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

FOR ATTENTION OF THE PUBLIC SHAREHOLDERS OF
JAY KAILASH NAMKEEN LIMITED
Corporate Identification Number: U15549GJ2021PLC123708
Registered Office: Plot No. 6, Ground Floor, Vivekanand Main Road, Opp RMC Garden, Rajkot D H College, Rajkot- 360001, Gujarat, India
Contact Number: +91 94262 02099; **Email Address**: cs@jaykailashnamkeen.com; **Website**: www.jaykailashnamkeen.com

OPEN OFFER FOR ACQUISITION OF UPTO 21,76,540 (TWENTY-ONE LAKH SEVENTY-SIX THOUSAND FIVE HUNDRED FORTY ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH (INDIAN RUPEES TEN) EQUITY SHARES OF JAY KAILASH NAMKEEN LIMITED ("TARGET COMPANY") REPRESENTING 26.00% OF THE EMERGING EXPANDED FULLY DILUTED VOTING EQUITY SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY MR. AMAR PRAMOD TALWAR ("ACQUIRER") PURSUANT TO PREFERENTIAL ALLOTMENT AND EXECUTION OF SHARE SUBSCRIPTION AND SHARE SWAP AGREEMENT* ("SSSSA") DATED AUGUST 13, 2026 ENTERED INTO AMONGST JAY KAILASH NAMKEEN LIMITED AND MR. AMAR PRAMOD TALWAR ,PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 READ WITH REGULATIONS 13(1),14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("OPEN OFFER").

*The Target Company, at its meeting held on August 13, 2026, passed a resolution approving the preferential allotment of 33,74,375 (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only) Equity Shares to Mr. Amar Pramod Talwar ("Acquirer") and entered into a Share Subscription and Share Swap Agreement ("SSSSA") with the Acquirer in connection therewith. Pursuant to the SSSSA, the Target Company has agreed to allot Equity Shares to the Acquirer by way of preferential allotment, pursuant to which the Acquirer shall hold 40.31% of the Expanded Voting Share Capital of the Target Company.

The consideration for the aforesaid preferential allotment shall be discharged by way of a share swap, pursuant to which the Acquirer shall transfer 8,000 (Eight Thousand Only) Equity Shares held by him in Vayuveer Solutions Private Limited ("Selling Company") to the Target Company, in consideration for the Equity Shares to be allotted by the Target Company to the Acquirer on a preferential basis.

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

1. **Definitions:**

1.1 **“Acquirer”** means Mr. Amar Pramod Talwar

1.2 “**Emerging Fully Diluted Voting Equity Share Capital”/ “Expanded, Issued, Subscribed, and Voting Capital** ” means the total equity share capital of the Target Company on fully diluted basis as of the tenth (10^{th}) working day from the closure of the Tendering Period of the Open Offer, subject to receipt of statutory approval of Stock Exchange.

1.3 **“Equity Shares”** means the fully paid-up Equity shares of face value of ₹ 10/- (Rupees Ten Only) each of Target Company.

1.4 **“SSSSA”** means the agreement dated Thursday, August 13, 2026 for allotment of equity shares to the Acquirer by way of a preferential allotment. The consideration for the aforesaid preferential allotment shall be discharged by way of a share swap arrangement. The transfer of equity shares by the Acquirer of the Selling Company to the Target Company with the share swap forming the consideration for the proposed preferential allotment.

1.5 **“Share Swap”** means transfer of equity shares by the Acquirer to the Target Company shall constitute an integrated transaction, with the share swap forming the consideration for the proposed preferential allotment.

1.6 **“Selling Company”** means the Vayuveer Solutions Private Limited (“VSPL”) .

1.7 **“Offer Shares”** means 21,76,540 (Twenty-One Lakh Seventy-Six Thousand Five Hundred Forty Only) Equity Shares constituting of 26.00% of Emerging Expanded Equity and Voting Share Capital of the Target Company

1.8 “**Public Shareholders**” means all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer in compliance with the SEBI (SAST) Regulations, other than: (i) the Acquirer, (ii) Seller, (iii) persons acting in concert with the Acquirer, (iv) the parties to any underlying agreement including persons deemed to be acting in concert with such parties.

1.9 “**Tendering Period**” means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer, which shall be disclosed in the LoF (*as defined hereinbelow*).

1.10 **“SEBI (SAST) Regulations”** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

1.11 **“Stock Exchanges”** means BSE Limited (“**BSE**”).

1.12 “**Working Day**” means any working day of Securities and Exchange Board of India (“**SEBI**”).

2. Offer Details:

Particulars	**Details**
Open Offer Size	The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire upto the Offer Shares i.e 21,76,540 (Twenty-One Lakhs Seventy-Six Thousand Five Hundred Forty Only) Equity Shares of the Target Company, at a price of ₹ 56 /- (Rupees Fifty Six Only) per equity share aggregating to a total consideration of ₹ 12,18,86,240 (Rupees Twelve Crores Eighteen Lakh Eighty-Six Thousand Two Hundred Forty Only) (assuming full acceptance) (“Maximum Consideration”) subject to the receipt of statutory approvals as may be required, and other terms and conditions mentioned in this Public Announcement, and as will be set out in the detailed public statement (“DPS”), and the letter of offer (“LoF”) that are proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.
Open Offer price / Consideration	The Equity Shares of the Target Company are frequently traded on the Stock Exchanges in terms of the SEBI (SAST) Regulations. Open Offer is being made at a price of ₹ 56 /- (Rupees Fifty Six Only) per Equity Share (the “**Offer Price**”), which has been determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirer under the Open Offer will be the Maximum Consideration i.e. ₹ 12,18,86,240 (Rupees Twelve Crores Eighteen Lakhs Eighty-Six Thousand Two Hundred Forty Only).
Mode of Payment (Cash / Security)	The Offer Price will be paid in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
Type of Offer (Triggered offer ~~voluntary offer/ competing offer, etc.~~)	This Open Offer is a triggered open offer made by the Acquirer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

3. Transaction which has triggered the open offer obligation (the “Underlying Transaction”):

3.1. The Target Company, at its Board meeting held on August 13, 2026, passed a resolution approving the preferential allotment of 33,74,375 (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only) Equity Shares to Mr. Amar Pramod Talwar (“Acquirer”) and entered into a Share Subscription and Share Swap Agreement (“SSSSA”) in connection therewith. The consideration for the aforesaid preferential allotment shall be discharged by the Acquirer by way of Share Swap. The Acquirer shall transfer the 8,000 (Eight Thousand Only) equity shares held by him in the Selling Company i.e Vayuveer Solutions Private Limited to the Target Company, in consideration for the Equity Shares to be allotted by the Target Company to the Acquirer on a preferential basis.

3.2. A tabular summary of the underlying transaction is set out below:

Details of the underlying transaction						
Type of Transaction (Direct / Indirect)	**Mode of Transaction (Agreement / Allotment/market Purchase)**	**Shares / Voting rights acquired/proposed to be acquired**		**Total Consideration for shares/voting rights acquired (in INR)**	**Mode of Payment (Cash / Securities)**	**Regulation which has triggered**
		Number	**% vis-à-vis total equity/and and voting share capital**			
Direct Acquisition	The Board of Directors of the Target Company at the Board Meeting held on August 13, 2026, approved issuance of 33,74,375 (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only) Equity Shares to Mr. Amar Pramod Talwar (Acquirer), on a preferential basis under section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018, subject to shareholders and other statutory / regulatory approvals.	33,74,375 Equity Shares (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only)	40.31 % of Expanded, Issued, Subscribed, and Voting Capital	₹ 15,24,88,006 (Rupees Fifteen Crores Twenty-Four Lakh Eighty-Eight Thousand Six Only)	Securities	Regulation 3(1) and 4 of the SEBI (SAST) Regulations

4. **Acquirer:**

Details	**Acquirer**	**Total**
Name of Acquirer~~/ PAC~~	Mr. Amar Pramod Talwar	Not Applicable
~~Principal Office/~~ Residential Address of the Acquirer/~~PAC~~	Flat No. 301, Krishnakunj Apartment, S no. 700703, Mukund Nagar Pune City, PO Market Yard, Pune- 411037, Maharashtra, India.	Not Applicable
Name(s) of persons in control/promoters of Acquirer/PAC where Acquirers/PAC are companies	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer/~~PAC belongs to~~	Not Applicable	Not Applicable
Pre-Transaction shareholding • **Number** **% of total share capital**	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	33,74,375 Equity Shares (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only)	33,74,375 Equity Shares (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only)
Any other interest in the Target Company	To the extent of shareholding and management control. The Acquirer will be Promoter of Target Company.	Not Applicable

The Acquirer is not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

5. **Details of selling shareholder (i.e. the Seller):**

Not applicable as the Open Offer is being made pursuant to the Preferential Issue of 33,74,375 (Thirty-Three Lakh Seventy-Four Thousand Three Hundred Seventy-Five Only) Equity Shares under section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations.

6. **Details of Target Company:**

Name	Jay Kailash Namkeen Limited
CIN	U15549GJ2021PLC123708
Registered Office	Plot No. 6, Ground Floor, Vivekanand Main Road, Opp Rmc Garden, Rajkot D H College, Rajkot- 360001, Gujarat, India
Exchange where listed	The Equity Shares of the Target Company are listed on BSE Limited (Security Code: 544160) (Symbol: JAYKAILASH)

	The ISIN of Equity Shares of the Target Company is INE0MSS01019

7. Other details:

7.1. The PA is made in compliance with Regulations 13, 14, and 15(1) of the SEBI (SAST) Regulations.

7.2. The details of Open Offer will be published in the newspaper vide the DPS on or before Thursday, August 20, 2026 i.e. within 5 (five) Working Days of this PA, in compliance with the Regulation 13(4) of the SEBI (SAST) Regulations.

7.3. The Acquirer undertakes that he is aware of and will comply with its obligations under the SEBI (SAST) Regulations and has adequate financial resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

7.4. The Open Offer is not conditional upon any minimum level of acceptance in term of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

7.5. This Open Offer and the underlying transactions are subject receipt of statutory approvals. This Open Offer is also subject to other terms and conditions mentioned in this PA, and as will be set out in the DPS, and the LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

7.6. The Acquirer does not intend to delist the Target Company pursuant to this Open Offer.

7.7. This Public Announcement is expected to be available on the website of SEBI and on the website of the Stock Exchanges where the Target Company is listed.

7.8. The Acquirer is jointly and severally responsible for ensuring compliance with the applicable provisions of the SEBI (SAST) Regulations and the obligations as stated in the SEBI (SAST) Regulations.

7.9. All the information in this PA is true and correct.

7.10. All the information pertaining to the Target Company contained in this PA has been compiled from information published or publicly available sources.

ISSUED BY MANAGER TO THE OFFER:

Gretex Corporate Services Limited
SEBI Registration No.: INM000012177
(CIN No.: L74999MH2008PLC288128)
A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai-400013, Maharashtra, India
Tel. No.: +91 2269308500;
Email: info@gretexgroup.com ;
Website: www.gretexcorporate.com;
Contact Person: Mr. Arvind Harlalka

For and on behalf of the Acquirer

Sd/-
Mr. Amar Pramod Talwar

Place: Maharashtra
Date: August 13, 2026