PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

DIGGI MULTITRADE LIMITED UNDER REGULATION 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) AND OTHER APPLICABLE REGULATIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF

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

Regulations 3(1) and 4, read with Regulations 13, 14 and 15(1), and other applicable regulations of Securities and Exchange Board of India (Substantial Acquisition of to the Open Offer" or "Manager"), for and on behalf of the Acquirers and PACs, to the Public Shareholders of the Target Company, pursuant to and in compliance with Shares and Takeovers) Regulations. 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations, 2011"). This public announcement ("Public Announcement" or "PA") is being issued by Expert Global Consultants Private Limited, the manager to the Open Offer ("Manager

For the purpose of this Public Announcement, the following terms have the meaning assigned to them below

- <u>a</u>) hereinafter collectively referred to as "Acquirers"); "Acquirers" shall mean Mr. Samarth Prabhudas Ramanuj ("Acquirer 1") and Mr. Raja Lachhmandas Utwani ("Acquirer 2") (Acquirer 1 and Acquirer 2 are
- ೦ ೬ "Equity Shares" shall mean fully paid-up equity shares of the Target Company of face value ₹ 10/- (Rupees Ten Only) each;
- "PACs" shall mean 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 are hereinafter collectively referred to
- **d** Six Lakh Seventy-Seven Thousand Five Hundred) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each; "Paid-up Equity Share Capital" shall mean ₹ 9,67,75,000/- (Rupees Nine Crore Sixty-Seven Lakh Seventy-Five Thousand Only) divided into 96,77,500 (Ninety-
- e Seller 3 are hereinafter collectively referred to as "Promoter Sellers"); "Promoter Sellers" shall mean Dr. Pradeep J Naidu ("Seller 1"), Dr. Sangeeta Naidu ("Seller 2") and Mr. Siddhant Pradeep ("Seller 3") (Seller 1. Seller 2 and
- Ď to and in compliance with the SEBI (SAST) Regulations, 2011: Acquirers, (ii) the PACs, (iii) the parties to the underlying SPA and (iv) persons deemed to be acting in concert with the persons set out in (i), (ii) and (iii), pursuant "Public Shareholders" shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except (i) the
- <u></u> ± ∞ "SEBI" shall mean the Securities and Exchange Board of India;
- (Rupees Ten only) per Equity Share of the Target Company; 31,65,000 (Thirty-One Lakh Sixty-Five Thousand) Equity Shares representing 32.70% of Paid-up Equity Share Capital of the Target Company, at a price of ₹10/ "SPA" shall mean the share purchase agreement dated March 24, 2023 between the Acquirers and the Promoter Sellers, wherein the Acquirers propose to acquire
- "Stock Exchange" shall mean the BSE Limited ("BSE"):
- = ="Tendering Period" has the meaning ascribed to it under the SEBI (SAST) Regulations, 2011;

- Z "Voting Share Capital" shall mean the total equity share capital of the Target Company as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer i.e ₹ 9,67.75,000/- (Rupees Nine Crore Sixty-Seven Lakh Seventy-Five Thousand Only) divided into 96,77,500 (Ninety-Six Lakh Seventy-Five Thousand Only) divided into 96,7 Seven Thousand Five Hundreds) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each; and
- "Working Day" shall mean any working day of SEBI.

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OFFER DETAILS

- Offer Size: The Acquirers and the PACs hereby make this Offer to the Public Shareholders to acquire upto 25,20,000 (Twenty Five Lakh Twenty Thousand with the SEBI (SAST) Regulations, 2011. this Public Announcement and to be set out in the detailed public statement ("DPS") and the letter of offer ("LOF") that are proposed to be issued in accordance Equity Shares ("Equity Shares") representing 26.04% of the Voting Share Capital of the Target Company, subject to the terms and conditions mentioned in
- 6 Offer Price: The Offer Price is being made at a price of ₹ 19/- (Rupees Nineteen only) per Equity Share ("Offer Price") which has been determined accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be ₹ 4,78,80,000/- (Rupees Four Crore Seventy-Fight 1 akh Fighty Thomas 2-1-3)
- 9 Mode of Payment: The Offer Price is payable in cash by the Acquirers and PACs, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011
- Type of Offer: This Offer is triggered offer made by the Acquirers and the PACs in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. This Offer is not subject to any minimum level of acceptance.

Capital of the Target Company. Preceding the date of this public announcement the Acquirers alongwith the PACs hold 11,40,000 Equity Shares representing 11.78% of Paid-up Equity Share

provisions of the SEBI (SAST) Regulations, 2011. Acquirers along with the PACs shall increase to more than 25% of Paid-up Equity Share Capital of the Target Company along with the acquisition of control of the Sellers wherein the Acquirers propose to acquire 31,65,000 (Thirty-One Lakh Sixty-Five Thousand) Equity Shares representing 32.70% of Paid-up Equity Shares Target Company. Accordingly, this mandatory Offer is being made by the Acquirers and PACs, in compliance with Regulations 3(1) and 4 and other applicable Capital of the Target Company, at a price of ₹ 10/- (Rupees Ten only) per Equity Share of the Target Company. Pursuant to the SPA the shareholding of the This Open Offer is being made pursuant to the execution of the share purchase agreement dated March 24, 2023 ("SPA") between the Acquirers and the Promoter

TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

		De	Details of Underlying Transaction	Transaction		
Type of	Mode of Transaction	Shares / Voting rights acquired	ghts acquired/	Total Consideration	ation	ation Mode of Regulation which has triggered
Transaction	(Agreement/ Allotment/	proposed to be acquired	e acquired	for shares / Voting	oting	oting payment
(direct/	market purchase)	Number	% of total equity	Rights acquired (Rs.	red (Rs.	red (Rs. (Cash/
indirect)			/ voting capital	in Crores)	es)	es) securities)
Direct	Share Purchase	31,65,000	32.70%	32.70% ₹ 3.165 Crore	()	Cash
	Agreement dated March					
	24, 2023					

DETAILS OF THE ACQUIRERS AND PACS

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Name of Address Name of Name o								Ahmedabad, Gujarat - 382481		
Name of Address Name of Address Name of Acquirers Acquirers Personal Froposed shareholding after shareholding after shareholding after shareholding any, to an										-
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Name of Address Name of Name of the Pre-Transaction Proposed shareholding after	interest in the	ion of shares	the acquisit	eholding	share	Group, if	persons in		Acquirers	
	Any other	reholding after	Proposed shar	ansaction	Pre-Tr	Name of the	Name of	Address	Name of	Particulars

Total	PAC 5	PAC 4	PAC 3	PAC 2	Particulars
7	Haxco Invest Private Limited	Ms. Veena Lachhman das Utwani	Ms. Meena Lachhman das Utwani	Mr. Lachhman Ghansham das Utwani	Name of Acquirers / PACs
	72, Vandematram Township. Near Railway Crossing. Opp. Vikram Plaza. Gota, Ahmedabad. Gujarat - 382481	4, Kamla Co. Oparative Housing Society. Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	4, Kamla Co. Oparative Housing Society, Opp. Sardar Patel Stadium, Navrangpura. Ahmedabad City, Ahmedabad, Gujarat - 380014	4, Kamla Co. Oparative Housing Society, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad City, Ahmedabad, Gujarat - 380014	Address
1	Mr. Samarth Prabhudas Ramanuj and Ms. Shruti Ramanuj	N A	Z >	N _A	Name of persons in control/ promoters of Acquirers / PACs
1	Z/A	N _A	Z	Z/A	Name of the Group, if any, to which the Acquirers / PACs belong to
11,40,000	3,40,000	2,10,000	90,000	3,40,000	Pre-Tra share No. of Equity Shares
11.78%	3.51%	2.17%	0.93%	3.51%	Pre-Transaction shareholding of % of total ity equity / voting capital
43,05,000	3,40,000	2.10,000	90,000	3,40,000	Proposed sha the acquisit which trigge which of No. of Equity Shares
44.48%	3.51%	2.17%	0.93%	3.51%	Proposed shareholding after the acquisition of shares which triggered the Open Offer No. of % of total Equity equity / Shares voting capital
ZA	Z/A	ZA	Z	NA	Any other interest in the Target Company

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DETAILS OF SELLING SHAREHOLDERS:

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a a a		32.70%	31,65,000		Total
NA	N:I	0.62%	60,000	Yes	Mr. Siddhant Pradeep ("Seller 3")
NA	Z:i	15.27%	14,77,500	Yes	Dr. Sangeeta Naidu ("Seller 2")
NA	Zi	16.82%	16,27,500	Yes	Dr. Pradeepkumartana Naidu ("Seller 1")
capital	Shares	capital	Shares		
% of total equity / voting	No. of Equity	% of total equity / voting	No. of Equity	group	
Post Transaction	Pos	Pre Transaction	Pre	Promoter	
oter Sellers	ts held by the Prom	Details of shares / voting rights held by the Promoter Sellers		Part of	Name

(Listing Obligations and Disclosure Requirements) Regulations, 2015 Post the completion of all Open Offer formalities the Promoter Sellers will be reclassified under public category as per the Securities and Exchange Board of India

TARGET COMPANY

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Name of the Target Company Registered Office

: Diggi Multitrade Limited (CIN: L65900MH2010PLC210471);

: D-106, Crystal Plaza, Opp. Infiniti Mall, Andheri West, Mumbai, Maharashtra - 400 053, India:

diggimultitradeltd@gmail.com

The Target Company is listed on SME platform of BSE Limited (Scrip Code: 540811). The ISIN of Equity Share of the Target Company is INE158R01012.

OTHER DETAILS

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- before April 3, 2023 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011. All the details of the Open Offer would be published in the newspapers vide a detailed public statement within five (5) working days of this PA on or
- 6.2. and have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations, 2011. and the directors of PAC 5 undertake that they are aware of and will comply with their obligations as laid down in the SEBI (SAST) Regulations, 2011 The Acquirers along with the PACs and the directors of PAC 5 accept full responsibility for the information contained in this PA. The Acquirers and PACs
- 6.3. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.5 the Target Company All the information pertaining to the Target Company contained in this Public Announcement has been obtained from publicly available sources or from
- 6.6. In this Public Announcement, all references to "₹" are references to Indian Rupees.

In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer



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: MB/INM000012874; Validity: Permanent;

Contact Person: Mr. Gaurav Jain

For and on behalf of Acquirers and PACs

Samarth Prabhudas Ramanuj Sd/-	Raja Lachhmandas Utwani Sd/-
iti Ramanuj	Sd/- Lachhman Ghanshamdas Utwani
	Veena Lachhmandas Utwani
ate Limited	
Authorised Signatory	

Date: March 24, 2023 Place: Ahmedabad