarwal (PAC). The Acquirers along with PAC have announced an Open Offer in compliance with the provisions of Regulations 3(1), 4, and 5(1) and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 9,25,782 Offer Shares representing 26.00% of the Voting Share Capital of Rishab Special Yarns Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹11/- has been Offer has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,01,83,200.00/- that will be offered to the Public Shareholders who validly tender their Offer Shares. This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4, and 5(1) of the SEBI (SAST) Regulations, pursuant to the following transactions [Hereinafter collectively referred to as "Underlying Transaction"]:

Particulars	Underlying Transactions	
	Indirect Acquisition	Direct Acquisition
Mode of Transaction (Agreement/ Allotment/ Market purchase)	On Friday, March 24, 2023, M/s Vimla Nextera JVC Coke Limited (formerly known as M/s Vimla Metcoke Limited) (Selling Promoter Shareholder 2) allotted 25,00,000 equity shares of face value of ₹10.00/- each, constituting 50.10% of its total equity shares allotted and 50.00% of its post-issue paid-up equity share capital to M/s Nextera Global Private Limited (Corporate Acquirer), represented by its promoters Mr. Vatsal Agarwaal (Acquirer 1) and Ms. Manavika Agarwal.	Acquirer 1 and the Selling Promoter Shareholders executed a Share Purchase Agreement dated Thursday, October 17, 2024, in pursuance of which Acquirer 1 acquired 15,74,970 Sale Shares representing 44.23% of the Voting Share Capital of the Target Company at a negotiated price of ₹10.00/- per Sale Share, aggregating to a maximum consideration of ₹1,57,49,700.00/-, paid subject to the terms and conditions specified in the said Share Purchase Agreement.

In this regard, and in compliance with the provisions of Regulations 16 of the SEBI (SAST) Regulations, we are enclosing herewith a copy of the Draft Letter of Offer ('Draft Letter of Offer') for your necessary perusal.

We hope your good self will find the above in order and request you to kindly upload the Draft Letter of Offer on your website at the earliest.


Thank you for your attention to this matter.


Thanking you,  
Yours faithfully,


For Swaraj Shares and Securities Private Limited


  
Tanmoy Banerjee  
(Director)  
Encl.: As above


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