

# NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

Registered Office: 5-8-272, Flat No. 201, Ayesha Residency, Opp. City Convention Centre, Public Garden Road, Nampally, Hyderabad, Telangana - 500001, India.;  
Tel: 9030528805; Email: nutricirclelimited@gmail.com; Website: www.nutricircle.biz

**OPEN OFFER FOR ACQUISITION OF UPTO 70,663 (SEVENTY THOUSAND SIX HUNDRED SIXTY-THREE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26.00% (TWENTY-SIX PERCENTAGE) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF NUTRICIRCLE LIMITED (THE "TARGET COMPANY") AT A CASH PRICE OF RS. 180/- (RUPEES ONE HUNDRED AND EIGHTY ONLY) PER FULLY PAID-UP EQUITY SHARE, FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY ("OFFER"/"OPEN OFFER") BY HITESH MOHANLAL PATEL ("ACQUIRER") ALONG WITH BHAVNA HITESH PATEL ("PAC 1"), DIMPLE VIPUL PATEL ("PAC 2"), VIPUL MOHANLAL PATEL ("PAC 3"), VAISHALI VIJAY PATEL ("PAC 4") AND VIJAY JEEVAN PATEL ("PAC 5") (HEREINAFTER "PAC 1", "PAC 2", "PAC 3", "PAC 4" AND "PAC 5" COLLECTIVELY REFERRED TO AS "PACS") PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("SEBI (SAST) REGULATIONS") ("OFFER" OR "OPEN OFFER"). NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSE OF THIS OPEN OFFER.**

This Post Offer Advertisement ("Post-Offer Advertisement") is being issued by Fedex Securities Private Limited, the Manager to the Offer ("Manager to the offer"), on behalf of the Acquirer and the PACs, in connection with the Offer made by the Acquirer, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations.

- a) This Post Offer Advertisement is to be read in continuation of, and in conjunction with: (a) the Public Announcement (the "PA") dated January 04, 2023; (b) the Detailed Public Statement ("DPS") that was published on January 11, 2023 in the Business Standard Newspaper (English - All Editions), Nava Telangana Newspaper (Hyderabad Edition), Navshakti Newspaper (Mumbai Edition) and Business Standard Newspaper (Hindi - All Editions); (c) the Draft Letter of Offer ("DLOF") filed with the Securities and Exchange Board of India ("SEBI") on January 18, 2023; (d) the corrigendum to the DLOF filed dated January 26, 2023. (e) the Letter of Offer ("LOF") dated June 07, 2023 along with Form of Acceptance ("FOA") & Share Transfer Form. (f) the Offer Opening Advertisement published on June 13, 2023 in the same newspapers where DPS was published (the "Offer Opening Public Announcement and Corrigendum").

Capitalized terms used but not defined in this Post Offer Advertisement shall have same meaning assigned to such terms in the LOF.

The Shareholders of the Target Company are requested to kindly note the following information relating to the Offer:

1.	Name of the Target Company	Nutricircle Limited
2.	Name of the Acquirer & PACs	Hitesh Mohanlal Patel (Acquirer) Bhavna Hitesh Patel ("PAC 1") Dimple Vipul Patel ("PAC 2") Vipul Mohanlal Patel ("PAC 3") Vaishali Vijay Patel ("PAC 4") Vijay Jeevan Patel ("PAC 5")
3.	Name of Manager to the Offer	Fedex Securities Private Limited
4.	Name of the Registrar to the Offer	Bigshare Services Private Limited
5.	Offer Details	
	(a) Date of Opening of the offer	Friday, June 16, 2023
	(b) Date of Closure of the offer	Friday, June 30, 2023
6.	Date of payment of consideration	Friday, July 14, 2023

## 7. Details of Acquisitions

Sr. No.	Particulars	Proposed in the Offer Document		Actuals	
7.1.	Offer Price	Rs. 180/- per Equity Share		Rs. 180/- per Equity Share	
7.2.	Aggregate number of Equity Shares tendered	70,663 Equity Shares		15,748 Equity Shares <sup>(a)</sup>	
7.3.	Aggregate number of Equity Shares accepted	70,663 Equity Shares		15,748 Equity Shares <sup>(a)</sup>	
7.4.	Size of the Offer (Number of Equity Shares multiplied by offer price per Equity Share)	₹1,27,19,340		₹28,34,640	
7.5.	Shareholding of Acquirer before Agreement/Public Announcement (No. & %)	1,30,751 Equity shares 48.12% of the Voting Share Capital		1,30,751 Equity shares 48.12% of the Voting Share Capital	
7.6.	Equity Shares Acquired by way of Agreements • Number • % of Fully Diluted Equity Share Capital	1,15,950 Equity Shares 42.66% pursuant to gift declaration dated January 04, 2023 from the Selling Shareholders		1,15,950 Equity Shares 42.66% pursuant to gift declaration dated January 04, 2023 from the Selling Shareholders <sup>(b)</sup>	
7.7.	Equity Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	70,663 Equity Shares 26% of the Voting Share Capital		15,748 Equity Shares <sup>(a)</sup> 5.79% of the Voting Share Capital	
7.8.	Equity Shares Acquired after Detailed Public Statement • Number of Shares Acquired • Price of the Shares Acquired • % of the Shares Acquired	Nil		Nil	
7.9.	Post Offer shareholding of Acquirer • Number • % of Fully Diluted Equity Share Capital	2,01,414 Equity Share Capital 74.12% of the Voting Share Capital		1,61,300 Equity Shares 59.35% of the Voting Share Capital	
7.10.	Pre and Post Offer shareholding of Public Shareholders • Number • % of Fully Diluted Equity Share Capital	Pre – Offer 1,41,029 Equity Shares 51.89% of the Voting Share Capital	Post – Offer 70,366 Equity Shares 25.89% of the Voting Share Capital	Pre – Offer 1,41,029 Equity Shares 51.89% of the Voting Share Capital	Post – Offer 1,25,281 Equity Shares 46.10% of the Voting Share Capital

### Notes:

- (a) Equity Shares have been tendered in this Open Offer. The same has been certified by the Registrar to the Open Offer vide its certificate dated July 18, 2023.  
(b) Acquirer is yet to act upon the gift declaration for transfer of Gift Shares in his name from the Selling Shareholders.
8. The Acquirer and the PACs jointly and severally undertakes that they are aware of and will comply with their obligations as laid down in the SEBI (SAST) Regulations. in this Post Offer Advertisement and also for the obligations under SEBI (SAST) Regulations.
9. Acquirer wishes to fulfill his obligation under applicable SEBI (SAST) Regulations 2011 though delayed. Acquirer has undertaken to pay Rs. 180/- (One Hundred and Eighty Rupees) for every equity share. The PACs will not be acquiring any Equity Shares of the Target Company under this Offer.
10. A copy of this Post Offer Advertisement will be available on the website of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), the Target Company (www.nutricircle.biz), Manager to Offer (www.fedsec.in) & Registrar to Offer (www.bigshareonline.com).

## ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

### FEDEX SECURITIES PRIVATE LIMITED

B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400057, Maharashtra, India.

Tel No.: +91 81049 85249 E-mail: mb@fedsec.in Website: www.fedsec.in

Contact Person: Saipan Sanghvi SEBI Registration Number: INM00010163 Investor Grievance E-Mail: mb@fedsec.in

Date: July 18, 2023

Place: Mumbai

Sunjeet Comm.