

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI SAST REGULATIONS") FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF GRAMEVA LIMITED [FORMERLY KNOWN AS BANGALORE FORT FARMS LIMITED] ("GL" / THE "TARGET COMPANY").

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 THE TARGET COMPANY, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF GL BY MRS. MANEESHA SINGH ("ACQUIRER"), RESIDENT OF FLAT NO.- 14, SIDDHARTH APARTMENT, SHASTRI NAGAR, SIGRA, CHHITUPUR, VARANASI, UTTAR PRADESH- 221010, JAGSAKTI MERCHANDISE PRIVATE LIMITED ("ACQUIRER I" / "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 II" / "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 PUBLIC ANNOUNCEMENT ("PUBLIC ANNOUNCEMENT") IS BEING ISSUED BY VC CORPORATE ADVISORS PRIVATE LIMITED ("MANAGER TO THE OFFER") FOR AND ON BEHALF OF THE ACQUIRERS TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN ACCORDANCE WITH REGULATIONS 3(1) AND (4) OF THE SEBI SAST REGULATIONS.

1. Definitions:

- **Acquirer** shall mean Mrs. Maneesha Singh.
- **Acquirer I** shall mean Jagsakti Merchandise Private Limited.
- **Acquirer II** shall mean Ros Advisory Private Limited (formerly known as Ros Insurance Advisors Private Limited).
- **Acquirers** shall collectively mean Acquirer, Acquirer I and Acquirer II.
- **Control** shall have the meaning ascribed to it under the SEBI SAST Regulations.
- **Equity Shares** shall mean fully paid-up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten Only) each.



- **Identified Date** shall mean the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Equity Shareholders to whom the Letter of Offer in relation to this Offer shall be sent.
- **MPSR** shall mean minimum public shareholding requirement of 25.00% in the Target Company.
- **PAC** shall mean 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 I and Acquirer II 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** shall mean all the equity shareholders of the Target Company except the existing members of the Promoters and Promoter Group of the Target Company and the Acquirers.
- **SCRR** shall mean Securities Contract (Regulation) Rules, 1957, as amended.
- **SEBI** shall mean the Securities and Exchange Board of India.
- **SEBI (LODR) Regulations** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- **Tendering Period** shall have the meaning ascribed to it under 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.
- **Working Day** shall mean a working day of SEBI.



2. Offer Details:

- **Offer Size:** This Open Offer/ Offer is being made by the Acquirers for acquisition of upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up equity shares, constituting 26.00% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price/ Consideration:** An Offer Price of Rs. 30/- (Rupees Thirty Only) per equity share (hereinafter referred to as the "Offer Price") will be offered for the Equity Shares tendered by the Equity Shareholders during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirers will be Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only).
- **Mode of payment (Cash/ Security):** The entire consideration will be paid in cash, 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 in compliance with Regulations 3(1) and 4 of the SEBI SAST Regulations, pursuant to the execution of a Share Purchase Agreement ("SPA") dated January 31, 2026 entered into by and amongst the Acquirer and the Seller and allotment of equity shares on December 08, 2017 to the Acquirer I & Acquirer II under the then preferential issue. The Board of Directors of the Target Company had allotted 21,94,400 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis to the non-promoter category shareholders, out of which in aggregate 12,44,400 fully paid- up Equity Shares of face value of Rs. 10/- each representing 25.93% of the total paid-up equity and voting share capital of the Target Company were allotted to the Acquirer I & Acquirer II.

3. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

- A. 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 I and Acquirer II were acquiring 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 I and Acquirer II 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 I and Acquirer II 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 I and Acquirer II 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.e. Promoter of Acquirer I and Acquirer II, at an Offer Price which is higher than the Triggered Price inclusive of an interest at 10% from March 05, 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 I 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 II.

- B. On January 31, 2026 the Acquirer 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 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.

DETAILS OF 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 (VR) acquired (Rs. in Crores)	Mode of payment (Cash/securities)	Regulations which have triggered
		Number	% vis-a-vis total Equity/ Voting Capital			
Direct	Allotment of equity shares to the Acquirer I and Acquirer II on a Preferential Allotment basis on December 08, 2017.	12,44,400	25.93%	1.46	Cash	3(1)
Direct	Share Purchase Agreement dated January 31, 2026 between the Acquirer and the Outgoing Promoter.	15,95,693	33.25%	4.47	Cash	3(1) & 4



4. Acquirers:

Details	Acquirer	Acquirer I	Acquirer II	Total
Name of the Acquirers / PACs	Maneesha Singh	Jagsakti Merchandise Private Limited	Ros Advisory Private Limited	3
Address	Flat No.-14, Siddharth Apartment, Shastri Nagar, Sigra, Chhitupur, Varanasi, Uttar Pradesh-221010.	671, Flat No. 4A, 4 th Floor. Block O, New Alipore. Kolkata - 700053	7 th Floor, Room No.- 12 Fortuna Tower, 23A N.S Road, Kolkata- 700001	NA
Name(s) of Persons in control /Promoters of Acquirers/ PACs where Acquirers/ PAC are companies*	NA	The Promoter of Acquirer I is Maneesha Singh.	The Promoters of Acquirer II is Maneesha Singh.	NA
Name of the Group, if any, to which the Acquirer/PAC belongs to	NA	NA	NA	NA
Pre-Transaction Shareholding • Number • % of total share capital**	NIL 0.00%	5,39,938 11.25%	4,44,400 9.26%	9,84,338 20.51%
Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of total share capital**	15,95,693 33.25%	5,39,938 11.25%	4,44,400 9.26%	25,80,031 53.76%
Any other interest in the Target Company	- Acquirer had given loan to the Target Company, however, the same has been paid-off as on date. - She is the immediate relative (Sister) of Mr. Mahendra Singh (Whole-Time Director in GL).	Public Shareholder of the Target Company	- Public Shareholder of the Target Company - Mahendra Singh (Whole-Time Director in GL) holds 100 equity shares in Acquirer II.	----



Details	Acquirer	Acquirer I	Acquirer II	Total
	- As on date, there are few other distant relatives holding equity shares in GL.			

*For the purpose of this Open Offer, there are no Person Acting in Concert (PAC) with the Acquirers.

**The difference if any in the percentage is due to rounding-off.

NA means Not Applicable.

5. Details of Selling Shareholder(s), if applicable:

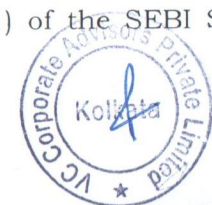
Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholders			
		Pre- Transaction		Post- Transaction	
		Number	%	Number	%
Genesis Trade-Links Private Limited	Yes	15,95,693	33.25	Nil	Nil
TOTAL		15,95,693	33.25	Nil	Nil

6. Target Company:

Name	Grameva Limited [formerly known as Bangalore Fort Farms Limited], having its registered office situated at 164/1, Room No. 7E, 7 th Floor, Mani Square Mall, Maniktala Main Road, Kankurgachi, Kolkata – 700054.
Corporate Identification Number (“CIN”)	L51101WB1966PLC226442
Exchanges where listed	The equity shares of the Target Company are presently listed on BSE Limited (“BSE”) and The Calcutta Stock Exchange Limited (“CSE”) only.

7. Other details:

- This is to inform to all the shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14(3) of the SEBI SAST Regulations vide a Detailed Public Statement on or before Friday, February 06, 2026.
- The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI SAST Regulations and have adequate financial resources to meet the Offer Obligations.
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI SAST Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI SAST Regulations.



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



VC Corporate Advisors Private Limited

SEBI REGN No.: INM000011096

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 Id: mail@vccorporate.com

Website: www.vccorporate.com

Sd/-
Maneesha Singh
Acquirer

For Jagsakti Merchandise Private Limited

Sd/-
Ramakar Singh
Director
DIN: 10417215
Acquirer I

For Ros Advisory Private Limited

Sd/-
Ramakar Singh
Director
DIN: 10417215
Acquirer II

Date: 31.01.2026

Place: Kolkata

