



March 07, 2025

To,
BSE Limited
Department of Corporate Services
25th Floor, P J Towers,
Dalal Street
Mumbai – 400001

Scrip Code: 523888

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

This is to inform the Exchange that the Company is in receipt of the Initial Public Announcement dated March 07, 2025, made by Swaraj Shares and Securities Private Limited, Manager to the Offer, for and on behalf of Ms. Minal Gaurav Patil (Acquirer 1) and Ms. Maddukuri Mounica (Acquirer 2), in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 to express the Acquirers' intention to acquire 1,06,50,070 Equity Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the Company.

A copy of the Initial Public Announcement as stated above is enclosed for your reference and records.

You are requested to kindly take the same on record.

For V R Woodart Limited

Anwar Shaikh
Additional Director (Whole-Time) & Chief Financial Officer
DIN: 10939770

Friday, March 7, 2025

To,
V. R. Woodart Limited
Shop No. 1, Rajul Apartments,
9, Harkness road, Walkeshwar,
Mumbai City, Mumbai - 400006,
Maharashtra, India.

Respected Sir/ Madam,

Subject : Open Offer made by Ms. Minal Patil (Acquirer 1) and Ms. Maddukuri Mounica (Acquirer 2) for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the V. R. Woodart Limited.

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by Ms. Minal Patil (Acquirer 1) and Ms. Maddukuri Mounica (Acquirer 2), (hereinafter collectively referred to as the 'Acquirers'). The Acquirers have announced an Open Offer in compliance with the provisions of Regulations 3 (1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to **1,06,50,070 Offer Shares** representing 26.00% of the Expanded Voting Share Capital of Bijoy Hans Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹22.00/- per Offer Share has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹23,43,01,540.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the following stated Agreements:

1. The Acquirers and the Selling Promoter Shareholder have entered and executed a Share Purchase Agreement, in pursuance of which the Acquirers have agreed to acquire 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, at a Negotiated Price of ₹18.00/- per Sale Share, in accordance with the terms of the Share Purchase Agreement;
2. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirers shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 1,24,20,000 representing 30.32% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,32,40,000.00/-, and 40,80,000 convertible warrants (post-conversion into Equity Shares representing 9.96% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹8,97,60,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement.

In this regard, in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and requirements under the SEBI (SAST) Regulations, please find attached herewith a copy of the Public Announcement. We trust that you will find the information in order, and we kindly ask for the Public Announcement to be promptly uploaded to your website. Thank you for your cooperation.

Thanking you
Yours faithfully,
For Swaraj Shares and Securities Private Limited


Mr. Pankita Banerjee
Director

Swaraj Shares and Securities Private Limited

pankita@swarajshares.com
Incl.: As above

pankita@swarajshares.com

www.swarajshares.com

+91 9874283532

+91 8097367132

Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,
Maharashtra, India

PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3 (1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
V. R. WOODART LIMITED**

Corporate Identification Number: L51909MH1989PLC138292 ;

Registered Office: Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India; **Contact Number:**+91 22 4351 4444; **Fax:** +91 22 24936811

Email Address: investors@vrwoodart.com; **Website:** www.vrwoodart.com;

OPEN OFFER FOR ACQUISITION OF UP TO 1,06,50,070 OFFER SHARES, REPRESENTING 26.00% OF THE EXPANDED VOTING SHARE CAPITAL OF V. R. WOODART LIMITED, THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹22.00/- PER OFFER, PAYABLE IN CASH, BY MS. MINAL PATIL (ACQUIRER 1) AND MS. MADDUKURI MOUNICA (ACQUIRER 2), COLLECTIVELY REFERRED TO AS THE ACQUIRERS, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 (1), AND 4, OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO.

This Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Open Offer, for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3 (1), and 4 read with Regulations 13, 14, and 15 (1) and other applicable provisions of the SEBI (SAST) Regulations.

1. DEFINITIONS AND ABBREVIATIONS

For the purpose of this Public Announcement, the following terms shall have the same meanings assigned to them below:

- 1.1. **‘Acquirer 1’** refers to Ms. Minal Patil, wife of Mr. Gaurav Patil, aged approximately 38 years, Indian Resident, bearing Permanent account number ‘BDPPP8290L’ allotted under the Income Tax Act, 1961, resident at D – 501, Rushiraj Harmony, Gangapur Road, District Nashik, Nashik - 422013, Maharashtra, India.
- 1.2. **‘Acquirer 2’** refers to Ms. Maddukuri Mounica, daughter of Mr. Giridhar, aged approximately 27 years, bearing Permanent account number ‘GCZPM3225G’ allotted under the Income Tax Act, 1961, a non-resident Indian with a registered Indian address at Flat No. 1104, Shreenath Tower, Sanegurji Nagar, Mulund East, Mumbai, Mulund Tal, Mumbai Suburban, Mumbai - 400 08, Maharashtra, India.
- 1.3. **‘Acquirers’** collectively refers to the Acquirer 1 and Acquirer 2.
- 1.4. **‘Agreements’** collectively refers to the Share Purchase Agreement, and the Share Subscription Agreement.
- 1.5. **‘BSE’** is the abbreviation for BSE Limited being one of the stock exchange on which the Equity Shares of the Target Company are listed.
- 1.6. **‘CIN’** means Corporate Identification Number issued under the Companies Act, 1956/ Companies Act, 2013, and the rules made thereunder.
- 1.7. **‘Convertible Warrants’** refers to warrants which will be convertible into equal number of Equity Shares of the Target Company in accordance with the provisions of SEBI (ICDR) Regulations.
- 1.8. **‘Equity Shares’** means fully paid-up equity shares of face value of ₹10.00/- each.
- 1.9. **‘Existing Equity Share Capital’** means paid-up share capital of ₹14,89,18,060/- comprising of 1,48,91,806 Equity Shares.
- 1.10. **‘Expanded Voting Share Capital’** refers to the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer. The same has been calculated as per the information encapsulated in the table below:

Particulars of Shareholding	Number of Equity Shares	Face Value	Percentage of Voting Share Capital considering Post-Preferential Issue of Equity Shares
Pre-Preferential Issue of Equity Shares and Convertible Warrants	1,48,91,806	₹10.00/-	36.36%
Preferential Issue of Equity Shares	1,39,90,000	₹10.00/-	34.15%
Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (considering exercise, conversion, and allotment of Equity Shares in pursuance of conversion of Warrants)	1,20,80,000	₹10.00/-	29.49%
Total	4,09,61,806	--	100.00%

- 1.11. **‘Identified Date’** means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before expiry of the Tendering Period.
- 1.12. **‘ISIN’** is the abbreviation for International Securities Identification Number.
- 1.13. **‘Manager’** refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer.
- 1.14. **‘Maximum Consideration’** the total funding requirement for this Offer, assuming full acceptance of this Offer being ₹15,76,94,661.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.15. **‘Negotiated Price’** means a price of ₹18/- per Sale Share, aggregating to a purchase consideration of ₹1,62,00,000.00/- for the sale of 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, by Selling Promoter Shareholder to the Acquirers, pursuant to the execution of the Share Purchase Agreement.
- 1.16. **‘Offer’** means this open offer being made by the Acquirers for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, at an offer price of ₹22.00 /- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of ₹23,43,01,540.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer.
- 1.17. **‘Offer Documents’** shall mean Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
- 1.18. **‘Offer Period’** means the period from the date of entering into an agreement, to acquire the Sale Shares, and Expanded Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirers, i.e. Friday, March 07 , 2025, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- 1.19. **‘Offer Price’** is a price of ₹22.00/- per Offer Share, payable in cash to the Public Shareholders of the Target Company, assuming full acceptance aggregating to a maximum consideration of ₹23,43,01,540.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.20. **‘Offer Shares’** means an open offer being made by the Acquirers for acquisition of up to 1,06,50,070 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company.
- 1.21. **‘PAN’** is the abbreviation for Permanent Account Number allotted under the Income Tax Act, 1961.
- 1.22. **‘Preferential Issue of Equity Shares’** or **‘Proposed Preferential Issue Equity Shares’** refers to the proposed preferential issue as approved by the Board of Directors of the Target Company at their meeting held on Friday, March 07 , 2025,

which is subject to approval of the members and other regulatory approvals of 1,39,90,000 Equity Shares at a preferential issue price of ₹22.00/- per Equity Share of the Target Company.

- 1.23. **‘Preferential Issue of Convertible Warrants’** or **‘Proposed Preferential Issue Convertible Warrants’** refers to the proposed preferential issue as approved by the Board of Directors of the Target Company at their meeting held on Friday, March 07, 2025, subject to approval of the members and other regulatory approvals of 1,20,80,000 Warrants for cash at a price of ₹22.00/-per Convertible Warrant. Each Warrant is convertible into equal number of Equity Shares of the Target Company.
- 1.24. **‘Promoters’** refers to the existing promoters of the Target Company, in accordance with the provisions of Regulations 2(1)(s) and 2(1)(t) of the SEBI (SAST) Regulations, read with Regulations 2(1)(oo) and 2(1)(pp) of the SEBI (ICDR) Regulations, namely Mr. Ajay Anand, Ms. Rashmi Anand, Mr. Vishnu Ajay Anand, M/s Faze Three Limited (Selling Promoter Shareholder), and M/s Instyle Investments Private Limited.
- 1.25. **‘Public Announcement’** means this Public Announcement dated Friday, March 07, 2025, issued in accordance and compliance with the provisions of Regulations 3 (1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations.
- 1.26. **‘Public Shareholders’** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, existing Promoters of the Target Company, preferred allottees for the Preferential Issue of Equity Shares, and persons deemed to be acting in concert with such parties.
- 1.27. **‘Sale Shares’** collectively refers to 9,00,000 Equity Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, proposed to be acquired by the Acquirers from the Selling Promoter Shareholder, as per the conditions stipulated under the Share Purchase Agreement.
- 1.28. **‘SCRR’** means Securities Contract (Regulation) Rules, 1957, as amended.
- 1.29. **‘SEBI’** means Securities and Exchange Board of India.
- 1.30. **‘SEBI (ICDR) Regulations’** refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
- 1.31. **‘SEBI (LODR) Regulations’** refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
- 1.32. **‘SEBI (SAST) Regulations’** refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
- 1.33. **‘Selling Promoter Shareholder’** refers to the Promoter of the Target Company, namely M/s Faze Three Limited, who has entered into a Share Purchase Agreement dated Friday, March 07, 2025, with the Acquirers.
- 1.34. **‘Share Purchase Agreement’** refers to the share purchase agreement dated Friday, March 07, 2025, executed between the Acquirers, the Selling Promoter Shareholder of the Target Company, pursuant to which the Acquirers have agreed to acquire 9,00,000 Sale Shares representing 2.19% of the Expanded Voting Share Capital of the Target Company, at a negotiated price of ₹18.00/- per Sale Share, aggregating to a maximum consideration of ₹1,62,00,000.00/-, payable subject to the terms and conditions specified in the Share Purchase Agreement.
- 1.35. **‘Share Subscription Agreement’** refers to the share subscription agreement dated Friday, March 07, 2025, pursuant to which the Acquirers shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 1,24,20,000 representing 30.32% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,32,40,000.00/-, and 40,80,000 convertible warrants (post-conversion into Equity Shares representing 9.96% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹8,97,60,000.00/-, proposed to be infused in the Target Company subject to the terms and conditions specified in the Share Subscription Agreement.
- 1.36. **‘Stock Exchange’** refers to the BSE Limited.
- 1.37. **‘Target Company’** or **‘VRWODAR’** refers to M/s V. R. Woodart Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number ‘L51909MH1989PLC138292’, bearing

Permanent Account Number 'AABVC1031C' allotted under the Income Tax Act, 1961, with its registered office located at Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India .

- 1.38. **'Tendering Period'** shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
- 1.39. **'Underlying Transactions'** collectively refers to the arrangement as described under the Share Purchase Agreement, and the Share Subscription Agreement.
- 1.40. **'Working Day'** refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

2. OFFER DETAILS

Offer Size	The Acquirers hereby make this Offer to the Public Shareholders of the Target Company to acquire up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Offer is being made at a price of ₹22.00/- per Offer Share. The Equity Shares of the Target Company are frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹23,43,01,540.00/-that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Mode of Payment	The Offer Price will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Agreements for acquisition of substantial number of Equity Shares, voting rights, and control over the Target Company. This Offer is not subject to any minimum level of acceptance.

3. TRANSACTIONS WHICH HAVE TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTIONS)

- 3.1. The summary of the Underlying Transactions is outlined below:
- 3.1.1. Share Purchase Agreement dated Friday, March 07, 2025, executed between the Acquirers and the Selling Promoter Shareholder of the Target Company, pursuant to which the Acquirers have agreed to acquire 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, at an Negotiated Price of ₹18.00/- per Sale Share, aggregating to a maximum consideration of ₹ 1,62,00,000.00/-, payable subject to the terms and conditions specified in the Share Purchase Agreement;
- 3.1.2. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirers shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 1,24,20,000 representing 30.32% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,32,40,000.00/-, and 40,80,000 convertible warrants (post-conversion into Equity Shares representing 9.96% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹8,97,60,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement. The aforesaid Preferential Issue of Equity Shares and Convertible Warrants are subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required if any.
- 3.2. These Underlying Transaction will result in the Acquirers acquiring more than 25.00% of Expanded Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulation 3(1) and 4 of the SEBI (SAST) Regulations.
- 3.3. Upon consummation of the Underlying Transactions and successful completion of this Offer, the Acquirers will assume control of the Target Company and will be classified as its promoters in accordance with the provisions of the SEBI

(LODR) Regulations. Simultaneously, following the divestment of their entire shareholding in the Target Company pursuant to the Share Purchase Agreement, the Selling Promoter Shareholders will cease to be part of the promoter and promoter group of the Target Company, and shall make a declassification application in accordance with the provisions of the SEBI (LODR) Regulations

3.4. A tabular summary of the Underlying Transactions are set out below:

Type of Transaction (direct/ indirect)		Direct Acquisition	
		Share Purchase Agreement	Share Subscription Agreement
Mode of Transaction (Agreement/ Allotment/ Market purchase)		The Acquirers and the Selling Promoter Shareholder have entered and executed a Share Purchase Agreement, in pursuance of which the Acquirers have agreed to acquire 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, at a Negotiated Price of ₹18.00/- per Sale Share, in accordance with the terms of the Share Purchase Agreement.	In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirers shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 1,24,20,000 representing 30.32% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,32,40,000.00/-, and 40,80,000 convertible warrants (post-conversion into Equity Shares representing 9.96% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹8,97,60,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement.
		In pursuance of the aforesaid Underlying Transactions, the Acquirers shall acquire substantial Expanded Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.	
		Equity Shares / Voting rights acquired/ proposed to be acquired (assuming conversion of warrants into Equity Shares of the Target Company)	Number of Equity Shares
	% vis-à-vis Expanded Voting Share Capital	2.20%	40.28%
Total Consideration for Equity Shares / Voting Rights acquired		₹1,62,00,000.00/-	₹36,30,00,000.00/-
Mode of payment (Cash/ securities)		Cash	Cash
Regulations which have triggered		Regulations 3 (1) and 4 of the SEBI (SAST) Regulations	

4. DETAILS OF THE ACQUIRERS

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirer	Ms. Minal Gaurav Patil	Ms. Maddukuri Mounica	2
PAN	BDPPP8290L	GCZPM3225G	--
Registered Address	D-501, Rushiraj Harmony, Gangapur Road, Nashik, District Nashik-422013, Maharashtra, India.	Flat No. 1104, Shreenath Tower, Saneguruji Nagar, Mulund East, Mumbai, Mulund Tal, Mumbai	--

Details		Acquirer 1	Acquirer 2	Total
			Suburban, Mumbai - 4000 08, Maharashtra, India.	
Name(s) of persons in control/ promoters of Acquirer		N.A	N.A	N.A
Name of the Group, if any, to which the Acquirer belong to		N.A	N.A	N.A
Pre-Share Purchase Agreement transaction shareholding (A)	No. of Equity Shares	17,95,573	17,95,573	--35,91,146
	% of Expanded Voting Share Capital	4.38%	4.38%	8.76%
Equity Shares proposed to be acquired through Share Purchase Agreement transaction (B)	No. of Equity Shares	4,50,000	4,50,000	9,00,000
	% of Expanded Voting Share Capital	1.10 %	1.10 %	2.20%
Equity Shares proposed to be acquired through Share Subscription Agreement transaction (C)	No. of Equity Shares	62,10,000	62,10,000	1,24,20,000
	% of Expanded Voting Share Capital	15.16%	15.16%	31.82%
Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares) (D)	No. of Equity Shares	20,40,000	20,40,000	40,80,000
	% of Expanded Voting Share Capital	4.98%	4.98%	9.96%
Equity Shares proposed to be acquired through Offer transaction assuming full acceptance (E)	No. of Equity Shares	53,25,035	53,25,035	1,06,50,070
	% of Expanded Voting Share Capital	13%	13%	26.00%
Proposed shareholding after	No. of Equity Shares	1,58,20,608	1,58,20,608	3,16,41,216

Details		Acquirer 1	Acquirer 2	Total
acquisition of shares which triggered the Offer (A+B+C+D+E)	% of Expanded Voting Share Capital	38.62%	38.62%	77.24%
Any other interest in the Target Company		As of the date of this Public Announcement, except from being the existing Public Shareholders of the Target Company and parties to the Share Purchase Agreement and Share Subscription Agreement, the Acquirers do not hold any other interest or maintain any other relationship in or with the Target Company.		

Notes:

- (a) The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- (b) No person is acting in concert with the Acquirers for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ('Deemed PACs'), however, such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (c) As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the Securities Contract (Regulation) Rules, 1957, as amended, on a continuous basis for listing. Upon completion of the Transactions, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirers undertake to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the Securities Contract (Regulation) Rules, 1957, as amended, as per the requirements of Regulation 7 (4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75.00% within 12 months from the date of such fall in the public shareholding to below 25.00%, through permitted routes and/or any other such routes as may be approved by SEBI from time to time.

5. DETAILS OF THE SELLING PROMOTER SHAREHOLDER

Name of the Selling Promoter Shareholder	Part of Promoter group	Details of Equity Shares / voting rights held by the Selling Promoter Shareholder			
		Pre-Share Purchase Agreement Transaction		Post-Share Purchase Agreement Transaction	
		No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital
M/s Faze Three Limited (Selling Promoter Shareholder)	Yes	9,00,000	2.20%	Nil	Not Applicable
Total		9,00,000	2.20%	Nil	Not Applicable

Upon completion of the Offer formalities, the Selling Promoter Shareholder will no longer hold any Equity Shares or retain control over the Target Company. They will transfer control and management of the Target Company to the Acquirers and subsequently apply for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (LODR) Regulations.

The Selling Promoter Shareholder have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

6. TARGET COMPANY

Name	V R WOODART LIMITED
Registered Office	Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India
Contact Number	+91 22 4351 4444
Email Address	investors@vrwoodart.com
PAN	AABVC1031C
CIN	L51909MH1989PLC138292
ISIN	INE317D01014
Stock Exchanges where listed	BSE Limited
BSE Scrip Code	523888
BSE Scrip ID	VRWODAR

7. OTHER DETAILS

- 7.1. This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations.
- 7.2. The Acquirers have confirmed that the consummation of the Underlying Transactions is in compliance with the articles of association of the Target Company, as available on the website of the Ministry of Corporate Affairs as of date.
- 7.3. The Acquirers does not have an intention to delist the Target Company pursuant to this Offer.
- 7.4. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14 (3), and 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before Monday, March 16 , 2025. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, the Selling Promoter Shareholder, background to the Offer, relevant conditions under the Agreements, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer. The Detailed Public Statement will be published, as required by Regulation 14 (3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement i.e., Mumbai.
- 7.5. The completion of this Offer and the underlying transactions is subject to receipt of statutory and regulatory approvals and other terms and conditions as set out in the Agreements. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 7.6. The Acquirers have given an undertaking that they have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- 7.7. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.8. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- 7.9. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Selling Promoter Shareholders contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager. The accuracy of such information has not been independently verified by the Manager to the Open Offer.
- 7.10. In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 7.11. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

- 7.12. The Acquirers accept full responsibility for the information contained in this Public Announcement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Selling Promoter Shareholder) and undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer. The Acquirers will be responsible for ensuring compliance with the SEBI (SAST) Regulations.
- 7.13. The person signing this Public Announcement on behalf of the Acquirers have been duly and legally authorized to sign the Offer Documents.

**Issued by the Manager to the Offer
On Behalf of the Acquirer**



Swaraj Shares and Securities Private Limited

Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel

Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Investor grievance Email Address: investor.relations@swarajshares.com

Corporate Identification Number: U51101WB2000PTC092621

SEBI Registration Number: INM000012980

Validity: Permanent

Place: Mumbai

Date: Friday, March 07, 2025

For and on behalf of all the Acquirers
sd/-
Ms. Minal Patil
(Acquirer 1)