

# DIGGI MULTITRADE LIMITED

CIN: L65900MH2010PLC210471

Registered Office: D-106, Crystal Plaza, Opposite Infiniti Mall, Link Road, Andheri (West), Mumbai - 400 053; Contact No.:+91 22 2674 4365; Email Id:diggimultitrade@td@gmail.com

OPEN OFFER FOR ACQUISITION OF UP TO 25,20,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH REPRESENTING 26.04% OF THE VOTING SHARE CAPITAL FROM PUBLIC SHAREHOLDERS OF DIGGI MULTITRADE LIMITED ("DML" OR "TARGET COMPANY"), BY MR. SAMARTH PRABHUDAS RAMANUJ ("ACQUIRER 1") AND MR. RAJA LACHHMANDAS UTWANI ("ACQUIRER 2") (ACQUIRER 1 AND ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") TOGETHER WITH MS. SHRUTI RAMANUJ ("PAC 1"), MR. LACHHMAN GHANSHAMDAS UTWANI ("PAC 2"), MS. MEENA LACHHMANDAS UTWANI ("PAC 3"), MS. VEENA LACHHMANDAS UTWANI ("PAC 4") AND HAXCO INVEST PRIVATE LIMITED ("PAC 5") (PAC 1, PAC 2, PAC 3, PAC 4 AND PAC 5 HEREINAFTER COLLECTIVELY REFERRED TO AS "PACS") AT A PRICE OF ₹ 19/- (RUPEES NINETEEN ONLY) PER EQUITY SHARE PURSUANT TO AND IN COMPLIANCE WITH THE REGULATIONS 3(1) AND 4 OF SEBI (SAST) REGULATIONS, 2011 ("OFFER" OR "OPEN OFFER").

This Offer Opening Public Announcement and Corrigendum to the Detailed Public Statement ("Pre-Offer Advertisement cum Corrigendum") is being issued by Expert Global Consultants Private Limited, the Manager to the Offer ("Manager to the Offer"), on behalf of the Acquirers and PACs, pursuant to and in compliance with Regulation 18(7) of the SEBI (SAST) Regulations, 2011 in respect of Open Offer.

This Pre-Offer Advertisement cum Corrigendum is to be read together with Public Announcement dated March 24, 2023 ("PA"), the Detailed Public Statement ("DPS") dated April 2, 2023 published on April 3, 2023 in Financial Express (English Daily - All Editions), Jansatta (Hindi Daily - All Editions) and Navshakti (Marathi Daily-Mumbai Edition) and Letter of Offer dated ("LOF") June 20, 2023.

- The Offer Price is ₹ 19/- (Rupees Nineteen Only) per fully paid-up Equity Share. The Offer price will be paid in cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to terms and conditions mentioned in PA, the DPS and LOF. There has been no revision in the Offer Price.
- Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommend that the Offer Price of ₹ 19/- is fair and reasonable. The recommendation of IDC was published on Tuesday, June 27, 2023 in the same newspapers where the DPS was published.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competitive bid to this Offer.
- The LOF has been dispatched on June 22, 2023 to all the Public Shareholders of the Target Company whose names appeared in the register of members on Thursday, June 15, 2023 ("Identified Date").
- Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" on page no. 25 of the LOF in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein.
- Please note that a copy of the LOF will also be available on SEBI's website (www.sebi.gov.in).
- Instructions for Public Shareholders:

**In case the Equity Shares are in dematerialized form:** An eligible person may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in Point 8.5 mentioned on page no. 27 of the LOF.

**In case the Equity Shares are in physical form:** An eligible person may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in Point 8.6 mentioned on page no. 28 of the LOF.

- In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer ("DLOF") had been submitted to SEBI on April 12, 2023. The final observations letter bearing reference no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/24130/1 from SEBI was received on June 13, 2023 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the LOF.
- Material Updates**

Public Shareholders are requested to note the following material updates to the DLOF as included in the LOF in relation to the Open Offer:

#### 9.1 Material updates regarding delay in compliance

Disclosures regarding delay in compliance under Regulation 29(1) of the SEBI (SAST) Regulations, 2011 have been included in paragraph 4.8.n on page no. 15 of the LOF.

#### 9.2 Material updates regarding Target Company

Disclosure of Target Company's main objects as per its MoA and Revenue from Operations of the Target Company for the year ended March 31, 2022 and March 31, 2023 have been included in paragraph 5.5 and 5.6 on page no. 16 of the LOF.

#### 9.3 Material updates regarding market price of the Equity Shares of the Target Company on Stock Exchange

Disclosure regarding the closing market price of the Equity Shares of the Target Company on BSE as of the date of PA and immediate trading day after the date of PA have been included in paragraph 5.8 on page no. 17 of the LOF.

#### 9.4 Material updates regarding shareholding of the Board of Directors of the Target Company

Disclosures of the shareholding of the Board of Directors of the Target Company have been included in paragraph 5.11 on page no. 17 of the LOF.

#### 9.5 Material updates regarding summary of Financial Statements of the Target Company

Disclosure of Summary of Financial Statements for the six months period ended September 30, 2022 which have been replaced with financial year ended March 31, 2023 in paragraph 5.16 on page no. 18 of LOF.

#### 9.6 Other Key updates and Changes in the LOF

- Disclosure of any relationship / association between the Acquirers / PACs with any public shareholder of the Target Company has been included in paragraph 4.8.m on page no. 15 of the LOF.
  - Disclosure of date of payment by Target Company for punitive action taken by BSE Limited for Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter March 2022 have been included in paragraph 5.13.a on page no. 17 of the LOF.
  - Disclosure of any complaint received by the Target Company / Manager to the Offer with respect to this Open Offer or the valuation of Offer Price have been included in paragraph 5.20 on page no. 19 of the LOF.
  - Disclosure of any regulatory action, administrative warnings, directions subsisting or proceedings pending against the Acquirers, PACs, Promoters of the Target Company, Target Company, Manager to the Offer and Registrar and Transfer Agent under SEBI Act, 1992 have been included in paragraph 5.21 on page no. 20 of the LOF.
  - Disclosures of penalties levied by the SEBI, RBI against Target Company, Acquirers, PACs, Manager to the Offer and Registrar and Transfer Agent in paragraph 5.22 on page no. 20 of the LOF.
  - Disclosure of depository receipts of the Equity Shares of the Target Company issued in foreign countries has been included in paragraph 5.23 on page no. 20 of the LOF.
  - Disclosure of report filed under Regulation 10(7) of the SEBI (SAST) Regulations, 2011 have been included in paragraph 5.24 on page no. 20 of the LOF.
  - Disclosure of the relationship / association between the Acquirers, PACs and Promoter Sellers / Target Company have been included in paragraph 5.25 on page no. 20 of the LOF.
- As on the date, there are no statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
  - Schedule of Activities:**

Activity	Original Schedule	Revised Schedule
Issue of PA	Friday, March 24, 2023	Friday, March 24, 2023
Publication of DPS in the newspapers	Monday, April 3, 2023	Monday, April 3, 2023
Filing of draft letter of offer with SEBI	Wednesday, April 12, 2023	Wednesday, April 12, 2023
Last date for public announcement of a competing offer	Thursday, April 27, 2023	Thursday, April 27, 2023
Last date for receipt of comments from SEBI on the draft letter of offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Monday, May 8, 2023	Tuesday, June 13, 2023
Identified Date	Wednesday, May 10, 2023	Thursday, June 15, 2023
Last date for dispatch of the letter of offer to the Public Shareholders	Wednesday, May 17, 2023	Thursday, June 22, 2023
Last date for upward revision of the Offer Price and/or the Offer Size	Monday, May 22, 2023	Tuesday, June 27, 2023
Last date of publication by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Monday, May 22, 2023	Tuesday, June 27, 2023
Date of publication of advertisement for Offer opening	Tuesday, May 23, 2023	Thursday, June 29, 2023
Commencement of Tendering period	Wednesday, May 24, 2023	Friday, June 30, 2023
Closure of Tendering period	Tuesday, June 6, 2023	Thursday, July 13, 2023
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/ return of unaccepted shares	Tuesday, June 20, 2023	Thursday, July 27, 2023
Last date for publication of post-Open Offer public announcement in the newspapers in which the DPS was published	Tuesday, June 27, 2023	Thursday, August 03, 2023

\*Date falling on the 10<sup>th</sup> (Tenth) working day prior to commencement of the Tendering Period, for the purposes of determining the eligible shareholders of the Target Company to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.

The terms not defined herein will have the same meaning as defined in the PA, DPS and LOF. All other terms and conditions of the Offer shall remain unchanged.

The Acquirers along with the PACs and the directors of PAC 5 severally and jointly accept full responsibility for the information contained in this Pre-Offer Advertisement cum Corrigendum and also for the obligations of the Acquirers and PACs as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. This Pre-Offer Advertisement cum Corrigendum will also be available on the website of SEBI i.e. www.sebi.gov.in

### THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS ALONG WITH THE PACS

#### EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED

1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi - 110 034, India;  
**Company Identification Number:** U74110DL2010PTC205995  
**Tel No.:** +91 11 4509 8234; **Email Id:** openoffers@expertglobal.in;  
**Website:** www.expertglobal.in; **Investor Grievance:** compliance@expertglobal.in;  
**SEBI Registration Number:** INM000012874; **Validity:** Permanent;  
**Contact Person:** Mr. Gaurav Jain

For and on behalf of Acquirers and PACs

Sd/-	Sd/-	Sd/-
Samarth Prabhudas Ramanuj	Raja Lachhmandas Utwani	Shruti Ramanuj
Sd/-	Sd/-	Sd/-
Lachhman Ghanshamdas Utwani	Meena Lachhmandas Utwani	Veena Lachhmandas Utwani

For Haxco Invest Private Limited

Sd/-  
**Authorised Signatory**  
**Place :** Ahmedabad  
**Date :** June 28, 2023