NARMADA GELATINES LIMITED

The BSE Limited **9th June, 2023**

Corporate Releationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Tower,
Dalal Street, Fort,
Mumbai- 400001

BSE Security Code: 526739

Dear Sir,

Re: Intimation under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**") by Narmada Gelatines Limited ("**Company**")

Pursuant to regulation 30 of the SEBI LODR Regulations, we wish to inform you that Alfamont (Mauritius) Limited- the promoter Company ("**Seller**"), Pioneer Jellice India Private Limited (**CIN: U24295TN1991PTC060630) – Acquirer-1** and Ashok Matches and Timber Industries Private Limited (**CIN: U24291TN2000PTC045347**) – **Acquirer-2** (Acquirer-1 and Acquirer-2 are collectively called the "**Acquirers**") and Narmada Gelatines Limited ("**Company**") have entered into a Share Purchase Agreement dated 9th June, 2023 ("**SPA**") whereby the Acquirers have agreed to purchase 45,37,189 fully paid-up equityshares of Rs. 10/- each, constituting 75% of the fully diluted voting share capital of the Company, from the Seller, at a price of Rs. 229/- per equity share ("**Proposed Transaction**"). The Company is also a party to the SPA and the execution of the same was authorised by its Board of Directors ("**Board**") at their meeting held on 9th June, 2023.

The Proposed Transaction is subject to certain conditions precedent in the SPA. Further, pursuant to execution of the SPA, the Acquirers are required to make an Open Offer to the public shareholders of the Company in terms of the applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The disclosures in accordance with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 ("**SEBI Circular**"), are attached hereto as "**Annexure A**".

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For Narmada Gelatines Limited

MEENU SHARMA Digitally signed by MEENU SHARMA Date: 2023.06.09 20:17:45 +05'30'

Meenu Sharma
Company Secretary
Encl: As above

ANNEXURE A
Disclosures in accordance with the SEBI Circular

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>1.</td><td>Name(s) of parties with whom the agreement is entered</td><td>The Share Purchase Agreement (“SPA”) dated 9th June, 2023 was entered into by / between the following parties:
(i) Alfamont (Mauritius) Limited (“Seller”);
(ii) Pioneer Jellice India Private Limited (“Acquirer 1”) and Ashok Matches and Timber Industries Private Limited (“Acquirer 2”) (Acquirer 1 and Acquirer 2 are collectively referred to as the “Acquirers”) and
(iii) Narmada Gelatines Limited (“Company”)</td></tr>
<tr><td>2.</td><td>Purpose of entering into the agreement</td><td>To sell 45,37,189 (Forty-five Lakhs Thirty-seven Thousand One Hundred and Eighty-nine) equity shares, held by the Seller, representing 75% of the paid-up and voting equity share capital of the Company, to the Acquirers, pursuant to SPA (“SPA Transaction”)</td></tr>
<tr><td>3.</td><td>Shareholding, if any, in theentity with whom the agreement is executed</td><td>Shareholding of the Seller prior to the SPA Transaction:
<table>
<tr><th rowspan="3">Sr. No.</th><th rowspan="3">Name</th><th rowspan="3">Part of Promoter / Promoter Group</th><th colspan="4">Details of shares / voting rights held by the Seller</th></tr>
<tr><th colspan="2">Pre SPA Transaction</th><th colspan="2">Post SPA Transaction</th></tr>
<tr><th>No. of shares</th><th>%</th><th>No. of shares</th><th>%</th></tr>
<tr><td>1</td><td>Alfamont (Mauritius) Limited</td><td>Promoter</td><td>45,37,189</td><td>75</td><td>NIL</td><td>NA</td></tr>
</table>
Shareholding of the Acquirers post the SPA Transaction:
<table>
<tr><th rowspan="3">Sr. No.</th><th rowspan="3">Name</th><th colspan="4">Details of shares / voting rights held by the Seller</th></tr>
<tr><th colspan="2">Pre SPA Transaction</th><th colspan="2">Post SPA Transaction</th></tr>
<tr><th>No. of shares</th><th>%</th><th>No. of shares</th><th>%</th></tr>
<tr><td>1</td><td>Pioneer Jellice</td><td>NIL</td><td>NA</td><td>24,95,454</td><td>41.25</td></tr>
</table></td></tr>
</table>

			India Private Limited				
		2	Ashok Matches and Timbers Private Limited	NIL	NA	20,41,735	33.75

4.	**Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.**	1. The Acquirers are acquiring equity shares representing more than 25% of the equity share capital of the Company, pursuant to the execution of the SPA. The Acquirers are required to make a public offer ("**Open Offer**") in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as in effect, upon the Securities and Exchange Board of India ("**SEBI**") clearance of the Acquirers' draft Letter of Offer and the other statutory approvals, other applicable legislation, statute, rules, regulations or law; 2. The Company is required to hold a meeting of its board of directors ("**Board**") to transact the following business: (i) Approve the appointment of directors nominated by the Acquirers on the Board of the Company; (ii) Resignation of all current directors of the Company, except Mr. Ashok K Kapur- Whole-time Director; (iii) Revoking, wherever required, all the existing power of attorneys issued by the Company to act on its behalf in respect of its operations and / or business. 3. The Acquirers shall co-operate to comply with all requirements relating to reclassification of the Seller as the non-promoters of the Company as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the acquisition of the equity shares of the Company under the SPA.
5.	**Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.**	**Seller**: The Seller is a promoter of the Company. **Acquirers**: The Acquirers are not related to the currentpromoters/ promoter group/ group companies of the Company.
6.	**Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"**	The SPA Transaction would not be considered as a related party transaction.

AKapur.

7.	**In case of issuance of shares to the parties, details of issue price, class of shares issued**	Not applicable
8.	**Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.**	On the completion date (as defined in the SPA): (i) Resignation of all directors of the Company, except Mr. Ashok K Kapur, shall be accepted and the Board shall be reconstituted with such directors as may be nominated by the Acquirers (ii) Revoking, wherever required, all the existing power of attorneys issued by the Company to act on its behalf in respect of its operations and / or business
9.	**In case of termination or amendment of agreement,listed entity shall disclose additional details to the stock exchange(s):** **(a) name of parties to the agreement** **(b) nature of the agreement** **(c) date of execution of the agreement** **(d) details of amendment and impact thereof or reasons of termination and impact thereof.**	Not applicable

For Narmada Gelatines Limited

NARMADA GELATINES LIMITED JABALPUR

Ashok K Kapur
Whole-time Director
DIN: (DIN: 00126807)