

PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

NANAVATI VENTURES LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956

Corporate Identification Number: L51100G320/UPLCOB1936;
Registered Office: Ward-4, PL - 2172 - 2173, 400, 4th Floor, Jin Rains, Pkda Street, Maheshwara, Surur - 395003, Gujarat, India.
Contact Number: +91-93166-91337, E-mail Address: info@nventures.co.in, Website: www.nventures.co.in

THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, ON BEHALF OF MRS. NILA BISWAKARMA (ACQUIRER 1) AND MR. SAMAD AHMED KHAN (ACQUIRER 2) COLLECTIVELY REFERRED TO AS THE ACQUIRERS, FOR ACQUISITION OF UP TO 12,14,300 OFFER SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF NANAVATI VENTURES LIMITED, AT AN OFFER PRICE OF ₹90.00/- PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18(7) OF SEBI(SAST) REGULATIONS, PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT.

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: (a) Public Announcement dated Monday, December 30, 2024 (Public Announcement); (b) Detailed Public Statement dated Wednesday, January 01, 2025, in connection with the Offer, published on Thursday, January 02, 2025, in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Mumbai Lakshadweep (Marathi daily) (Mumbai Edition) (Newspapers), and Financial Express (Gujrati Daily) (Ahmedabad Edition) (Detailed Public Statement); (c) Draft Letter of Offer dated Monday, January 06, 2025 filed and submitted with SEBI pursuant to the provisions of Regulation 10 (1) of the SEBI (SAST) Regulations (Draft Letter of Offer); (d) Letter of Offer dated Saturday, January 21, 2025, along with the Form of Acceptance-cum-Acknowledgement (Letter of Offer); (e) Recommendations of the Independent Directors of the Target Company which were approved on Thursday, June 26, 2025, and published in the Newspapers on Friday, June 27, 2025 ("Recommendations of the Independent Directors of the Target Company") (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 6 of the Letter of Offer.

A. Offer Price

The Offer is being made at a price of ₹90.00/- per Offer Share payable in cash and there has been no revision in the Offer Price.

B. Recommendations of the Committee of Independent Directors (IDC)

A Committee of Independent Directors of the Target Company comprising of Ms. Bhavisha Divyesh Dalviya, as the Chairperson of the IDC and Mr. Hardikbhai Rajubhai Patel, as the member of IDC approved their recommendation on the Offer on Thursday, June 26, 2025, and published in the Newspapers on Friday, June 27, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

C. Other details with respect to Offer

- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
- The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appear on the register of members as on the Tuesday, June 17, 2025, being the Identified Date:

 - On Tuesday, June 24, 2025, through electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories/Target Company.
 - On Tuesday, June 24, 2025, through registered post to those Public Shareholders who have not registered their e-mail addresses with the Depositories/Target Company.

- The Draft Letter of Offer dated Monday, January 06, 2025, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI/HO/CFD/CMD-ICRP/2020/159851 dated Friday, June 13, 2025, incorporated in the Letter of Offer. There have been no other material changes in relation to the Offer, or otherwise disclosed in the Letter of Offer. Except as stated herewith, there have been no material changes in relation to the Offer, other than those already disclosed in the Letter of Offer.
- Public Shareholders of the Target Company are requested to take note that, pursuant to this Corrigendum to the Letter of Offer, the minimum market lot mentioned under "Background of the Target Company" in sub-paragraph 5.2 shall be read as 1,500 Equity Shares.
- Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.nventures.co.in, the Registrar to the Offer at www.skiinvesta.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print the same.

D. Instructions for Public Shareholders

- In case of Equity Shares are held in the Dematerialized Form:** The Public Shareholders who are holding Equity Shares in electronic dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to Paragraph 8.8 titled as 'Procedure for tendering the Equity Shares held in Dematerialized Form' on page 34 of the Letter of Offer.
- In case of Equity Shares are held in Physical Form:** As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 492018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a valid stamp issued from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD-ICRP/2020/144 dated 31 July 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 as eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filed and signed by the tenderors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by self-joint Public Shareholders whose names appear on the share certificate(s) in the same order in which they hold Equity Shares, and (v) other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.7, titled as 'Procedure for tendering Equity Shares held in Physical Form' on page 33 of the Letter of Offer.

E. Status of Statutory and Other Approvals

As of date, to the best of the knowledge of the Acquirers, no statutory approvals are required for the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.3, titled as 'Statutory Approvals and conditions of the Offer' at page 30 of Letter of Offer.

F. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirers through Stock Exchange mechanism made available by BSE Limited in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations. SEBI circular bearing reference number CIR/CFD/POLICY/CELL/12015 dated 13 April 2015, as amended read along with SEBI Circular CIR/CFD/CRP/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/CMD-ICRP/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/CMD-ICRP/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as 'Procedure for Acceptance and Settlement of the Offer' on page 32 of the Letter of Offer.

G. Revised Schedule of Activities

Schedule of Activities	Tentative Schedule Day and Date	ACTUAL SCHEDULE DAY AND DATE (UPON RECEIPT OF SEBI'S OBSERVATION LETTER)
Issue date of the Public Announcement	Monday, December 30, 2024	MONDAY, DECEMBER 30, 2024
Publication date of the Detailed Public Statement in the newspapers	Thursday, January 02, 2025	THURSDAY, JANUARY 02, 2025
Date of filing of the Draft Letter of Offer with SEBI	Monday, January 06, 2025	MONDAY, JANUARY 06, 2025
Last date for public announcement for a competing offer(s) ^{1/2}	Friday, January 24, 2025	THURSDAY, JANUARY 23, 2025
Date for receipt of comments from SEBI on the Draft Letter of Offer	Monday, January 27, 2025	FRIDAY, JUNE 13, 2025
Identified Date ³	Wednesday, January 29, 2025	TUESDAY, JUNE 17, 2025
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, February 05, 2025	TUESDAY, JUNE 24, 2025
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Monday, February 10, 2025	FRIDAY, JUNE 27, 2025
Last date for upward revision of the Offer Price and / or the Offer Size	Tuesday, February 11, 2025	MONDAY, JUNE 30, 2025
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Tuesday, February 11, 2025	MONDAY, JUNE 30, 2025
Date of commencement of Tendering Period	Wednesday, February 12, 2025	TUESDAY, JULY 01, 2025
Date of closing of Tendering Period	Thursday, February 27, 2025	MONDAY, JULY 14, 2025
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders ⁴	Thursday, March 13, 2025	MONDAY, JULY 28, 2025
Last date for publication of the post-Open Offer public announcement in the Newspapers ⁵	Friday, March 21, 2025	MONDAY, AUGUST 04, 2025
Last date for filing the post-Offer report with SEBI ⁶	Friday, March 21, 2025	MONDAY, AUGUST 04, 2025

Note:

1 Date of being in receipt of SEBI Observation Letter

2 Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. 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 any time during the Tendering Period.

3 The action set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

4 There has been no competing offer to this Offer.

H. Documents for Inspection

The copies of the following documents will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India on any working day between 10.00 a.m. (Indian Standard Time) and 5.00 p.m. (Indian Standard Time) during the Tendering Period commencing from Tuesday, July 01, 2025, to Monday, July 14, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/CMD-ICRP/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/HO/CFD/CMD-ICRP/2020/93 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a Subject line "Documents for Inspection - NVENTURES Open Offer", to the Manager to the Open Offer at takover@swarajshares.com, and upon receipt and processing of the required request, access can be provided to the respective Public Shareholders for electronic inspection of documents. For further information, kindly refer to the Paragraph 10 titled as 'Documents for Inspection' on page 43 of the Letter of Offer. The Acquirers accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirers have been duly and legally authorized to sign this Letter of Offer.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.nventures.co.in, the Registrar to the Offer at www.skiinvesta.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com.

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

SWARAJ
SHARES AND SECURITIES PRIVATE LIMITED

Swaraj Shares and Securities Private Limited
Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India
Telephone Number: +91-22-4584-6999
Email Address: takover@swarajshares.com
Investors Grievance Email Address: investor.relations@swarajshares.com
Website: www.swarajshares.com
Contact Person: Mr. Tannoy Banerjee/Ms. Pankita Patel
SEBI Registration Number: INM00012980
Validity: Permanent

On Behalf of the Acquirers

Date: Friday, June 27, 2025
Place: Mumbai

Sd/-
Mrs. Nila Biswakarma
Acquirer 1