

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 AND REGULATION 14 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SIMANDHAR IMPEX LIMITED

("SIMANDHAR"/ "SIL"/ "TARGET COMPANY"/ "TC")

(Corporate Identification No. U46498MH2023PLC415552)

Registered Office: 811, A Wing, Jaswanti Allied, Business Center, Kanchpada, Malad West, Mumbai, Maharashtra - 400064

Phone No.: +91- 9082258451; Email id: info@Simandharimpex.com; Website: www.simandharimpex.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 7,75,310 (SEVEN LACS SEVENTY-FIVE THOUSAND THREE HUNDRED TEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 25.36%* OF THE VOTING SHARE CAPITAL OF SIL, FROM THE PUBLIC SHAREHOLDERS OF SIL BY M/S. FARMICO INTERNATIONAL PRIVATE LIMITED (HEREINAFTER REFERRED TO AS THE "ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

**As per the SEBI (SAST) Regulations, the Open Offer under Regulations 3(1) & 4 is required to be given for at least 26.00% of the voting share capital of the Target Company. However, the shareholding of the Public Shareholders as on date of the Public Announcement is 25.36% and therefore the Offer represent 25.36% of the voting share capital of the Target Company.*

DEFINITIONS:

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

"Fully Paid-up Equity Share Capital" means paid up share capital of the Target Company i.e., Rs. 3,05,69,250 divided into 30,56,925 Equity Shares of Rs. 10/- Each.

"Offer" or "Open Offer" means the open offer for acquisition of up to 7,75,310 (Seven Lacs Seventy-Five Thousand Three Hundred Ten) Equity Shares, representing 25.36% of the Fully Paid-up Equity Share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Public Shareholders" means Shareholders of Target Company other than Parties to the Agreement.

"Selling Shareholders" means Prashant Avantilal Vora (Seller-1), Prashantbhai Avantilal Vora (HUF) (Seller-2), Seemaben Prashantbhai Vora (Seller-3), Virti Enterprises LLP (Seller-4), Kinjal Prashant Vora (Seller-5), Harsh Prashant Vora (Seller-6), and Vora Shares and Stock Broker LLP (Seller-7), collectively being the promoters and members of the promoter group of the Target Company.

Manoj Sarda



"SEBI" shall mean the Securities and Exchange Board of India.

"SPA" or "Agreement" has the meaning described to such term under paragraph 2.

"Voting Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10th) working day from the closure of the tendering period of the Offer.

"Working Day" means any working day of SEBI.

1. OFFER DETAILS:

- **Offer Size:** This Open Offer is being made by the Acquirer for acquisition of 7,75,310 (Seven Lacs Seventy-Five Thousand Three Hundred Ten) fully paid-up Equity Shares of Rs. 10/- Each constituting 25.36% of the voting share capital of the Target Company.
- **Offer Price:** An offer price of Rs. 30.00/- (Rupees Thirty Only) per fully paid-up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirer will be Rs. 2,32,59,300/- (Rupees Two Crores Thirty-Two Lacs Fifty-Nine Thousand Three Hundred Only).
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer (Triggered offer, Voluntary offer/competing offer etc.):** The Offer is a Triggered Offer made under Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the execution of the Share Purchase Agreement entered by Acquirer (as detailed herein below) for control of the Target Company, and to classify the Acquirer as "Promoter" of the Target Company in accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

This Offer is being made pursuant to the execution of the following agreement by the Acquirer:

- An Agreement dated January 14, 2026 to purchase 22,81,615 equity shares constituting 74.64% of the voting share capital of the Target Company from Prashant Avantilal Vora (Seller-1), Prashantbhai Avantilal Vora HUF (Seller-2), Seemaben Prashantbhai Vora (Seller-3), Virti Enterprises LLP (Seller-4), Kinjal Prashant Vora (Seller-5), Harsh Prashant Vora (Seller-6) and Vora Shares and Stock Broker LLP (Seller-7) at a consideration of Rs. 30.00/- per Equity Share ("SPA").

Above Share Purchase Agreement ("SPA") is hereinafter referred to as the "Agreement" or "Share Purchase Agreement".

Handwritten signature



Given below are the details of underlying transactions:

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 /VRs acquired (Rs. In Lacs)	Mode of payment (Cash / securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Execution of Share Purchase Agreement dated January 14, 2026 ("SPA") by the Acquirer and the Seller, for acquisition of 22,81,615 Equity Shares at a price of Rs. 30.00/- per Equity Shares, as per the terms of the Share Purchase Agreement.	22,81,615	74.64% of the voting share capital	684.48	Cash	Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations 2011

Note: Pursuant to this Offer, the Acquirer shall become the Promoter of the Target Company. The existing promoter and promoter group shall cease to be the promoter and promoter group of the Target Company and shall be reclassified as public category shareholders in accordance with Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

3. DETAILS OF THE ACQUIRER:

Name of Acquirer	Address	Name(s) of persons in control/promoters of acquirer where Acquirer are companies	Name of the Group, if any, to which the Acquirer belongs to	Pre-Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Voting Share Capital	Any other interest in the Target Company
M/s. Farmico International Private Limited	Office No. 1006, Hubtown, Solaris, Near Gokhle Fly, Andheri East, Mumbai, Maharashtra, India, 400069	Chandraprakash Wadhvani and Vidhi Wadhvani	N.A.	Nil (0.00%)	22,81,615 (74.64%)	N.A.

Naval Subram




4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post Transaction	
		Number	%	Number	%
Seller:					
Prashant Avantilal Vora (Seller-1)	Yes	12,34,781	40.39%	Nil	Nil
Prashantbhai Avantilal Vora HUF (Seller-2)	Yes	3,66,466	11.99%	Nil	Nil
Seemaben Prashantbhai Vora (Seller-3)	Yes	4,85,407	15.88%	Nil	Nil
Virti Enterprises LLP (Seller-4)	Yes	45,750	1.50%	Nil	Nil
Kinjal Prashant Vora (Seller-5)	Yes	55,590	1.82%	Nil	Nil
Harsh Prashant Vora (Seller-6)	Yes	54,000	1.77%	Nil	Nil
Vora Shares and Stock Broker LLP (Seller-7)	Yes	39,621	1.30%	Nil	Nil
Total		22,81,615	74.64%	Nil	Nil

5. TARGET COMPANY:

The Target Company i.e., Simandhar Impex Limited having its present registered office at 811, A Wing, Jaswanti Allied, Business Center, Kanchpada, Malad West, Mumbai, Maharashtra - 400064.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 544662 and SIMANDHAR respectively.

The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. OTHER DETAILS:

- 6.1 This 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 SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before January 22, 2026.
- 6.2 The Acquirer undertake that Acquirer is aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.
- 6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.
- 6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.



Issued by:



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

804, Meadows, Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri East, Mumbai-400059.

Tel No. +91 22 4120 4837

Email id: navigant@navigantcorp.com

Website: www.navigantcorp.com

SEBI Registration No: INM000012243

Contact person: Mr. Sarthak Vijlani



Signed by:

For Farmico International Private Limited
(Acquirer)

Nikhil Sabharwal
Director
(DIN: 08961280)



Place: Mumbai

Date: January 14, 2026