

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATION 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

GRAMEVA LIMITED

(FORMERLY KNOWN AS BANGALORE FORT FARMS LIMITED)

CIN: L51101WB1966PLC226442; Website: www.grameva.in; Email: info@grameva.in;

Registered Office: 164/1, Manikatala Main Road, Mani Square Mall, Room No. 7E, 7th Floor, Kankurgachi, Kolkata- 700054; Tel. No.: 033 4068 1079/ 033 4063 0732

OPEN OFFER FOR ACQUISITION OF UPTO 12,47,844 (TWELVE LAKHS FORTY-SEVEN THOUSAND EIGHT HUNDRED AND FORTY-FOUR) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") REPRESENTING 26.00% OF THE TOTAL PAID-UP EQUITY AND VOTING SHARE CAPITAL OF GRAMEVA LIMITED (FORMERLY KNOWN AS BANGALORE FORT FARMS LIMITED) ("GL"/ "TARGET COMPANY"), ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF GL BY MRS. MANEESHA SINGH ("ACQUIRER I"), RESIDENT OF FLAT NO. 14, SIDDHARTH APARTMENT, SHASTRI NAGAR, SIGRA, CHHITUPUR, VARANASI, UTTAR PRADESH- 221010, JAGSAKTI MERCHANDISE PRIVATE LIMITED ("ACQUIRER II"/ "JMPL"), HAVING ITS REGISTERED OFFICE AT 4TH FLOOR, FLAT NO. 4A, BLOCK O, 671, NEW ALIPORE, KOLKATA- 700053 AND ROS ADVISORY PRIVATE LIMITED (FORMERLY KNOWN AS ROS INSURANCE ADVISORS PRIVATE LIMITED) ("ACQUIRER III"/ "RAPL"), HAVING ITS REGISTERED OFFICE AT 7TH FLOOR, ROOM NO. 12, FORTUNA TOWER, 23A N.S. ROAD, KOLKATA- 700001 (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ("OPEN OFFER"/ "OFFER").

This Detailed Public Statement ("DPS") is being issued by VC Corporate Advisors Private Limited, Manager to the Offer ("Manager"), for and on behalf of the Acquirers to the public shareholders of the Target Company, pursuant to and in compliance 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 ("SEBI (SAST) Regulations"), pursuant to the Public Announcement ("PA") filed on January 31, 2026 and Corrigendum to PA filed on February 05, 2026 with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), The Calcutta Stock Exchange Limited ("CSE") (BSE and CSE are hereinafter collectively referred to as the "Stock Exchanges") and the Target Company in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations. For the purpose of this Detailed Public Statement, the following terms shall have the meanings assigned to them below:

"Acquirer I" shall mean Mrs. Maneesha Singh.

"Acquirer II" shall mean Jagasakti Merchandise Private Limited.

"Acquirer III" shall mean Ros Advisory Private Limited (formerly known as Ros Insurance Advisors Private Limited).

"Acquirers" shall collectively mean Acquirer I, Acquirer II and Acquirer III.

"Control" shall have the meaning ascribed to it under Regulation 2(1)(e) of the SEBI (SAST) Regulations.

"Equity Shares" means fully paid-up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten Only) each.

"Identified Date" means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the public Shareholders to whom the Letter of Offer in relation to this Offer shall be sent.

"MPSR" means minimum public shareholding requirement of at least 25.00% in the Target Company.

"Offer" or "Open Offer" means the Open Offer for acquisition of upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up Equity Shares of face value of Rs. 10/- each, representing 26.00% of the total paid-up equity and voting share capital of the Target Company.

"PAC" means person(s) acting in concert as defined under Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

"Preferential Allotment" shall mean allotment of 21,94,400 fully paid-up equity shares of face value of Rs. 10/- each of the Target Company on December 08, 2017 ("Triggered Date") on a Preferential basis to the then allottees at an Issue Price of Rs. 11.75 per equity share ("Triggered Price"). Initially, the proposed size of the Preferential Issue was 23,90,000 fully paid-up equity shares of face value of Rs. 10/- each at the abovementioned issue price, as approved by the Board of Directors at its meeting held on August 12, 2017. However, the final allotment was made on December 08, 2017 for 21,94,400 equity shares only due to non-subscription by some of the proposed allottees. Specifically, Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively.

"Public Shareholders" means all the equity shareholders of the Target Company except the Promoter of the Target Company and the Acquirers.

"SCRR" means Securities Contract (Regulation) Rules, 1957, as amended.

"SEBI" means the Securities and Exchange Board of India.

"SEBI (LODR) Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

"Share Purchase Agreement"/"SPA" means the agreement dated January 31, 2026 executed between the Acquirer I and the Seller.

"Tendering Period" shall have the meaning ascribed to it under the SEBI (SAST) Regulations.

"Total paid-up equity and voting share capital" shall mean 47,99,400 fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Target Company.

"UDIN" means Unique Document Identification Number.

"Working Day" means a working day of SEBI.

A. ACQUIRERS, SELLER, TARGET COMPANY AND OFFER:

A.1. INFORMATION ABOUT THE ACQUIRERS:

A.1.1. Mrs. Maneesha Singh ("Acquirer I")

a. Mrs. Maneesha Singh, w/o. Mr. Aditya Ranjan Singh, aged about 50 years, is a resident of India, residing at Flat No.-14, Siddharth Apartment, Shastri Nagar, Sigra, Chhitupur, Varanasi, Uttar Pradesh - 221010, having contact number +91 9073206062 and email id: maneeshasingh@gmail.com. She has completed her Master of Fine Arts (Applied Arts) from Banaras Hindu University and has over 22 years of experience in business management, consultancy and advisory services.

b. She does not hold any equity share in the Target Company prior to the date of the PA except for the execution of the SPA dated January 31, 2026 pursuant to which she has agreed to acquire 15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) equity shares, constituting 33.25% of the total paid-up equity and voting share capital of the Target Company at a negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per equity share subject to the conditions specified in the Agreement.

c. The net worth of the Acquirer I is Rs. 89,56,96,031.45 (Rupees Eighty-Nine Crores Fifty-Six Lakhs Ninety-Six Thousand Thirty-One and Forty-Five Paise Only) as on March 31, 2025 as certified by Mr. Sundeeep Kr. Tayal (Membership No.: 508381), Partner of M/s. Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381VSMYTG8125.

d. As on the date of this DPS, Acquirer I holds DIN 03500615 and is a Director in Jagasakti Merchandise Private Limited (Acquirer II).

e. She is the immediate relative (Sister) of Mr. Mahendra Singh, Whole-Time Director of the Target Company.

f. The Acquirer I doesn't belong to any group.

g. There are few other distant relatives of the Acquirer I holding equity shares as the public shareholders in the Target Company. However, for the purpose of this Open Offer there are no Person Acting in Concert ("PAC") in accordance with the provisions of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations with the Acquirer I.

h. Except as mentioned in point (d) above, Acquirer I does not hold directorship in any listed or unlisted Company nor does she serve as a Whole-time Director in any Company.

A.2. Jagasakti Merchandise Private Limited ("Acquirer II") "JMPL")

a. Jagasakti Merchandise Private Limited is a Private Company limited by shares. It was incorporated under the Companies Act, 2013 vide certificate of incorporation dated February 22, 2016 issued by Registrar of Companies, West Bengal. There has been no change in the name of the Acquirer II since the date of its incorporation.

b. The CIN of the Acquirer II is U51909WB2016PTC209891, contact no. being +91 9073933003 and email id being cs.jagsaktimerchandise@gmail.com. The equity shares of Acquirer II are not listed on any of the Stock Exchanges whether in or outside India.

c. The details of change in the registered office address of Acquirer II since its incorporation are as follows:

Sl. No.	Registered Office		Period	
	From	To	Effective from	To
1.	33/1, Netaji Subhash Road, 7th Floor, Kolkata - 700001	15C, Hemanta Basu Sarani, 4th Floor, Kolkata- 700001	02.05.2016	09.01.2018
2.	15C, Hemanta Basu Sarani, 4th Floor, Kolkata- 700001	16A, Brabourne Road, 6th Floor, Kolkata- 700001	10.01.2018	19.01.2025
3.	16A, Brabourne Road, 6th Floor, Kolkata- 700001	4th Floor, Flat No. 4A, Block O, 671, New Alipore, Kolkata- 700053	20.01.2025	Till date

d. Acquirer II is presently engaged in the business of providing management, financial and consultancy services, offering professional and financial support in areas such as business planning, strategic management, operational improvement, and organizational development. Presently, its major source of income includes income from "Investments and loans to corporates".

e. As on the date of PA, the Acquirer II is holding 5,39,938 fully paid-up equity shares of face value Rs. 10/- each representing 11.25% of the total paid-up equity and voting share capital of the Target Company. However, the Board of Directors of the Target Company in its meeting held on December 08, 2017 allotted 8,00,000 fully paid-up equity shares of face value Rs. 10/- each representing 16.67% of the total paid-up equity and voting share capital of the Target Company under the Preferential Issue.

f. The authorized share capital of Acquirer II is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up equity share capital of Acquirer II is Rs. 4,21,00,000/- divided into 42,10,000 equity shares of Rs. 10/- each.

g. Acquirer II doesn't belong to any group. Maneesha Singh is the Promoter and person in control of Acquirer II.

h. As on the date of this DPS, the details of the shareholders of Acquirer II are as under:

Category	No. of shares	Percentage
Promoter:		
- Maneesha Singh	21,05,000	50.00
Public / Other than Promoter	21,05,000	50.00
Total	42,10,000	100.00

i. As on the date of this DPS, the Board of Directors of Acquirer II comprises of the following:

Sl. No.	Name	Designation	Date of Appointment	DIN
1.	Maneesha Singh	Additional Director	27/01/2026	03500615
2.	Ramakar Singh#	Director	06/12/2025	10417215

#Ramakar Singh is also a Director on the board of Ros Advisory Private Limited (Acquirer III).

j. Brief audited standalone financial information of the Acquirer II for the Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023 and certified and un-audited financial results for the six months period ended September 30, 2025 are as follows:

Particulars	Six months period ended September 30, 2025 (Un-audited & Certified)	Financial Year ended March 31, 2025 (Audited)	Financial Year ended March 31, 2024 (Audited)	Financial Year ended March 31, 2023 (Audited)
	Total Revenue	4397.59	13835.52	131065.10
Net Income	1990.93	2946.44	4549.91	182.75
EPS	0.47*	0.70	1.08	0.04
Net worth/ Shareholder's Fund	159235.11*	157244.18	169299.17	40749.26

Note: Difference, if any is due to rounding off

*Non-annualized.

Source: Annual Reports and un-audited financial results for the six months period ended September 30, 2025 as certified by the Management of JMPL.

k. The net worth of the Acquirer II is Rs. 19,22,38,399.50 (Rupees Nineteen Crores Twenty-Two Lakhs Thirty-Eight Thousand Three Hundred Ninety-Nine and Fifty Paise Only) as on March 31, 2025 as certified by Mr. Sundeeep Kr. Tayal (Membership No.: 508381), Partner of M/s. Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381XWTOVQ7292.

l. As on the date of this DPS, Acquirer II does not have any Contingent Liabilities.

A.3. Ros Advisory Private Limited (formerly known as Ros Insurance Advisors Private Limited) ("Acquirer III"/ "RAPL")

a. Ros Advisory Private Limited is a Private Company limited by shares. It was originally incorporated under the Companies Act 1956, in the name and style of "Ros Insurance Advisors Private Limited" vide certificate of incorporation dated July 23, 2010 issued by Registrar of Companies, West Bengal. Subsequently, the name of Acquirer III was changed to "Ros Advisory Private Limited" w.e.f. June 02, 2022 vide a fresh certificate of Incorporation pursuant to change of name dated June 02, 2022 issued by Registrar of Companies, Kolkata, West Bengal.

b. The CIN of the Acquirer III is U74140WB2010PTC151567, contact no. being +91 9073933003 and email id being cs.rosinsurance@gmail.com. The equity shares of Acquirer III are not listed on any of the Stock Exchanges whether in or outside India. Presently, the corporate office of Acquirer III is situated at V-5 B, F/F Green Park Extn., Delhi- 110016.

c. The details of change in the registered office address of Acquirer III since its incorporation are as follows:

Sl. No.	Registered Office		Period	
	From	To	Effective from	To
1.	3/1 + 3/2 West Ghoshpara Road, P.O. Shyamnagar, 24, Parganas North-743127	Diamond Prestige, 2nd Floor, Room No. 214, 41A, A.J.C. Bose Road, Kolkata- 700014	02.01.2012	07.02.2018
2.	Diamond Prestige, 2nd Floor, Room No. 214, 41A, A.J.C. Bose Road, Kolkata- 700014	P-4, New Howrah Bridge, Approach Road, Room No. 1019B, 10th Floor, Kolkata- 700001	08.02.2018	06.03.2022
3.	P-4, New Howrah Bridge, Approach Road, Room No. 1019B, 10th Floor, Kolkata- 700001	7th Floor, Room No. 12, Fortuna Tower, 23A, N.S. Road, Kolkata- 700001	07.03.2022	Till date

d. Acquirer III is engaged in the business of buying, selling, trading, distribution, marketing and dealing in a wide range of consumer goods, agricultural produce, food and dairy products, industrial goods, chemicals, textiles, garments, cosmetics, electronics, medicines, machinery, and other articles of consumption. Presently, it's major source of income includes income from dealing in raw jute and other allied products.

e. As on the date of PA, the Acquirer III is holding 4,44,400 fully paid-up equity shares of face value Rs. 10/- each representing 9.26% of the total paid-up equity and voting share capital of the Target Company which was allotted to Acquirer III in the meeting of Board of Directors of the Target Company held on December 08, 2017 under the Preferential Issue.

f. The authorized share capital of Acquirer III is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up equity share capital of Acquirer III is Rs. 1,99,00,000/- divided into 19,90,000 equity shares of Rs. 10/- each. Acquirer III doesn't belong to any group. Maneesha Singh is the Promoter and person in control of Acquirer III.

g. As on the date of this DPS, the details of the shareholders of Acquirer III are as under:

Category	No. of shares	Percentage
Promoter:		
- Maneesha Singh	19,89,800	99.99
Public / Other than Promoter*	200	0.01
Total	19,90,000	100.00

*Mahendra Singh, the brother of Maneesha Singh (Acquirer I) and one of the shareholder of Acquirer III, is also the Whole-time Director in the Target Company.

h. As on the date of this DPS, the Board of Directors of Acquirer III comprises of the following:

Sl. No.	Name	Designation	Date of Appointment	DIN
1.	Rakesh Kumar Singh	Director	29/03/2025	10417222
2.	Ramakar Singh*	Director	29/03/2025	10417215

*Ramakar Singh is also a director on the board of Jagasakti Merchandise Private Limited (Acquirer II).

j. Brief audited standalone financial information of the Acquirer III for the Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023 and certified and un-audited financial results for the six months period ended September 30, 2025 are as follows:

Particulars	Six months period ended September 30, 2025 (Un-audited & Certified)	Financial Year ended March 31, 2025 (Audited)	Financial Year ended March 31, 2024 (Audited)	Financial Year ended March 31, 2023 (Audited)
	Total Revenue	776.71	1422.18	1419.14
Net Income	-801.41	-1841.15	-1927.86	-922.04
EPS	-0.40*	-0.92	-0.96	-0.46
Net worth/ Shareholder's Fund	14883.64*	15685.05	17526.20	19454.07

Note: Difference, if any is due to rounding off

*Non-annualized.

Source: Annual Reports and un-audited financial results for the six months period ended September 30, 2025 as certified by the Management of RAPL.

k. The net worth of the Acquirer III is Rs. 4,94,07,140/- (Rupees Four Crores Ninety-Four Lakhs Seven Thousand One Hundred and Forty Only) as on March 31, 2025 as certified by Mr. Sundeeep Kr. Tayal (Membership No.: 508381), Partner of M/s. Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin-201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381QVBWY6874.

l. As on the date of this DPS, Acquirer III does not have any Contingent Liabilities.

Other Confirmations:

A.4. Acquirer I, Acquirer II and Acquirer III are hereinafter collectively referred to as the Acquirers.

A.5. Relationship between the Acquirers:

i. Acquirer I is the Promoter of Acquirer II and Acquirer III and holds 21,05,000 and 19,89,800 equity shares representing 50.00% and 99.99% of the total paid-up equity and voting share capital of Acquirer II and Acquirer III, respectively. Acquirer I is also a director on the Board of Acquirer II.

ii. Further, Mahendra Singh, the brother of Maneesha Singh (Acquirer I) and the Whole-time Director of the Target Company is holding 100 equity shares representing 0.005% of the total paid-up equity and voting share capital of Acquirer III.

iii. As on the date of this DPS, Acquirer II and Acquirer III are the public shareholders of the Target Company and collectively holds 12,44,400 Equity Shares representing 20.51% of the total paid-up equity and voting share capital of the Target Company.

iv. There are few other relatives/ distant relatives of the Acquirer I who are holding equity shares in both the Acquirer II and Acquirer III.

Except as mentioned herein, there is no other existing relationship amongst the Acquirers.

A.6. There are no Person Acting in Concert ("PAC") with the Acquirers for the purpose of this Open Offer in accordance with the provisions of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

A.7. Prior to the PA, Acquirer I had received commission from the Target Company and the Target Company had advanced loan to Acquirer II and Acquirer III. As on the date of PA, the total amount of outstanding loan given to Acquirer II by the Target Company is Rs. 2,57,25,621/- while the loan granted to the Acquirer III is settled and has been paid-off.

A.8. Except as stated above, neither the Acquirers nor their Promoter or Directors have any other relationship &/or interest, directly or indirectly in the Target Company including with its Directors, Promoter & key employees or other major shareholders.

A.9. Except as disclosed herein, the Acquirers do not have any other kind of direct or indirect relation with any other public shareholders of the Target Company.

A.10. Except as disclosed herein, neither the Acquirer I nor the Directors or employees of the Acquirer II or Acquirer III are on the Board of the Target Company or hold any managerial, financial, or operational position therein.

A.11. The Acquirers undertake that they will not sell the equity shares of the Target Company, held and acquired by them, if any, during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

A.12. As on the date of this DPS, the Acquirers, including the Directors of Acquirer II and Acquirer III, have not been prohibited by the SEBI from dealing in the securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 as amended or under any other Regulations made under the SEBI Act. Further, there are no proceedings pending against the under the Acquirers under the SEBI Act.

A.13. As on the date of this DPS, the Acquirers including its Promoter and Directors have not been categorised as fugitive economic offenders under the Fugitive Economic Offenders Act, 2018 read with Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

A.14. As on the date of this DPS, the Acquirers including its Promoter and Directors have not been categorized or are appearing in the 'Willful Defaulter or a Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters

or fraudulent borrowers issued by the Reserve Bank of India read with Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

B. INFORMATION ABOUT THE SELLER:

B.1. The details of the Seller are outlined herein as below:

Name, CIN, PAN and address of the Seller	Nature of Entity	Part of the Promoter/ Promoter Group of the Target Company	No. & % of Shares/ Voting Rights held before entering into the SPA dated January 31, 2026	No. & % of Shares/ Voting Rights proposed to be sold through the SPA dated January 31, 2026
Name: Genesis Trade-Links Private Limited CIN: U51909WB2005PTC104820 PAN: AACCG4903H Registered Office Address: R Singh Associates, Hasting Chambers, 2nd Floor, Room No 15, 7C Kiran Shankar Roy Road, Kolkata- 700001	Body Corporate	Yes	15,95,693 33.25%	15,95,693 33.25%
TOTAL			15,95,693 33.25%	15,95,693 33.25%

B.2. The Seller, namely Genesis Trade-Links Private Limited forms part of the Promoter/ Promoter Group (hereinafter referred to as the "Seller") and is declared as the only Promoter in the declarations filed with the Stock Exchanges under the SEBI (SAST) Regulations read with the SEBI (LODR) Regulations, as amended from time to time wherever applicable. There has been no change in the name of the Seller since its incorporation dated August 22, 2005 and the Seller does not belong to any group.

B.3. Pursuant to the completion of the sale and purchase of the Sale Shares, i.e., 15,95,693 equity shares representing 33.25% of the total paid-up equity and voting share capital of the Target Company, the Seller will cease to be the Promoter of the Target Company and relinquish the management and control of the Target Company in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations and as per the provisions of the SEBI (SAST) Regulations. In accordance with Regulation 31A (10) of the SEBI (LODR) Regulations, the Outgoing Promoter has given their intent letter to reclassify itself from Promoter's Category to Non-Promoter's Category.

B.4. As on the date of this DPS, the Seller including its Directors has not been prohibited by SEBI from dealing in the securities, in terms of direction issued under Section 11B of SEBI Act, 1992 as amended

- D.10. In compliance with the provisions of Regulation 31A of the SEBI (LODR) Regulations, and subsequent amendments thereto, the Acquirers are making this mandatory Open Offer and upon successful completion of the said Open Offer, the Acquirers will acquire control over the Target Company and will become the Promoters of the Target Company.
- D.11. The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of this DPS. However, one of the employee of the Manager to the Offer currently holds 100 (One Hundred) equity shares of the Target Company. The said employee has undertaken that he shall not, directly or indirectly, deal in the aforesaid shares during the pendency of the Offer and will ensure strict compliance with the applicable provisions of the SEBI (SAST) Regulations. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period in compliance with Regulation 27(6) of the SEBI (SAST) Regulations.
- E. The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of the Target Company in the succeeding 2 (Two) years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers hereby undertake that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of Regulation 25(2) of the SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

- F. As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957 as amended ("SCRR") the Target Company is required to maintain at least 25% public shareholding ("Minimum Public Shareholding"), as determined in accordance with SCRR, on continuous basis for listing. Upon completion of the transaction, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirers hereby undertake to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the SCRR as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75% within 12 months from the date of such fall in the public shareholding to below 25%, through permitted routes and any other routes as may be approved by the SEBI from time to time. Further, any failure to comply with MPS requirement may lead to non-compliance of SCRR and SEBI (LODR) Regulations.

II. BACKGROUND TO THE OFFER:

- i. This Open Offer is a mandatory Open Offer made by Acquirers in accordance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each, representing 26.00% of the total paid-up equity and voting share capital of the Target Company at an Offer Price of Rs. 30/- per fully paid-up equity share, payable in cash, ("Negotiated Price") for an aggregate consideration of Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only), which is higher than the Triggered Price inclusive of an interest @10% (Ten Percent) ⁵ per annum (for delay in making Open Offer), subject to the terms and conditions mentioned in the Public Announcement and Detailed Public Statement and to be set out in the Letter of Offer that is proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations.
- *The interest is calculated @10% (Ten Percent) per annum for the delay of 2,977 (Two Thousand Nine Hundred and Seventy-Seven) days starting from March 06, 2018 upto April 29, 2026 (assuming date of payment of consideration to the public shareholders who tenders validly in the captioned Open Offer).

- ii. The shareholders of the Target Company under Chapter VII of the repealed SEBI (ICDR) Regulations, 2009 in an Annual General Meeting held on September 25, 2017, had approved the issue of 23,90,000 fully paid-up equity shares of face value of Rs. 10/- each, at an Issue Price of Rs. 11.75 per equity share (including a premium of Rs. 1.75 per equity share) of the Target Company. Pursuant to the said Preferential Issue, the Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.02% and 8.90% of the post-issue paid-up equity and voting share capital of the Target Company, respectively. Since, the equity shares were not subscribed by some of the proposed allottees and due to time constraint, the Board of Directors of the Target Company in its meeting held on December 08, 2017 had issued and allotted on Preferential Basis 21,94,400 fully paid-up equity shares of face value of Rs. 10/- each, at an Issue Price of Rs. 11.75 per equity share (including a premium of Rs. 1.75 per equity share) of the Target Company instead of 23,90,000 equity shares as approved by the Board of Directors and the shareholders of the Target Company. Out of the aforesaid allotment of 21,94,400 equity shares, Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively. Thus, Acquirer II and Acquirer III triggered the obligation to make an Open Offer on December 8, 2017 (Triggered Date), in terms of Regulation 3(1) read with Regulation 13(2)(i) of the SEBI (SAST) Regulations. Presently Acquirer II and Acquirer III intend to fulfill their obligations to make an Open Offer under the SEBI (SAST) Regulations by giving a Public Announcement at the present date along with the Acquirer I, i.e. Promoter of Acquirer II and Acquirer III, at an Offer Price which is higher than the Triggered Price inclusive of an interest at 10% from March 06, 2018 upto April 29, 2026 (assuming date of payment of consideration to the public shareholders who tender validly in the Open Offer). Further, it should also be noted that presently Acquirer II is holding 5,39,938 equity shares representing 11.25% of the total paid-up equity and voting share capital of the Target Company and there has been no change in the shareholding of the Acquirer III.

- iii. On January 31, 2026 the Acquirer I has entered into a Share Purchase Agreement ("SPA") "Agreement") with the Outgoing Promoter i.e., Genesis Trade-Links Private Limited for acquisition of in aggregate 15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) equity shares, constituting 33.25% of the total paid-up equity and voting share capital and management control of the Target Company at a negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per equity share subject to satisfaction of conditions mentioned in the SPA. Pursuant to acquisition of the aforesaid equity shares in terms of the SPA, the aggregate shareholding of the Acquirer I in the Target Company would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations and accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Further, in terms of the SPA, allotment of equity shares under Preferential Issue and post successful completion of the Open Offer, the Acquirers will also acquire control over the Target Company and will be constituted as the Promoters/ Promoter Group of the Target Company. Hence the Offer is also being made by the Acquirers under Regulation 4 of the SEBI (SAST) Regulations

- iv. The prime object of the Offer is substantial acquisition of equity shares/voting rights accompanied with the change in control and management of the Target Company and also to regularise previous non-compliance of making Open Offer by the Acquirer II and Acquirer III subject to receipt of all statutory approvals required in this Open Offer.

- v. This Open Offer is for acquisition of 26.00% of total paid-up equity and voting share capital of the Target Company. Assuming that the Open Offer is tendered in full, after the completion of this Open Offer, the Acquirers shall hold the majority of the Equity Shares of the Target Company by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

- vi. Subject to satisfaction of the provisions under the Companies Act, 2013 and/ or any other applicable Rules/ Regulation(s), the Acquirers intend to make changes in the management of the Target Company.

- vii. The Acquirers propose to continue the existing business of the Target Company and may diversify its business activities in future with prior approval(s) of the shareholders of the Target Company and such statutory and/or regulatory authority, as may be applicable, in due compliance with applicable laws. The main purpose of takeover is to expand the Company's business activities in same/ diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed shareholding of the Acquirers in the Target Company and the details of their acquisition are as follows:

Sl. No.	Particulars	Acquirer I	Acquirer II	Acquirer III	Total
		No. of Shares % of Shares	No. of Shares % of Shares	No. of Shares % of Shares	No. of Shares % of Shares
1.	Shareholding as on the date of PA	0 0.00	5,39,938 11.25	4,44,400 9.26	9,84,338 20.51
2.	Shares to be acquired pursuant to the Share Purchase Agreement dated January 31, 2026	15,95,693 33.25	0 0.00	0 0.00	15,95,693 33.25
3.	Shares to be acquired in the Open Offer (assuming full acceptance)*	12,47,844 26.00	0 0.00	0 0.00	12,47,844 26.00
4.	Shares acquired between the PA date and the DPS date	0 0.00	0 0.00	0 0.00	0 0.00
5.	Post Offer shareholding (*) (On diluted basis, as on the 10th working day after closing of tendering period)	28,43,537 59.25	5,39,938 11.25	4,44,400 9.26	38,27,875 79.76

*Assuming all the equity shares which are offered are accepted in the Open Offer.

IV. OFFER PRICE:

- (i) The entire equity shares of the Target Company are presently listed at BSE and CSE only. The equity shares are placed under the BSE Scrip Code "539120" and CSE Scrip Code "012644". The

marketable lot for equity share is 1 (One) equity share. This Open Offer for the acquisition of equity shares is as per the Regulations 3(1) & 4 of the SEBI (SAST) Regulations.

- (ii) The total trading turnover in the Equity Shares of the Target Company on BSE, i.e., the nation-wide trading terminal, and CSE, based on trading volume during the twelve calendar months prior to the month of Public Announcement (01.01.2025 to 31.12.2025) is as given below:

Stock Exchanges	Total No. of equity shares traded during the twelve calendar months prior to the month of PA	Total No. of equity shares of the Target Company	Trading Turnover (as % of total equity shares)
BSE	4,54,092	47,99,400	9.46%
CSE	Nil	47,99,400	Not Ascertainable

- (iii) Based on the information available on the website of BSE and CSE, the equity shares of GL are infrequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

- (iv) The Offer Price of Rs. 30/- (Rupees Thirty Only), per fully paid-up equity share of the Target Company, which is higher than the Triggered Price inclusive of interest @10% per annum (for delay in making Open Offer) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, considering the following:

Sl. No.	Particulars	Price (In Rs.)
1.	Highest negotiated price per share for acquisition under the agreement attracting the obligation to make a public announcement for the Offer	Rs. 28/-
2.	The Volume-Weighted Average Price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA	per equity share Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, where the equity shares are frequently traded	Not Applicable
5.	Where the equity shares are not frequently traded, the price determined by an independent registered valuer taking into account valuation parameters per share including book value, comparable trading multiples and such other parameters as are customary for valuation of shares	Rs. 26.21 per equity share*
6.	The per share value computed under Regulation 8(5), if applicable	Not Applicable

*Mr. Hansraj Jaria, Registered Valuer- Securities or Financial Assets, IIBI Registration No.: IIBI/RV/03/2020/13544, ICSI RVO COP No.: ICSIRVO/COP/SFA0620/167, having office situated at 36, Abinash Sashmal Lane, Belegata, Phoolbagan (Near Pawanputra Hotel) Kolkata-700010, West Bengal, India, Telephone No.: 033-46009667, Mobile No.: 9836400884/ 9831648654, Email Id: hansrajaria@gmail.com, vide certificate dated January 31, 2026 through his Valuation Report bearing UDIN F007703G003765314, has certified that the fair value of equity shares of the Target Company is Rs. 26.21 per equity share.

The Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively by the Board of Directors of the Target Company on December 08, 2017, pursuant to which an Open Offer under Regulation 3(1) of the SEBI (SAST) Regulations was triggered in the hands of the Acquirer II and Acquirer III; however, no Open Offer was made. SEBI may initiate suitable action against the Acquirer II and Acquirer III for violation of Regulation 3(1) of the SEBI (SAST) Regulations. Hence, this captioned Open Offer is collectively made by the Acquirers under Regulations 3(1) & 4 of the SEBI (SAST) Regulations.

The Offer price has been calculated assuming the triggering point as acquisition date and interest calculation thereon @ 10% P.A. till the date of current PA, the details of which is mentioned below:

Date of Allotment (Trigger Date)	Date of Payment as per schedule	New Date of Payment (Current)	No. of days (Delay)	Triggered Price (Rs. per share)	Fair value as on trigger date	Price as per Regulation 8(2) of SEBI (SAST) Regulations (Rs. per share)	Interest @ 10% p.a.	Total (Rs.)
08.12.2017	05.03.2018	29.04.2026	2977	11.75	11.71*	11.75	9.58	21.33

* Mr. Rajesh Chaturvedi (Membership No.: 52809), Proprietor of M/s. Rajesh Chaturvedi & Associates, Chartered Accountants (Firm Registration No.: 316131E), having its administrative office situated at 643A, Block O, New Alipore, Ground Floor, Kolkata- 700053 and registered office situated at 337, Parnashree, Kolkata- 700060, vide his certificate dated August 12, 2017, i.e., prior to the past violations of the Open Offer, has certified that the fair value of equity shares of the Target Company is Rs. 11.71 per equity share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 30/- (Rupees Thirty Only) per equity share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations.

- (v) During the last three years preceding the date of PA, the Target Company has not undertaken any Buyback of equity shares. Further, there has been no corporate action in the Company in the last one year from the date of PA under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price will be adjusted in the event of any corporate actions like bonus issue, rights issue, stock split, consideration, etc., where the record date effecting such corporate actions falls between the date of this Detailed Public Statement upto 3 (Three) working days prior to the commencement of the Tendering Period and the same would be notified to the shareholders also.
- (vi) As on the date, there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Open Offer size, the Acquirers shall comply with Regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.
- (vii) If there is any revision in the Offer price on account of future purchases/ competing offers, it will be done at anytime prior to commencement of the last 1 (One) working day before the date of commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations and would be notified to the shareholders.
- (viii) If the Acquirers acquire equity shares of the Target Company during the period of 26 (Twenty-Six) weeks after the tendering period at a price higher than the Open Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all the equity shareholders whose equity shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an Open Offer under the SEBI (SAST) Regulations or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS:

- (i) The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Sundep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381KGGKVT7824 have certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.
- (ii) The maximum consideration payable by the Acquirers assuming full acceptance of the Offer would be Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account, namely "MANEESHA SINGH GL OPEN OFFER ESCROW ACCOUNT" (Account No.: 000405165517) and a Special Escrow Account, namely "MANEESHA SINGH GL OPEN OFFER SPECIAL ESCROW ACCOUNT" (Account No.: 000405165516) and have deposited Rs. 93,60,000/- (Rupees Ninety-Three Lakhs and Sixty Thousand Only) in the escrow account, being more than 25% of the amount required for the Open Offer in an Escrow Account opened with the ICICI Bank Limited ("Escrow Banker").
- (iii) The Manager to the Offer is authorized to operate the above-mentioned Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- (iv) Based on the aforesaid financial arrangements and the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.
- (v) In case of upward revision of the Offer Price and/or Offer Size, the Acquirers would deposit additional amount into the Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS:

- (i) As on the date of this DPS, there are no statutory or other approvals required to implement the Offer. If any statutory approvals are required or become applicable prior to the completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- (ii) The Acquirers, in terms of Regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals being required are refused. In the event of withdrawal, a PA will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- (iii) In case of delay in receipt of the statutory approval of SEBI or any other statutory approval that becomes applicable prior to the completion of the Offer, SEBI may, if satisfied that delayed receipt

of the requisite approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest at the rate of ten percent per annum (10% p.a.) in terms of Regulations 18 (11) and (11A) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

- (iv) No approval is required from any bank or financial institutions for this Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITY:

Activities	Date	Day
Date of the PA	January 31, 2026	Saturday
Publication of Detailed Public Statement in newspapers	February 06, 2026	Friday
Last date of Filing of the Draft Letter of Offer with the SEBI	February 13, 2026	Friday
Last date of a Competing Offer	March 02, 2026	Monday
Identified Date*	March 12, 2026	Thursday
Date by which the Letter of Offer will be dispatched to the shareholders	March 20, 2026	Friday
Last date by which Board of the Target Company shall give its recommendation	March 24, 2026	Tuesday
Last date for upward revision of Offer Price and/or Offer Size	March 25, 2026	Wednesday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to the SEBI, Stock Exchange and Target Company	March 27, 2026	Friday
Date of commencement of tendering period	March 30, 2026	Monday
Date of closing of tendering period	April 15, 2026	Wednesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	April 29, 2026	Wednesday

*Identified Date is only for the purpose of determining the names of the public shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Promoter and the Acquirers) are eligible to participate in the Offer any time before the Closure of the Tendering Period. The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER:


- (i) All the shareholders (registered or unregistered) of Equity Shares whether holding Equity Shares in dematerialised form or physical form, (except the Promoter and the Acquirers) are eligible to participate in the Offer any time before closure of the tendering period.
- (ii) There shall be no discrimination in the acceptance of locked-in and non-locked-in shares in the Offer. The residual lock-in period shall continue in the hands of the Acquirers. The shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with the rights attached thereto.
- (iii) Persons who have acquired the Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target Company after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer.
- (iv) The Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and the SEBI Master Circular SEBI/HO/CFD/PO-D-1/P/CIR/2023/31 dated February 16, 2023, as issued by the SEBI.
- (v) BSE shall be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- (vi) The Acquirers have appointed Nikunj Stock Brokers Limited as the Buying Broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:
Name: Nikunj Stock Brokers Limited
Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
SEBI Registration No.: INZ000169335
Contact No.: +91 9811322534
Email-Id: ig.nikunj@nikunjonline.com
Website: www.nikunjonline.com
Contact Person: Mr. Pramod Kumar Sultana
- (vii) As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018 bearing reference number PR 49/ 2018, requests for transfer of securities shall not be processed unless the securities in dematerialised form with a depository w.e.f. April 01, 2019. However, in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an Open Offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding equity shares in physical form as well are eligible to tender their equity shares in this Offer as per the provisions of the SEBI (SAST) Regulations.
- (viii) All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.
- (ix) A separate Acquisition Window will be provided by BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical equity shares.
- (x) The Letter of Offer and the Tender Form will be sent to the Eligible Shareholders through Speed Post / Registered Post. Further, the eligible shareholders whose email-ids are registered with the Registrar and Share Transfer Agent, the Letter of Offer and the Tender Form shall be sent through electronic means. In case of non-receipt of Letter of Offer, eligible shareholders can access the Letter of Offer on the websites of the SEBI, Registrar to the Offer, Stock Exchanges and Manager to the Offer at www.sebi.gov.in, www.cameoindia.com, www.bseindia.com, www.cse-india.com and www.vccorporate.com, respectively. Further an eligible shareholder who wishes to obtain a copy of the Letter of Offer may send a request to the Registrar to the Offer at their email id mentioned herein in this DPS stating the name, address, no. of equity shares, client ID no., DP name / DP ID, beneficiary account no. folio no. and upon receipt of such request, a copy of the Letter of Offer will be provided to such eligible shareholder. The Letter of Offer along with a form of acceptance cum acknowledgement would also be available at the websites of the SEBI, BSE, CSE and the Manager to the Offer and shareholders can also apply by downloading such forms from the said website.
- (xi) No indemnity is needed from the unregistered shareholders.
- (xii) It must be noted that the detailed procedure for tendering the equity shares in the Offer will be available in the Letter of Offer ("LOF"). Kindly read it carefully before tendering equity shares in the Offer. Equity shares once tendered in the Offer cannot be withdrawn by the equity shareholders.

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION:

- (i) The Acquirers (including their Directors), Seller and the Target Company (including their Directors) have not been prohibited by the SEBI from dealing in the securities under directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any other regulations made under the SEBI Act.
- (ii) The Acquirers (including their Directors) accept full responsibility for the information contained in the PA and DPS and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations.
- (iii) The Acquirers have appointed Cameo Corporate Services Limited, having office at Subramanian Building No.1, Club House Road, Chennai- 600002, Tel.No.:044-40020728, E-mail-Id: vigneshbala@cameoindia.com, Website: www.cameoindia.com as the Registrar to the Offer. The Contact Person is Mr. Vignesh Balaji R.
- (iv) The Acquirers have appointed VC Corporate Advisors Private Limited having office at 31, Ganesh Chandra Avenue, 2nd Floor, Suite no. 2C, Kolkata- 700013, Tel. No.: (033) 2225 3940, E-mail-Id: mail@vccorporate.com, Website: www.vccorporate.com as the Manager to the Open Offer pursuant to Regulation 12 of the SEBI (SAST) Regulations. The Contact Persons are Ms. Urvi Belani/ Mr. Premjeet Singh.
- (v) This Detailed Public Statement will also be available on website of the SEBI at www.sebi.gov.in, website of BSE at www.bseindia.com and website of CSE at www.cse-india.com.

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

	VC Corporate Advisors Private Limited SEBI REGN. No.: INM00011096 Validity of Registration: Permanent CIN: U67120WB2005PTC106051 (Contact Person: Ms. Urvi Belani/Mr. Premjeet Singh) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.- 2C, Kolkata-700 013 Phone No.: (033) 2225-3940 Email: mail@vccorporate.com Website: www.vccorporate.com		Cameo Corporate Services Limited SEBI REGN. No.: INR00003753 Validity of Registration: Permanent CIN: U67120TN1998PLC041613 (Contact Person: Mr. Vignesh Balaji R) Subramanian Building No.1, Club House Road, Chennai- 600002 Phone No.: 044-40020728 Email ID: vigneshbala@cameoindia.com Website: www.cameoindia.com
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Sd/- Maneesha Singh Acquirer I	For Jagsakti Merchandise Private Limited	Sd/- Ramakar Singh Director DIN: 10417215 Acquirer II	For Ros Advisory Private Limited	Sd/- Ramakar Singh Director DIN: 10417215 Acquirer III
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Date: 06.02.2026
Place: Kolkata

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JCK INFRASTRUCTURE DEVELOPMENT LIMITED

CIN:L70102KA1979PLC003590
Regd Office: Door No. 309, 1st Floor, Westminster 13, Cunningham Road,
Bangalore - 560 052 | Telephone: 080-22203423
E-mail: investors@jckgroup.in | Website: www.jckgroup.in

STATEMENT OF UNAUDITED STANDALONE AND CONSOLIDATED FINANCIALS RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2025

The Standalone and Consolidated financials results for the quarter and nine months ended 31st December, 2025 of JCK Infrastructure Development Limited ("the Company") have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meetings held on February 05, 2026.

The Standalone and Consolidated financials results of the Company along with limited review report of Statutory auditors are available on the website of Metropolitan Stock Exchange of India Limited (URL: www.msei.in) and on the Company's website (URL: www.jckgroup.in) and can be accessed by scanning the Quick response Code (QR Code) provided below:



For and on behalf of the Board of Directors

Sd/-
Krishan Kapur
Managing Director

Date: 05.02.2026
Place: Bengaluru