

MAGNUS RETAIL LIMITED

("MAGNUS"/ "MRL" / "TARGET COMPANY"/"TC")

(Corporate Identification No. L72200MH1978PLC416753)

Registered Office: Unit no 365, Shirshagaon, Niphad, Nashik, Maharashtra- 422001; Phone No.: +91-9112271471;

Email id: info@magnusretail.in; magnusretailtd@gmail.com; Website: www.magnusretail.in

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Magnus Retail Limited ("MRL" or the "Target Company") under regulation 26 (7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")

Date	20.03.2025
Name of the Target Company	Magnus Retail Limited
Details of the Offer pertaining to Target Company	Open Offer to acquire up to 8,78,878 Equity Shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 7.00/- per Equity share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
Name(s) of the Acquirers	Mr. Karronn Naresh Bajaj (Acquirer-1) and Mr. Aditya Naresh Bajaj (Acquirer-2)
Name of the Manager to the offer	Navigant Corporate Advisors Limited
Members of the Committee of Independent Directors ("IDC")	Chairperson: Aarti Singh Member: Kunal Sarothia
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/ relationship), if any	IDC Members are the Independent Directors of the Target Company. Neither Chairperson nor Member of IDC holds any equity shares in the Target Company. None of them have entered into any other contract or have other relationship with the Target Company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company.
IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirers.
Trading in the Equity shares/other securities of the acquirers by IDC Members	Not Applicable
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
Summary of reasons for recommendation	IDC recommends acceptance of the Open offer made by the Acquirers as the Offer price of Rs. 7.00/- per fully paid -up equity share is fair and reasonable based on the following reasons: 1. The Offer price appears to be reasonable considering negative book value & negative profitability of the Company. 2. The offer price of Rs. 7.00/- per fully paid -up equity share offered by the Acquirers is equal to the price paid by Acquirers in SPA to Sellers. 3. The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011. 4. The offer price of Rs. 7.00/- per fully paid -up equity share offered by the Acquirers is more than then fair value of equity share of the Target Company which is Rs. 6.35/- (Rupees Six and Paise Thirty-Five Only) as certified by Bhavesh M Rathod, Registered Valuer - SFA, (ICAI Membership No. 119158), Chartered Accountants having their office address at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai - 400101 and registered address 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066; Tel. No: +91 9769113490; Email: bhavesh@cabr.in vide valuation certificate dated December 17, 2024. (UDIN: 24119158BKAFT5032) in accordance with Regulation 8 (16) of the SEBI (SAST) Regulations. Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable and is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	No

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

For Magnus Retail Limited

Sd/-

Name: Aarti Singh

Chairperson -Committee of Independent Directors

DIN: 10288981

Place: Nashik, Maharashtra

Date: 20.03.2025

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