PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 (2) (G) OF SEBI (SUBSTANTIAL ACQUISTION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

INERTIA STEEL LIMITED

("INERTIA"/ "ISL"/ "TARGET COMPANY"/ "TC")

(Corporate Identification No. L51900MH1984PLC033082)

Registered Office: Shop No 155 Second Floor, Raghuleela Mall, Borsa Pada Road, Poiser Borivali West, Kandivali West, Mumbai, Maharashtra, India, 400067;
Phone No.: +91-7030595007; **Email id:** contact@inertiasteel.com; **Website:** www.inertiasteel.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 31,14,488 (THIRTY ONE LACS FOURTEEN THOUSAND FOUR HUNDRED EIGHTY EIGHT) FULLY PAID- UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE EMERGING EQUITY AND VOTING SHARE CAPITAL (*AS DEFINED BELOW) OF INERTIA, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF INERTIA BY MR. KARBHARI PANDURANG DHATRAK (ACQUIRER-1), MRS. JAYASHREE KARBHARI DHATRAK (ACQUIRER-2) AND MR. CHETAN KARBHARI DHATRAK (ACQUIRER-3) (ACQUIRER-1, ACQUIRER-2 AND ACQUIRER-3 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") 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")

DEFINITIONS:

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

"Existing Share & Voting Capital" means paid up share capital of the Target Company prior to Proposed preferential issue i.e., Rs. 24,88,000 divided into 2,48,800 Equity Shares of Rs. 10 Each.

***"Emerging Equity & Voting Share Capital"** means 1,19,78,800 fully paid -up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 1,17,30,000 equity shares to the Acquirers and others on preferential basis.

"Proposed Preferential Issue" means the proposed preferential allotment as approved by Board of Directors of the Target Company at their Board Meeting held on June 03, 2024 subject to approval of members and other regulatory approvals of 1,17,30,000 equity shares (85,00,000 equity shares to Acquirers in kind against acquisition of 99,96,000 equity shares of Banganga Paper Mills Limited ("BPML" / "Selling Company") at Rs. 12/- and 32,30,000 to public category investors at an issue price of 12/- (including a premium of Rs. 2/- per equity share).

"Selling Company" means the Banganga Paper Mills Limited ("BPML""), promoted by Acquirers.

1. **OFFER DETAILS:**

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 31,14,488 fully paid -up Equity Shares of Rs. 10/- Each constituting 26.00% of the Emerging equity and voting share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 18/- (Rupees Eighteen 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. 5,60,60,784/- (Rupees Five Crores Sixty Lakhs Sixty Thousand Seven Hundred and Eighty Four 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 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011. The offer is being made in compliance with Regulation 13 (2) (g) of (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, pursuant to the substantial acquisition of Equity Shares and voting rights by the Acquirers under the Proposed Preferential Issue.

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

   - The Board of Directors of the Target Company at their meeting held on June 03, 2024, has authorized a preferential allotment of 85,00,000 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis representing 70.96% of Emerging Equity and Voting Share Capital of the Target Company for kind i.e. against acquisition of 99,96,000 equity shares of Banganga Paper Mills Limited ("BPML" / "Selling Company") at a price at a price of Rs. 12/- (Twelve Only) per fully paid- up Equity Share to the Acquirers. (21,25,000 equity shares to Acquirer -1, 42,50,000 equity shares to Acquirer -2 and 21,25,000 equity shares to Acquirer -3) in compliance with the provisions of Companies Act, 2013 ("Act") and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("SEBI ICDR Regulations, 2018"). The Board of Directors of the Target Company also at their meeting held on June 03, 2024, has authorized a preferential allotment of 32,30,000 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis to certain public category investors. The consent of the members of the Target Company for the proposed preferential allotment is being sought through issuance of notice of extra ordinary general meeting to be held on June 29, 2024.

   - This Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the Underlying Transaction and completion of the Open Offer, the Acquirers jointly will hold 70.96% of the Emerging Equity and Voting Share Capital of the Target Company. The Acquirers shall also form part of the Promoter and Promoter Group of the Target Company.

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	Resolution passed at the meeting of Board of Directors of The Target Company held on June 03, 2024 for issue of equity shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approvals.	85,00,000	70.96% of the emerging equity and voting share capital	1,020.00	Issue of equity shares of Target Company to the shareholders of Selling Company being the purchase consideration to be paid by Target Company for Acquisition of Selling Company	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. DETAILS OF THE ACQUIRERS:

Name of Acquirers	Address	Name(s) of persons in control/promoters of acquirers where Acquirers are companies	Name of the Group, if any, to which the Acquirers 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 Total Emerging Equity and Voting Share Capital	Any other interest in the Target Company
Mr. Karbhari Pandurang Dhatrak (Acquirer-1)	18, Shramadeep Bunglow, Matoshri Nagar, Near Chandak Circle, Tidake Colony, Nashik - 422002	N.A.	N.A.	Nil (0.00%)	21,25,000 (17.74%)	N.A.
Mrs. Jayashree Karbhari Dhatrak (Acquirer-2)	18, Shramadeep Bunglow, Matoshri Nagar, Near Chandak Circle, Tidake Colony, Nashik - 422002	N.A.	N.A.	Nil (0.00%)	42,50,000 (35.48%)	N.A.

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Name of Acquirers	Address	Name(s) of persons in control/promoters of acquirers where Acquirers are companies	Name of the Group, if any, to which the Acquirers 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 Total Emerging Equity and Voting Share Capital	Any other interest in the Target Company
Mr. Chetan Karbhari Dhatrak (Acquirer-3)	18, Shramadeep Bunglow, Matoshri Nagar, Near Chandak Circle, Tidake Colony, Nashik - 422002	N.A.	N.A.	Nil (0.00%)	21,25,000 (17.74%)	N.A.

Note: The present Equity Share Capital of the Target Company is Rs. 24,88,000/- comprising of 2,48,800 Equity Shares of Rs. 10/- each. Post preferential issue of Equity Shares, the equity share capital will increase to Rs. 11,97,88,000/- comprising of 1,19,78,800 Equity Shares of Rs. 10/- each.

4. **DETAILS OF SELLING SHAREHOLDERS:**

Not applicable as the Open Offer is being made pursuant to the Preferential Issue.

5. **TARGET COMPANY:**

The Target Company i.e., Inertia Steel Limited having its present registered office at Shop No 155 Second Floor, Raghuleela Mall, Borsa Pada Road Poiser Borivali West, Kandivali West, Mumbai, Maharashtra, India, 400067.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 512025 and INERTIAST 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 June 10, 2024.

6.2 The Acquirers undertake that they are 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.

Issued by:

Navigant

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Signed by:

Mr. Karbhari Pandurang Dhatrak
(Acquirer-1)

Mrs. Jayashree Karbhari Dhatrak
(Acquirer-2)

Mr. Chetan Karbhari Dhatrak
(Acquirer-3)

Place: Nashik
Date: June 03, 2024