



Navigant Corporate Advisors Ltd.

(CIN : L67190MH2012PLC231304)

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Date: 17.07.2019

The Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Dear Sir,

Sub: Public Announcement to the shareholders of Yogya Enterprises Limited (BSE Code: 539097)

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Mr. Yatin Bhupendra Shah (hereinafter referred to as "the Acquirer") along with M/s. IG Financial Services India Private Limited (PAC) for acquiring up to 9,10,000 equity shares of Rs. 10/- each of Yogya Enterprises Limited ('Target Company') representing 26% of the of the equity and voting share capital of the Target Company at a price of Rs. 22/- per Share fully paid-up Equity Share ('Offer Price'), through Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations. The equity shares of the Target Company are listed on BSE Limited ('BSE').

This Open offer is triggered pursuant to execution of the Share Purchase Agreement dated 17th July, 2019 ("the SPA") entered in to between Acquirer with existing Promoters and Promoter group of Target Company. Accordingly we have prepared the PA. We are hereby requesting you to please upload the enclosed PA on your website in accordance with Regulation 14(1) of the Regulations.

Thanks & Regards,

For Navigant Corporate Advisors Ltd


Sarthak Vijani
Managing Director



Encl: As Above

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

M/S YOGYA ENTERPRISES LIMITED
("YEL"/"TARGET COMPANY"/"TC")

(Corporate Identification No. L51909DL2010PLC0208333)

Registered Office: 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110 092

Phone No. +91-11-4376 3300

Website: www.yogya.co.in

Email id: md@yogya.co.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 9,10,000 (NINE LACS TEN THOUSAND ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26 % OF THE EXISTING EQUITY AND VOTING SHARE CAPITAL OF YEL, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF YEL BY MR. YATIN BHUPENDRA SHAH (HEREINAFTER REFERRED TO AS "THE ACQUIRER") ALONG WITH M/S. IG FINANCIAL SERVICES INDIA PRIVATE LIMITED (PAC) (HEREINAFTER REFERRED TO AS "THE PAC")

DEFINITIONS:

"Equity Shares" means the fully paid up equity shares of Target Company of face value of Rs. 10 (Rupees Ten Only) each.

"Existing Share & Voting Capital" means paid up share capital of the Target Company as on date i.e. Rs. 3,50,00,000 divided into 35,00,000 Equity Shares of Rs. 10 Each.

1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirer and PAC for acquisition of 9,10,000 fully paid up Equity Shares of Rs. 10/- Each constituting 26.00% of the existing equity and voting share capital of the Target Company.
- **Offer Price:** An offer price of Rs. 22/- (Rupees Twenty Two Only) per fully paid up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirer will be Rs. 2,00,20,000/- (Rupees Two Crores Twenty Thousand Only.)
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer (Triggered offer, Voluntary offer/competing offer etc):** The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the execution of the Share Purchase Agreement dated 17th July, 2019 ("the SPA") entered in to between Acquirer and Rajeev Gupta & M/s. Yogya Infrastructures Limited for acquiring 8,86,000 Equity Shares ("Sale Shares") of Rs. 10 each at a price of Rs. 12 each per Equity Share ("the Negotiated Price") aggregating to Rs. 106.32 Lacs representing 25.31% of Existing Share & Voting Capital of Target Company.



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Consequent upon acquisition of Sale Shares, the shareholding of the Acquirer and PAC will be 10,38,000 equity shares constituting 29.66% of the Existing Share & Voting Capital of Target Company. Pursuant to SPA, the Acquirer and PAC shall hold the significant equity shares by virtue of which they shall be in a position to exercise control over management and affairs of the Target Company.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Details of underlying transaction		Total Consideration for shares /VRs acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Shares / Voting rights acquired/ proposed to be acquired				
		Number	% vis a vis total Equity / voting capital			
Direct	Share Purchase Agreement (SPA)	8,86,000	25.31% of the existing share capital	1.06	Cash to the Current Promoter and Promoter group of the Target Company	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. ACQUIRER / PAC:

Name of Acquirer / PACs	Address	Name(s) of persons in control/promoters of acquirer/ PAC where Acquirer/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Existing Capital	Any other interest in the Target Company
Acquirer:						
Mr. Yatin Bhupendra Shah (Acquirer-1)	A-901, Gokul Society, Opp. Dev Nagar, Near Sai Baba Nagar, Kandivali West, - Mumbai-400 067	N.A.	N.A.	Nil (0.00%)	8,86,000 (25.31%)	N.A.
PAC:						
M/s. IG Financial Services India Private Limited	C Wing, Madhusudan Building, Opp Dev Nagar, New Sai	Mr. Manoh Bhupendra Shah and Mr. Rajesh	N.A.	1,52,000 (4.34%)	1,52,000 (4.34%)	N.A.



Handwritten signature or mark.

Name of Acquirer / PACs	Address	Name(s) of persons in control/promoters of acquirer/PAC where Acquirer/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Existing Capital	Any other interest in the Target Company
	Baba Nagar, Kandivali West, Mumbai-400 067	Bhupendra Shah				

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of promoter group (Yes/No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Rajeev Gupta	Yes	5,86,000	16.74	Nil	Nil
M/s Yogya Infrastructure Limited	Yes	3,00,000	8.57	Nil	Nil
TOTAL		8,86,000	25.31	Nil	Nil

5. TARGET COMPANY

The Target Company i.e. Yogya Enterprises Limited and having its present registered office at 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110 092.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 539097 and YOGYA respectively. The Equity Shares of Target Company are frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. OTHER DETAILS

- 6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before 24th July, 2019.
- 6.2 The Acquirer and PAC undertake that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.



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Issued by:




NAVIGANT CORPORATE ADVISORS LIMITED

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Email id: navigant@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani



On Behalf of Acquirer and PAC


Mr. Yatin Bhupendra Shah

Place: Mumbai

Date: 17th July, 2019