

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS" OR "REGULATIONS") FOR THE ATTENTION OF THE SHAREHOLDERS OF

M/S. TRIJAL INDUSTRIES LIMITED
 ("TIL"/"TARGET COMPANY"/"TC")

CIN: L65990MH1991PLC062238

Registered Office: Siddharth Nagar No. 5, Chawl 19/168, S V Road, Near Vidgyour School,
 Goregaon West, Mumbai - 400 062, Maharashtra, India

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OPEN OFFER FOR ACQUISITION OF UPTO 13,04,186 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH , REPRESENTING 26.00% OF THE TOTAL PAID-UP/VOTING SHARE CAPITAL OF TRIJAL INDUSTRIES LIMITED, ("HEREIN AFTER REFERRED TO AS "TIL"/ "TARGET COMPANY"/ "TC") BY DR. ADV A SAMSUDEEN ("ACQUIRER 1"), DR. MUHEMMED SWADIQUE ("ACQUIRER 2"), DR. MUSALLYARAKATHARAKKAL SAFARULLA ("ACQUIRER 3"), AL SALAMA EYE RESEARCH FOUNDATION ("ACQUIRER 4") AND DR. RAJESH P ("ACQUIRER 5") (HEREIN AFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS"), PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 4 READ WITH REGULATION 13(1) AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS" OR "REGULATIONS"). NO PERSON IS ACTING IN CONCERT WITH THE ACQUIRERS FOR THE PURPOSE OF THIS OPEN OFFER.

On April 30, 2021, the Acquirers have signed a share purchase agreement ("SPA") with the Sellers/Promoters (as mentioned in point vi of definition below) of the target company to acquire 10,47,405 Equity Shares constituting 20.88% of the fully paid up equity share capital of the Target Company along with complete Control and Management of the Target Company. Consequently, the Acquirers shall acquire substantial shares/ voting rights along with complete control over the management of the Target Company after the successful completion of Open Offer.

This Public Announcement ("Public Announcement" or "PA") is being issued by CapitalSquare Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirers to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties ("Public Shareholders") pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Definitions:

i. "Equity Shares"	Equity Shares means the fully paid up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten only) each
ii. "Offer" or "Open Offer"	Offer means the open offer for acquisition of up to 13,04,186 (Thirteen Lakh Four Thousand One Hundred Eighty-Six) Equity Shares, representing 26.00% of the Paid Up Share Capital of the Target Company
iii. "Offer Price"	Offer price has the meaning ascribed to such term in paragraph 1(b)
iv. "Offer Size"	Offer size has the meaning ascribed to such term in paragraph 1(a)
v. "Public Announcement" or "PA"	PA of the Open Offer by the Acquirers, made as per SEBI (SAST) Regulations by Manager to the Offer on behalf of Acquirers
vi. "Share Purchase Agreement" or "SPA"	SPA dated on April 30, 2021 entered amongst the Acquirers and the Sellers/Promoters

1. Offer Details:

(a) Size	The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 13,04,186 fully paid up equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Target Company (" Equity Shares ") Constituting 26.00% of the paid up equity share capital of the Target Company (" Offer Size ")
(b) Price/Consideration	The Offer Price of Rs. 3.00/- (Rupees Three only) per Equity Share is calculated in accordance with Regulation 8(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (" SEBI (SAST) Regulations ") and subsequent amendments thereto
(c) Mode of Payment	The Offer Price is payable in cash in accordance with Regulation 9(1) of the SEBI (SAST) Regulations and subsequent amendments thereto
(d) Type of Offer	The Offer is a triggered offer made in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulation and subsequent amendments thereto

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction):

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement / Allotment/ Market Purchase)	Shares / Voting Rights acquired/ proposed to be acquired		Total Consideration of shares / Voting Rights (VR) acquired (Rs. In Lakhs)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis total equity/ Voting Capital			
Direct Acquisition	Share Purchase Agreement	10,47,405	20.88%	31.42	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011

3. Details of Acquirers/PACs:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5
Name of the Acquirers Acquirer(s)/ PAC(s)	Dr. Adv A Samsudeen	Dr. Muhemmed Swadique	Dr. Musallyarakatharakkal Safarulla	Al Salama Eye Research Foundation	Dr. Rajesh P
Address of the Acquirers	Arikkuzhiyil Vengoor Melattur Village, Keezhattur Vengoor, Malappuram - 679 325, Kerala, India	Staff Quarters No. 16, M E S Medical College Campus, Palachode P O, Moorkkanad, Kolathurmlp, Malapurram - 679 338, Kerala, India	Mehtab, Chevarambalam P O, N P Road, Chevayur, Kozikode - 673 017, Kerala, India	Al Salama Eye Hospital Building, Perinthalmanna, Malappuram - 679 322, Kerala, India	B9, Misty Hills, Panambi, Amminikkad PO, Thazhekode, Malapurram - 679 322, Kerala, India

Name(s) of persons in control/promoters of Acquirers/PAC where Acquirer is Company	N.A	N.A	N.A	Dr. Adv A Samsudeen	N.A
Name of the Group, if any, to which the Acquirers/PAC belongs to	Al Salama Group	Al Salama Group	Al Salama Group	Al Salama Group	Al Salama Group
Pre Transaction shareholding Number % of total share capital	Nil N.A.	Nil N.A.	Nil N.A.	Nil N.A.	Nil N.A.
Proposed shareholding after the acquisition of shares which triggered the Open Offer	1,57,111 Equity Shares constituting 3.132% of the total paid up equity share capital of the Target Company	1,57,111 Equity Shares constituting 3.132% of the total paid up equity share capital of the Target Company	1,57,111 Equity Shares constituting 3.132% of the total paid up equity share capital of the Target Company	4,18,962 Equity Shares constituting 8.352% of the total paid up equity share capital of the Target Company	1,57,110 Equity Shares constituting 3.132% of the total paid up equity share capital of the Target Company
Any other interest in the Target Company	Nil	Nil	Nil	Nil	Nil

4. Details of Selling Shareholders:

Name of the Selling Shareholder	Part of Promoter group (Yes/No)	Details of shares / voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of	%
Mr. Kamlesh Biharilal Mehta	Yes	8,26,505	16.48	NIL	NIL
Kamlesh B Mehta (HUF)	Yes	25,700	0.51	NIL	NIL
Ms. Ketki Kamlesh Mehta	Yes	1,95,200	3.89	NIL	NIL
Total		10,47,405	20.88	NIL	NIL

5. Target Company:

(a) Name	Trijal Industries Limited
(b) CIN	L65990MH1991PLC062238
(c) Registered Office Address	Siddharth Nagar No. 5, Chawl 19/168, S V Road, Near Vidgyour School, Goregaon West, Mumbai - 400 062, Maharashtra, India
(d) Exchanges where listed	The Equity Shares of the Company are listed at BSE Limited
(e) Script Code	531658
(f) Scrip ID	TRIJAL
(g) ISIN	INE454E01013

6. Other Details:

- (a) The DPS to be issued under the SEBI (SAST) Regulations shall be published in newspapers, within five (5) Working Days of this Public Announcement, in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, i.e., on or before May 07, 2021.
- (b) The DPS shall, *inter alia*, contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers and the Target Company, detailed reasons for the Offer, summary of key terms of the SPA, statutory approvals required for the Open Offer, details of financial arrangements, other terms and conditions to the Open Offer.
- (c) Completion of the Open Offer and the underlying transaction as envisaged under the SPA is subject to the satisfaction of certain conditions precedent as set out in the SPA. Subject to compliance with the SAST Regulations, the underlying transactions under the SPA referred to hereinabove may be completed prior to completion of the Open Offer.
- (d) The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto and that they have adequate financial resources to meet his obligations under the Offer. The Acquirers have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SAST Regulations.
- (e) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto. The Open Offer is not a competing offer in terms of Regulation 20 of the SAST Regulations.
- (f) In this Public Announcement, all references to “₹” are references to the Indian Rupee.
- (g) This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the DPS and the Letter of Offer that are proposed to be issued in accordance with the SAST Regulations.

Issued by the Manager to the Offer on behalf of the Acquirers



MANAGER TO THE OFFER:

CAPITALSQUARE ADVISORS PRIVATE LIMITED

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Contact Person: Mr. Tanmoy Banerjee

SEBI Registration No: INM000012219

Place: Mumbai

Date: 30/04/2021