

Thursday, December 04, 2025

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India.

Reference : Open Offer for Acquisition of up to 9,25,782 Offer Shares Representing 26.00% of the Voting Capital of Rishab Special Yarns Limited, the Target Company, from its Public Shareholders at an Offer Price of ₹13.00/-

Dear Sir/ Madam,

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 **Mr. Vatsal Agarwaal (Acquirer 1), M/S Nextera Global Private Limited (Acquirer 2)**, (collectively referred to as 'Acquirers') **Along with the Person Acting in Concert, Ms. Manavika Agarwal (PAC)**. The Acquirers along with PAC have announced an Open Offer in compliance with the provisions of Regulations 3(1), 4, and 5(1) and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 9,25,782 Offer Shares representing 26.00% of the Voting Share Capital of Rishab Special Yarns Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹13.00/- **(Including interest at 10.00% per annum from the financial year 2022-2023 pursuant to an Open Offer triggered due to the Indirect Acquisition of control over the Target Company under underlying transaction 2)** has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹1,20,35,166.00/- 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, and 5(1) of the SEBI (SAST) Regulations, pursuant to the following transactions [Hereinafter collectively referred to as "Underlying Transaction"]:

Particulars	Underlying Transactions	
	Indirect Acquisition	Direct Acquisition
Mode of Transaction (Agreement/ Allotment/ Market purchase)	On Friday, March 24, 2023, M/s Vimla Nextera JVC Coke Limited (formerly known as M/s Vimla Metcoke Limited) (Selling Promoter Shareholder 2) allotted 25,00,000 equity shares of face value of ₹10.00/- each, constituting 50.10% of its total equity shares allotted and 50.00% of its post-issue paid-up equity share capital to M/s Nextera Global Private Limited (Corporate Acquirer), represented by its promoters Mr. Vatsal Agarwaal (Acquirer 1) and Ms. Manavika Agarwal.	Acquirer 1 and the Selling Promoter Shareholders executed a Share Purchase Agreement dated Thursday, October 17, 2024, in pursuance of which Acquirer 1 acquired 15,74,970 Sale Shares representing 44.23% of the Voting Share Capital of the Target Company at a negotiated price of ₹10.00/- per Sale Share, aggregating to a maximum consideration of ₹1,57,49,700.00/-, paid subject to the terms and conditions specified in the said Share Purchase Agreement.

In light of the above and in accordance with the provisions of Regulations 18(7) of SEBI (SAST) Regulations, the Post-Offer Public Announcement for the aforesaid Offer has been published today, i.e., Thursday, December 04, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshdeep (Marathi Daily) (Mumbai Edition), ('Newspapers') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal.

We request you to kindly upload the Post Offer Public Announcement on your website at the earliest.

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


Prajna Naik
(Compliance Officer)
Encl: As above

Swaraj Shares and Securities Private Limited

022 6964 9999 / 74001 54988

 mbd@swarajshares.com

 www.swarajshares.com

Registered Office - Room No.507,5th Floor, 21 Hemant Basu Sarani, Kolkata- 700 001, West Bengal, India.

Branch Office - 505/506, 5th Floor, 93 Palladian Building, Next To Andheri Rambaugh Chsl, Mahakali Caves Road, Near Gurunanak School, Andheri East, Mumbai - 400 093. Maharashtra, India.

POST-OFFER PUBLIC ANNOUNCEMENT TO THE PUBLIC SHAREHOLDERS OF RISHAB SPECIAL YARNS LIMITED			
<p>Corporate Identification Number: L17114MH1987PLC451094; Registered Office: 303, Tower A, Peninsula Business Park, G.K. Marg, Lower Parel, Mumbai, Delisle Road, Mumbai - 400013, Maharashtra, India; Contact Number: +91-86575-30413/ +91-022-44505596, Fax Number: +91-22-2575213; Email Address: compliance.rsy@gmail.com; Website: www.rishabspecial.in;</p> <p>Open Offer for acquisition of up to 9,25,782 Offer Shares representing 26.00% of the Voting Share Capital of Rishab Special Yarns Limited, ('Target Company'), from its public shareholders at an offer price of ₹13.00/- per Offer Share (including Interest at 10.00% Per Annum from the Financial Year 2022-2023 Pursuant to an Open Offer Triggered due to the Indirect Acquisition of Control Over the Target Company under Underlying Transaction 2), payable in cash, by Mr. Vatsal Agarwal (Acquirer 1), M/S Nextera Global Private Limited (Acquirer 2), along with the Person Acting in Concert, Ms. Manavika Rishiraj Agarwal (PAC), in accordance with the provisions of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto.</p> <p>This Post-Offer Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer ('Manager'), on behalf of the Acquirers and the PAC to the Public Shareholders of the Target Company, pursuant to and in compliance with the provisions of Regulation 18(12) and other applicable provisions under the SEBI (AST) Regulations ('Post-Offer Public Announcement').</p> <p>This Post-Offer Public Announcement should be read in continuation of, and in conjunction with the: (a) Public Announcement dated Tuesday, October 29, 2024 ('Public Announcement'), (b) Detailed Public Statement dated Monday, November 04, 2024, in connection with this Offer, published on behalf of the Acquirers on Tuesday, November 05, 2024, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakhshdeep (Marathi Daily) (Mumbai Edition), and Jagruk Times (Hindi daily) (Jaipur Edition) ('Newspapers') ('Detailed Public Statement'), (c) Draft Letter of Offer dated Tuesday, November 12, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (AST) Regulations ('Draft Letter of Offer'), (d) Letter of Offer dated Monday, November 03, 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 Tuesday, November 11, 2025, published in the Newspapers on Wednesday, November 12, 2025 ('Recommendations of the Independent Directors of the Target Company'), (f) Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement dated Wednesday, November 12, 2025, which was published in the Newspapers on Thursday, November 13, 2025 ('Pre-Offer Public Announcement') (the Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Letter of Offer, the Recommendations of the Independent Directors, and the Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company and this Post-Offer Public Announcement are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers and the PAC.</p> <p>The capitalized terms used but not defined in this Post-Offer Public Announcement shall have the meaning assigned to such terms in the Offer Documents.</p>			
1.	Name of the Target Company	M/s Rishab Special Yarns Limited bearing corporate identity number L17114MH1987PLC451094*, with its registered office located at 303, Tower A, Peninsula Business Park, G.K. Marg, Lower Parel, Mumbai, Delisle Road, Mumbai - 400013, Maharashtra, India	
2.	Name of the Acquirers and PAC	Mr. Vatsal Agarwal, Indian Resident, bearing Permanent Account Number 'APOPA5772J' allotted under the Income Tax Act, 1961, resident at 703-704, A Wing, Shiv Parvati Co-Operative Housing Society Limited, S.V Patel Nagar, Versova, Mhada, Andheri West, Azad Nagar, Mumbai - 400053, Maharashtra, India (Acquirer 1). M/s Nextera Global Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013, bearing corporate identity number 'U74999MH2022PTC37241', bearing Permanent Account Number 'A/C/N/0953G' allotted under the Income Tax Act, 1961, with its registered office located at 303 Tower A Peninsula Business Park, G.K Marg, Lower Parel, Mumbai - 400013, Maharashtra, India. (Acquirer 2). Ms. Manavika Rishiraj Agarwal, Indian Resident, bearing Permanent Account Number 'DREP/3531A' allotted under the Income Tax Act, 1961, resident at 703-704, A Wing, Shiv Parvati Co-Operative Housing Society Limited, Plot Number PDF2, Ver - 18, Mhada, New Versova Telephone Exchange, Andheri West, Azad Nagar, Mumbai - 400053, Maharashtra, India (PAC).	
3.	Name of Manager to the Offer	Swaraj Shares and Securities Private Limited	
4.	Name of Registrar to the Offer	Regnum Capital Advisors Private Limited	
5.	Offer Details		
5.1	Date of Opening of the Offer	Friday, November 14, 2025	
5.2	Date of Closing of the Offer	Thursday, November 27, 2025	
6.	Date of Payment of Consideration	Thursday, December 11, 2025	
7.	Details of the Acquisition		
	Particulars	Proposed in the Offer Document (Assuming full acceptance in this Offer)	Actuals
7.1	Offer Price	₹13.00/-	₹13.00/-
7.2	Aggregate number of Equity Shares tendered	9,25,782	NIL
7.3	Aggregate number of Equity Shares accepted	9,25,782	NIL
7.4	Size of the Open Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	₹1,20,35,166/-	NIL
7.5	Shareholding of the Acquirers and the PAC before the Share Purchase Agreement/ Public Announcement		
a)	Number of Equity Shares	15,74,970	15,74,970
b)	% of fully diluted Equity Share capital	44.23%	44.23%
7.6	Sale Shares proposed to be acquired by way of Share Purchase Agreement		
a)	Number of Equity Shares	15,74,970*	15,74,970*
b)	% of fully diluted Equity Share capital	44.23*	44.23*
7.7	Equity Shares acquired by way of Offer		
a)	Number of Equity Shares	9,25,782	NIL
b)	% of fully diluted Equity Share capital	26.00%	Not Applicable
7.8	Equity Shares acquired after the Detailed Public Statement		
a)	Number of Equity Shares acquired	NIL	NIL
b)	Price of the Equity Shares acquired	Not Applicable	Not Applicable
c)	% of Equity Shares acquired	Not Applicable	Not Applicable
7.9	Post-Offer shareholding of the Acquirers and the PAC		
a)	Number of Equity Shares	25,00,752	15,74,970
b)	% of fully diluted Equity Share capital	70.23%	44.23%
7.10	Pre-Offer and Post-Offer shareholding of the Public Shareholders (other than the Acquirers and PAC)		
	Particulars	Pre-Offer	Post-Offer
a)	Number of Equity Shares	19,85,730	10,59,948
b)	% of fully diluted Equity Share capital	55.77%	29.77%
		Pre-Offer	Post-Offer
a)	Number of Equity Shares	19,85,730	19,85,730
b)	% of fully diluted Equity Share capital	55.77%	55.77%

*Share Purchase Agreement has been executed and consummated on dated Thursday, October 17, 2024.

8. The Acquirers along with the PAC accepts full responsibility for the information contained in this Post-Offer Public Announcement and for their obligations specified under SEBI (AST) Regulations.

9. The Acquirers and the PAC has consummated the Share Purchase Agreement transaction in accordance with the provisions of Regulations 22(1), and 22(3) of the SEBI (AST) Regulations and will make an application for reclassification of itself along with the PAC as the promoters of the Target Company, in accordance with the provisions of Regulation 31A(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto ('SEBI (LODR) Regulations').

10. A copy of this Post-Offer Public Announcement will be accessible on the websites of Securities and Exchange Board of India at www.sebi.gov.in, BSE Limited at www.bseindia.com and the registered office of the Target Company.

ISSUED BY MANAGER TO THE OFFER

SWARAJ
SHARES & SECURITIES PVT LTD
Swaraj Shares and Securities Private Limited
Corporate Identification Number: U51101WB2000PTC092621
Principal Place of Business: 505/506, 5th Floor, 93 Palladian Building, Next to Andheri Rambaug CHSL, Mahakali Caves Road Nr. Gurunanak School, Andheri East, Mumbai - 400093, Maharashtra, India
Contact Person: Bhavna Agrawal/ Prajna Naik
Contact Number: +91-22-69649999
Email Address: takeover@swarajshares.com
Investor grievance Email Address: investor.relations@swarajshares.com
SEBI Registration Number: INM00012980
Validity: Permanent

On behalf of all the Acquirers and PAC
Sd/-
Mr. Vatsal Agarwal
Acquirer - 1

Date: Wednesday, December 03, 2025
Place: Mumbai