

# JAGJANANI TEXTILES LIMITED

Registered Office: SCOs 33 and 34, RILCO Shopping Complex, Bagru Ext. I, Jaipur - 303007, Rajasthan, India.

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## RECOMMENDATIONS OF THE COMMITTEE OF INDEPENDENT DIRECTORS ("IDC")

Recommendations of the Committee of Independent Directors ("IDC") of Jagjanani Textiles Limited ("Target Company" or "TC") on the Open Offer to the Public Shareholders of the Target Company for acquisition of upto **40,56,000 (Forty Lakhs Fifty-Six Thousand)** fully paid-up equity shares of face value of **Rs. 10/- (Rupees Ten Only)** each, representing up to 26.00% (Twenty-Six percentage) of the Voting Capital ("Offer Shares") of **Jagjanani Textiles Limited (the "Target Company")** at a cash price of **Rs. 6.50/- (Rupees Six and Fifty Paise only)** per fully paid-up equity share, from the public shareholders of the **Target Company ("Offer"/"Open Offer")** by **Mr. Manojbhai J. Patel ("Acquirer I)** and **Mr. Avanishkumar Manojkumar Patel ("Acquirer II")** (collectively referred to as "**Acquirers**") along with **Mr. Surendra Shah ("PAC")** under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations, 2011**")

S.N.	Particular	Report
1.	Date	July 14, 2023
2.	Name of the Target Company	Jagjanani Textiles Limited
3.	Details of the Open Offer pertaining to the TC	The Open Offer is being made by the Acquirers together with the PAC for the acquisition of up to <b>40,56,000 (Forty Lakhs Fifty-Six Thousand)</b> fully paid-up equity shares of face value of <b>Rs. 10/- (Rupees Ten only)</b> each, representing up to 26.00% of the Voting Capital ("Offer Shares") at a price of <b>Rs. 6.50/- (Rupees Six and Fifty Paise only)</b> per Equity Share, payable in cash ("Offer Price") of the Target Company, pursuant to and in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 and other applicable regulations of the SEBI (SAST) Regulations.
4.	Name(s) of the Acquirers and PAC	Mr. Manojbhai J Patel (' <b>Acquirer I</b> ') Mr. Avanishkumar Manojkumar Patel (' <b>Acquirer II</b> ') Mr. Surendra Shah (' <b>PAC</b> ')
5.	Name of the Manager to the offer	Fedex Securities Private Limited
6.	Members of the Committee of Independent Directors	1. Mr. Rajesh Chunilal Shah - Chairman 2. Mr. Shakti Singh Shekhawat - Member 3. Mrs. Kavita Jain - Member
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any	All IDC Members are Non-Executive Independent Directors of the Target Company. IDC Members do not hold any equity shares of the Target Company. Except as mentioned below, none of the members of the IDC have entered into any contract or have any relationship with the Target Company: 7.1. Mrs. Kavita Jain is the chairperson of the Stakeholders Relationship and Grievance Committee of the Target Company, and is a member of the Nomination and Remuneration Committee of the Target Company; 7.2. Mr. Rajesh Chunilal Shah is the chairperson of Audit Committee and the Nomination and Remuneration Committee and is a member of the Stakeholders Relationship and Grievance Committee of the Target Company. and; 7.3. Mr. Shakti Singh Shekhawat is the member of the Audit Committee and Nomination and Remuneration Committee of the Target Company.
8.	Trading in the Equity shares/ other securities of the TC by IDC Members	None of the IDC members have traded in the Equity Shares of the Target Company during 12 months prior to the date of the Public Announcement of the Offer i.e., April 06, 2023 and during the period from the date of Public announcement till date of this recommendation i.e., July 14, 2023.
9.	IDC Member's relationship with the Acquirers (Director, Equity shares owned, any other contract/ relationship), if any	None of the members of the IDC have any contracts/ relationships/directorship/ holding Equity shares with the Acquirers.
10.	Trading in the Equity shares/ other securities of the Acquirers by IDC Members	Not Applicable.
11.	Recommendation on the Open Offer, as to whether the Offer is fair and reasonable	Based on the review of the Public Announcement, Detailed Public Statement, Corrigendum to the Detailed Public Statement, Draft Letter of Offer, Valuation report dated April 06, 2023 and July 07, 2023 issued by CA Rohit Maloo, Registered Valuer and Letter of Offer issued by the Manager to the Open Offer on behalf of the Acquirers and PAC, the IDC is of the opinion that the Offer is fair and reasonable and offer price of <b>Rs. 6.50/- (Rupees Six and Fifty Paise only)</b> per Equity shares is in accordance with the SEBI (SAST) Regulations, 2011. However, the public shareholders of the Target company are advised to independently evaluate the Open Offer and take informed decision about tendering the Equity shares held by them in the Open Offer.
12.	Summary of reasons for recommendation	IDC has reviewed the Public Announcement dated April 6, 2023, the Detailed Public Statement dated April 15, 2023, Corrigendum to the Detailed Public Statement dated April 21, 2023, Draft Letter of Offer dated April 24, 2023 and Letter of Offer dated July 07, 2023. The IDC had also taken into consideration the Valuation report dated April 06, 2023 and July 07, 2023 issued by CA Rohit Maloo, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11827). <b>Based on the above, the IDC is of the opinion that the Offer Price of Rs. 6.50/- (Rupees Six and Fifty Paise only) is proposed to be payable in cash &amp; there are no competing offers. Further, the Open Offer to the Public Shareholders of the Target Company is in compliance with the requirements of the Regulations and is fair and reasonable. However, Public Shareholders are advised to independently evaluate the Open Offer and take informed decision about tendering the Equity shares held by them in the Open Offer.</b>
13.	Details of Independent Advisor (if any)	None.
14.	Voting pattern (Assent/Dissent)	The recommendations were unanimously approved by the members of IDC
15.	Any other matters to be highlighted	None.

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 TC under the SEBI (SAST) Regulations, 2011.

For and on the behalf of Committee of Independent Directors of Jagjanani Textiles Limited  
Sd/-  
Mr. Rajesh Chunilal Shah  
(Chairman of IDC)

Place: Jaipur  
Date: July 14, 2023