

Saturday, January 06, 2024

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

Respected Sir/ Madam,

**Subject : Open offer made by Mr. Ravi Omprakash Agrawal, for acquisition of up to 2,15,47,188 (Two Crore Fifteen Lakhs Forty-Seven Thousand One Hundred and Eighty-Eight) Equity Shares representing 26.00% (Twenty Six Percent) of the Expanded Voting Share Capital of Rajasthan Gases Limited (Target Company) from the Public Shareholders of the Target Company.**

We would like to inform you that, Mr. Ravi Omprakash Agrawal (hereinafter referred to as 'Acquirer'), Ravi Omprakash Agrawal HUF (hereinafter referred to as 'PAC 1'), Amita Ravi Agrawal (hereinafter referred to as 'PAC 2'), Niraj Omprakash Agrawal (hereinafter referred to as 'PAC 3'), Sanchiti Niraj Agrawal (hereinafter referred to as 'PAC 4'), Dhiraj Omprakash Agrawal (hereinafter referred to as 'PAC 5'), Rupali Dhiraj Agrawal (hereinafter referred to as 'PAC 6') and Suraj Omprakash Agrawal (hereinafter referred to as 'PAC 7') (hereinafter collectively referred to as the 'PACs') intend to Acquire 3,40,00,000 (Three Crore Forty Lakhs) Equity Shares representing 41.03% of the total expanded voting capital of the Target Company. Pursuant to the aforesaid acquisition and to re-classify the Acquirer and PACs as a 'Promoters' of the Target Company, this Open Offer is being made in accordance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations read with Regulation 31A (5) of the SEBI (LODR) Regulations. As on the date of this Public Announcement, the Acquirer along with PACs collectively holds 12,83,000 (Twelve Lakhs Eighty-Three Thousand) fully paid-up Equity Shares of the Target Company, representing 1.55% of the total expanded voting capital of the Target Company.


In culmination of the aforesaid facts, 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 thereto ('SEBI (SAST) Regulations'), we Swaraj Shares and Securities Private Limited, have been appointed as the Manager to the Offer ('Manager'), and pursuant to the execution of the Agreements, the Acquirer along with PACs 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 acquisition of up to 2,15,47,188 (Two Crore Fifteen Lakhs Forty Seven Thousand One Hundred and Eight Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of the total expanded Voting Share Capital of the Target Company from the Public Shareholders of the Target Company at an offer price of Rs.9.25/- (Rupees Nine and Twenty Five Paise Only) per Equity Share, determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations.

In this regard in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and in accordance with the requirements under the SEBI (SAST) Regulations, please find attached herewith the copy of the Public Announcement submitted to Securities and Exchange Board of India.

We hope your good self will find the above in order and we request you to kindly upload the Public Announcement on your website at the earliest.

Thanking you,  
Yours faithfully,

**For Swaraj Shares and Securities Private Limited**

  
**Mr. Tanmoy Banerjee**  
**Director**  
Encl.: As above

**Swaraj Shares and Securities Private Limited**

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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  
RAJASTHAN GASES LIMITED**

**OPEN OFFER FOR ACQUISITION OF UP TO 2,15,47,188 (TWO CRORES FIFTEEN LAKHS FORTY-SEVEN THOUSAND ONE HUNDRED EIGHTY-EIGHT) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹3.00/- (RUPEES THREE ONLY) EACH, REPRESENTING 26.00% (TWENTY-SIX PERCENT) OF THE EXPANDED VOTING SHARE CAPITAL OF RAJASTHAN GASES LIMITED, AT AN OFFER PRICE OF ₹9.25/- (NINE RUPEES AND TWENTY-FIVE PAISE ONLY) PER OFFER SHARE, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY MR. RAVI OMPRAKASH AGRAWAL, THE ACQUIRER ALONG WITH M/S RAVI OMPRAKASH AGRAWAL HUF (PAC 1), MS. AMITA RAVI AGRAWAL (PAC 2), MR. NIRAJ OMPRAKASH AGRAWAL (PAC 3), MS. SANCHITI NIRAJ AGRAWAL (PAC 4), MR. DHIRAJ OMPRAKASH AGRAWAL (PAC 5), MS. RUPALI DHIRAJ AGRAWAL (PAC 6), AND MR. SURAJ OMPRAKASH AGRAWAL (PAC 7), COLLECTIVELY REFERRED TO AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER, PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011, AS AMENDED ('OFFER').**

**THIS PUBLIC ANNOUNCEMENT IS BEING ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OPEN OFFER ('MANAGER'), FOR AND ON BEHALF OF THE ACQUIRER ALONG WITH THE PERSONS ACTING IN CONCERT 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 ('PUBLIC ANNOUNCEMENT' OR 'PA').**

**1) DEFINITIONS AND ABBREVIATIONS**

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

**'Acquirer'** for the purpose of this Offer is Mr. Ravi Omprakash Agrawal, s/o Mr. Omprakash Agrawal, aged 42 years, Indian Resident, bearing Permanent Account Number 'ADHPA2891D', resident at 14<sup>th</sup> Floor, Palacio Building, 16<sup>th</sup> Street, Pali Village, Bandra, Mumbai - 400050, Maharashtra, India.

**'BSE'** is the abbreviation for BSE Limited being one of the stock exchanges, where presently the Equity Shares of the Target Company are listed.

**'Board of Directors'** the Board of Directors of the Target Company.

**'CIN'** is the abbreviation for the term Corporate Identification Number issued under the provisions of the Companies Act, 1956/2013, and the rules made thereunder.

**'CSE'** is the abbreviation for The Calcutta Stock Exchange Limited, being one of the stock exchanges, where presently the Equity Shares of the Target Company are listed.

**'Equity Shares'** shall mean the fully paid-up equity shares of the face value of ₹3.00/- (Rupees Three Only) each.

**'Expanded Voting Share Capital'** shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10<sup>th</sup> (Tenth) Working Day from the closure of the Tendering Period for this Offer. This comprises of the existing 53,73,800 (Fifty-Three Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares of the Target Company, and the Preferential Allotment of 7,75,00,000 (Seven Crores Seventy-Five Lakhs) warrants converted into the Equity Shares of the Target Company, aggregating to 8,28,73,800 (Eight Crores Twenty-Eight Lakhs Seventy-Three Thousand Eight Hundred) Equity Shares of the Target Company.

**‘Identified Date’** means the date falling on the 10<sup>th</sup> (Tenth) Working Day prior to the commencement of the Tendering Period for the Offer to determine 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 the expiry of the Tendering Period.

**‘ISIN’** is the abbreviation for International Securities Identification Number.

**‘Offer Documents’** means this Public Announcement, and the 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.

**‘Offer Period’** means period from the date on which the Public Announcement was issued by the Acquirer and PACs, i.e. Saturday, January 06, 2024, 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.

**‘Offer Price’** means a price of ₹9.25/- (Nine Rupees and Twenty-Five Paise Only) per Offer Share. This offer price of ₹9.25/- (Nine Rupees and Twenty-Five Paise Only) per Offer Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the date of exercise of the right of conversion of warrants into the Equity Shares of the Company, being Thursday, January 04, 2024, (which additionally being 2 (Two) Working Days preceding the scheduled date of conversion of such warrants into the Equity Shares of the Target Company), in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.

**‘Offer Shares’** consists of up to 2,15,47,188 (Two Crores Fifteen Lakhs Forty-Seven Thousand One Hundred Eighty-Eight), representing 26.00% (Twenty Six Percent) of the Expanded Voting Share Capital of the Target Company, for which the Acquirer along with Persons Acting in Concert have given this Offer.

**‘Voting Share Capital’** is the fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10<sup>th</sup> (Tenth) working day from the closure of the Tendering Period.

**‘PAN’** is the abbreviation for Permanent account number allotted under the Income Tax Act, 1961.

**‘Public Announcement’** means the Public Announcement dated Saturday, January 06, 2024, 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.

**‘Person Acting in Concert 1’** or **‘PAC 1’** refers to Mr. Ravi Omprakash Agrawal HUF bearing PAN ‘AAKHR6206F’ having office at 14, Jamuna Housing Co-Op Society, Ambedkar Square, Lakadganj, Nagpur – 440008, Maharashtra, India.

**‘Person Acting in Concert 2’** or **‘PAC 2’** refers to Amita Ravi Agrawal, bearing PAN ‘AEXPA5769F’, resident at 1401, 14<sup>th</sup> Floor, Palacio Building, 16th Road, Pali Village, Bandra West, Mumbai – 400050, Maharashtra, India.

**‘Person Acting in Concert 3’** or **‘PAC 3’** refers to Niraj Omprakash Agrawal, bearing PAN ‘AENPA6057N’, resident at Near Inox Plot No 568, Hiwari Layout, Near Vaishnav Devi Chowk, Bagadganj, Nagpur - 440008, Maharashtra, India.

**‘Person Acting in Concert 4’** or **‘PAC 4’** refers to Sanchiti Niraj Agrawal, bearing PAN ‘AKEPA0514B’, resident at Plot No 568, Wardhman Nagar, Hiwari Layout, Bhandewadi, Nagpur - 440008, Maharashtra, India.

**‘Person Acting in Concert 5’** or **‘PAC 5’** refers to Dhiraj Omprakash Agrawal, bearing PAN ‘AENPA6061J’, resident at 22/23, opposite Swapnalok Apartment Shivaji Chowk, Near Inox Poonam Mall, Wardhman Nagar, Nagpur (urban), Bagadganj, Nagpur – 440008, Maharashtra, India.

**‘Person Acting in Concert 6’** or **‘PAC 6’** refers to Rupali Dhiraj Agrawal, bearing PAN ‘ARBPA5124H, resident at Plot no 568 Hiwari Layout, Wardhman Nagar, Bhandewadi, Bagadganj, Nagpur Maharashtra - 440008, India.

**‘Person Acting in Concert 7’** or **‘PAC 7’** refers to Suraj Omprakash Agrawal, bearing PAN ‘ABFPA6900R’, resident at 22/23, Opposite Swapnalok, Apartment, Shivaji Chowk Near Inox Poonam Mall, Wardhman Nagar, VTC Bhandewadi, PO: Bagadganj, Sub District: Mauda, District: Nagpur – 440008, Maharashtra, India .

**‘Person Acting in Concert’ or ‘PACs’** refers to Mr. Ravi Omprakash Agrawal HUF (PAC 1), Amita Ravi Agrawal (PAC 2), Niraj Omprakash Agrawal (PAC 3), Sanchiti Niraj Agrawal (PAC 4), Dhiraj Omprakash Agrawal (PAC 5), Rupali Dhiraj Agrawal (PAC 6), and Suraj Omprakash Agrawal (PAC 7).

**‘Pre-Preferential Issue Paid-Up Share Capital’** means the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue of Warrants convertible into 1 Equity Share of the Target Company, consisting of 53,73,800 (Fifty-Three Lakhs Seventy-Three Thousand Eight Hundred) existing paid-up Equity Shares of the Target Company.

**‘Preferential Allotment of Warrants’** means the preferential allotment of 7,75,00,000 (Seven Crores Seventy-Five Lakhs) warrants convertible into 1 Equity Share of the Target Company to the Acquirer and Persons Acting in Concert, as approved by the Board of Directors of the Target Company at their meeting held on Thursday, July 07, 2022, which was subsequently approved by the members of the Target Company in their 29<sup>th</sup> Annual General Meeting conducted on Saturday, September 24, 2022, and which have been allotted on Saturday, January 06, 2024, subject to any other regulatory approvals, if any.

**‘Preferential Issue to the Acquirer along with PACs’** means the preferential issue of convertible warrants of 3,40,00,000 (Three Crores Forty Lakhs) to the Acquirer along with PACs, as approved by the Board of Directors of the Target Company at their meeting held on as approved by the Board of Directors of the Target Company at their meeting held on Thursday, July 07, 2022, which was subsequently approved by the members of the Target Company in their 29<sup>th</sup> Annual General Meeting conducted on Saturday, September 24, 2022, which have been allotted to the Acquirer along with PACs on Saturday, January 06, 2024, and subject to any other regulatory approvals, if any.

**‘Public Shareholders’** are the equity shareholders of the Target Company other than the Acquirer along with PACs, and other non-promoters category to whom, the Preferential Issue of Convertible Warrants has been made by the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.

**‘SCRR’** is the abbreviation for Securities Contract (Regulation) Rules, 1957, as amended.

**‘SEBI’** is the abbreviation for Securities and Exchange Board of India.

**‘SEBI Act’** is the abbreviation for Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.

**‘SEBI (LODR) Regulations’** is the abbreviation for Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.

**‘SEBI (SAST) Regulations’** is the abbreviation for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.

**‘Target Company’ or ‘RAJGASES’** refers to ‘Rajasthan Gases Limited’ bearing CIN ‘L24111MH1993PLC272204’, with its registered office located at 103, Roha Orion, 16th Street Near 33rd Road, TPS III, Bandra, Mumbai - 400050, Maharashtra, India.

**‘Tendering Period’** shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.

**‘Underlying Transactions’** refers to the Preferential Allotment of Equity Shares pursuant to conversion of Warrants. .

**‘Working Day’** shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

## 2) OFFER DETAILS

<b>Offer Size</b>	The Acquirer and the PACs hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 1,99,87,188 (One Crore Ninety-Nine Lakhs Eighty-Seven Thousand One Hundred Eighty-Eight)2,15,47,188 (Two Crores Fifteen Lakhs Forty-Seven Thousand One Hundred Eighty-Eight), representing 26.00% (Twenty Six Percent) of the Expanded Voting Share Capital of the Target Company, subject to the terms and conditions in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Offer Price / Consideration</b>	The Offer is being made at a price of ₹9.25/- (Nine Rupees and Twenty-Five Paise Only) per Offer Share. This offer price of ₹9.25/- (Nine Rupees and Twenty-Five Paise Only) per Offer Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the date of exercise of the

	<p>right of conversion of warrants into the Equity Shares of the Company, being Thursday, January 04, 2024, (which additionally being 2 (Two) Working Days preceding the scheduled date of conversion of such warrants into the Equity Shares of the Target Company), in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.</p> <p>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 hence the Offer Price has been determined in accordance with the parameters prescribed under Regulation 8 of the SEBI (SAST) Regulations.</p> <p>Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹19,93,11,489.00/- (Rupees Nineteen Crores Ninety-Three Lakhs Eleven Thousand Four Hundred and Eighty-Nine Only), that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer.</p>
<b>Mode of Payment</b>	The Offer Price of ₹9.25/- (Nine Rupees and Twenty-Five Paise Only) per Offer Share will be paid in cash by the Acquirer along with PACs, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations 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.
<b>Type of Offer</b>	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulations pursuant to the exercise of warrants issued by the Preferential Issue of Convertible Warrants made to the Acquirers and the Persons Acting in Concert, at their sole discretion, and subsequent allotment of Equity Shares by the Target Company to the Acquirer and the Persons Acting in Concert on Saturday, January 06, 2024. This Open Offer is not subject to any minimum level of acceptance.

### 3) TRANSACTION WHICH HAS TRIGGERED THIS OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

<b>Type of Transaction (direct/ indirect)</b>	Direct Transaction	
<b>Mode of Transaction (Agreement/ Allotment/Market purchase)</b>	Exercise of Preferential Issue of Convertible Warrants made to the Acquirers and the Persons Acting in Concert on dates Thursday, January 04, 2024, and Friday, January 05, 2024, which had been subsequently converted and allotted as Equity Shares of the Target Company to the Acquirer and the Persons Acting in Concert on vide Board Resolution dated Saturday, January 06, 2024.	
<b>Equity Shares / Voting rights acquired/ proposed to be Acquired</b>	<b>Number of Equity Shares</b>	3,40,00,000 (Three Crores and Forty Lakhs)
	<b>% vis-à-vis Total Expanded Voting Share Capital</b>	41.03% (Forty One point Zero Three Percent)
<b>Total Consideration for Equity Shares / Voting Rights acquired</b>	₹4.00/- (Rupees Four Only)	
<b>Mode of payment (Cash/ securities)</b>	Cash	
<b>Specific Regulation of SEBI (SAST) Regulations which has triggered</b>	Regulations 3(1), and 4 of the SEBI (SAST) Regulations	

**Note:**

*The Acquirer along with the Persons Acting in Concert vide Exercise Letters, exercised their rights of converting their warrants into the Equity Shares, which were allocated to them, vide Board Resolution dated Thursday, July 07, 2022, which was subsequently approved by the members of the Target Company in their 29<sup>th</sup> Annual General Meeting conducted on Saturday, September 24, 2022. In pursuance of which, an amount equivalent to 25.00% (Twenty-Five Percent) of the total consideration (i.e., ₹3,40,00,000.00/- (Rupees Three Crores Forty Lakhs Only)) was paid by the Acquirer and the Persons Acting in Concert at the time of subscription and allotment of Warrants, and the balance 75.00% (Seventy-Five Percent) of the total consideration (i.e., ₹10,20,00,000.00/- (Rupees Ten Crores Twenty Lakhs Only)) had been paid by the Acquirer and the Persons Acting in Concert to the Target Company vide their Exercise Letters dated Thursday, January 04, 2024, and Friday, January 05, 2024, for allotment of 3,40,00,000 (Three Crores Forty Lakhs) Warrants which had subsequently converted into and allotted as Equity Shares vide Board Resolution dated Saturday, January 06, 2024.*

*Vide the Exercise Letters dated Thursday, January 04, 2024, and Friday, January 05, 2024, and subsequent allotment of Equity Shares by the Target Company to the Acquirer and the Persons Acting in Concert vide Board Resolution dated Saturday, January 06, 2024, the Target Company has allotted 3,40,00,000 (Three Crores Forty Lakhs) Equity Shares representing 41.03% (Forty*





DETAILS		ACQUIRER	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	TOTAL
<b>Name of the Acquirer / PAC</b>		Mr. Ravi Omprakash Agrawal	Ravi Omprakash Agrawal HUF	Amita Ravi Agrawal	Niraj Omprakash Agrawal	Sanchiti Niraj Agrawal	Dhiraj Omprakash Agrawal	Rupali Dhiraj Agrawal	Suraj Omprakash Agrawal	--
<b>on shareholding as on the date of the Public Announcement (A)</b>	<b>Equity Shares</b>	(Twelve Lakhs Eighty-Three Thousand)								(Twelve Lakhs Eighty-Three Thousand)
	<b>% of total Expanded Voting Share Capital</b>	1.55% (One point Five-Five Percent)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.55% (One point Five-Five Percent)
<b>Proposed shareholding post-consideration of the Preferential Issue of Warrants converted into Equity Shares (B)</b>	<b>Number of Equity Shares</b>	75,00,000 (Seventy-Five Lakhs)	75,00,000 (Seventy-Five Lakhs)	65,00,000 (Seventy-Five Lakhs)	35,00,000 (Thirty-Five Lakhs)	15,00,000 (Fifteen Lakhs)	35,00,000 (Thirty-Five Lakhs)	15,00,000 (Fifteen Lakhs)	25,00,000 (Twenty-Five Lakhs)	3,40,00,000 (Three Crores Forty Lakhs)
	<b>% of total Expanded Voting Share Capital</b>	9.05% (Nine point Zero Five)	9.05% (Nine point Zero Five)	7.84% (Seven point Eight Four Percent)	4.22% (Four point Two Two Percent)	1.81% (One point Eight One Percent)	4.22% (Four point Two Two Percent)	1.81% (One point Eight One Percent)	3.02% (Three point Zero Two Percent)	41.03% (Forty-One point Zero Three Percent)
<b>Proposed shareholding after the acquisition of Offer Shares © (*Assuming full acceptance in this Offer)</b>	<b>Number of Equity Shares</b>	2,15,47,188 (Two Crores Fifteen Lakhs Forty-Seven Thousand One Hundred Eighty-Eight)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2,15,47,188 (Two Crores Fifteen Lakhs Forty-Seven Thousand One Hundred Eighty-Eight)
	<b>% of Expanded Voting Share Capital</b>	26.00% (Twenty-Six Percent)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	26.00% (Twenty-Six Percent)

DETAILS		ACQUIRER	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	TOTAL
<b>Name of the Acquirer / PAC</b>		Mr. Ravi Omprakash Agrawal	Ravi Omprakash Agrawal HUF	Amita Ravi Agrawal	Niraj Omprakash Agrawal	Sanchiti Niraj Agrawal	Dhiraj Omprakash Agrawal	Rupali Dhiraj Agrawal	Suraj Omprakash Agrawal	--
<b>Post transaction holding (A+B+C+D*)</b> <i>(*Assuming full acceptance in this Offer)</i>	<b>Number of Equity Shares</b>	3,03,30,188 (Three Crores Three Lakhs Thirty Thousand One Hundred and Eighty-Eight)	75,00,000 (Seventy-Five Lakhs)	65,00,000 (Seventy-Five Lakhs)	35,00,000 (Thirty-Five Lakhs)	15,00,000 (Fifteen Lakhs)	35,00,000 (Thirty-Five Lakhs)	15,00,000 (Fifteen Lakhs)	25,00,000 (Twenty-Five Lakhs)	6,43,30,188 (Six Crores Forty-Three Lakhs Thirty Thousand One Hundred and Eighty-Eight)
	<b>% of Expanded Voting Share Capital</b>	36.60% (Thirty-Six point Six Percent)	9.05% (Nine point Zero Five)	7.84% (Seven point Eight Four Percent)	4.22% (Four point Two Two Percent)	1.81% (One point Eight One Percent)	4.22% (Four point Two Two Percent)	1.81% (One point Eight One Percent)	3.02% (Three point Zero Two Percent)	77.62% (Seventy-Seven point Six Two Percent)
<b>Any other interest in the Target Company</b>		Except as stated below, for being preferential holders of Warrants, the Acquirer and the Persons Acting in Concert, do not have any other relations or interest with the Target Company.								

**Notes:**

- (a) *The Acquirer and the PACs 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 other person is acting in concert with the Acquirer and the specified Persons Acting in Concert for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirer and the specified Persons Acting in Concert 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 Acquirer 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 SCRR, the Target Company is required to maintain at least 25.00% (Twenty-Five Percent) of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with the Stock Exchanges read with Rule 19A of the SCRR, the Acquirer and the specified Persons Acting in Concert hereby undertakes that the Target Company shall satisfy the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.*



## 5) DETAILS OF THE SELLING SHAREHOLDERS

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Not Applicable, since this Offer is a triggered mandatory open offer pursuant to the exercise of warrants issued by the Preferential Issue of Convertible Warrants made to the Acquirers and the Persons Acting in Concert, Vide the Exercise Letters dated Thursday, January 04, 2024, and Friday, January 05, 2024, at their sole discretion, and subsequent allotment of Equity Shares by the Target Company to the Acquirer and the Persons Acting in Concert on Saturday, January 06, 2024.

## 6) TARGET COMPANY

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<b>Name</b>	Rajasthan Gases Limited
<b>Registered Office</b>	103, Roha Orion, 16 <sup>th</sup> Street Near 33rd Road TPS III, Bandra, Mumbai, West Mumbai - 400050, Maharashtra, India.
<b>Contact Number</b>	022-26465178
<b>Email Address</b>	info@rajasthangasesltd.com
<b>Scrip Code for BSE Limited</b>	526473
<b>Scrip ID for BSE Limited</b>	RAJGASES
<b>Scrip Code for CSE</b>	028047
<b>ISIN</b>	INE184D01026
<b>PAN</b>	AABCR8664H

## 7) OTHER DETAILS REGARDING THIS OFFER

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- (a) This Public Announcement is made in compliance with Regulations 13 (1) of the SEBI (SAST) Regulations.
- (b) The Acquirer along with the PACs have confirmed that the consummation of the Underlying Transaction is in compliance with the articles of association of the Target Company and the Promoter Company, as available on the website of the Ministry of Corporate Affairs as of date.
- (c) The Acquirer along with the PACs do not have an intention to delist the Target Company pursuant to this Offer.
- (d) 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 (Five) Working Days of this Public Announcement, i.e., on or before Friday, January 12, 2024. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, and the Persons Acting in Concert, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- (e) The Acquirer along with the PACs have given an undertaking that they are aware of and will comply with, the obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- (f) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- (g) The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (h) 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 and the accuracy thereof related to all has not been independently verified by the Manager.
- (i) In this Public Announcement, all references to Re./ Rs. are references to the Indian Rupees.
- (j) In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

- (k) The Acquirer and the PACs are jointly and severally responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. The Acquirer along with the Persons Acting in Concert accept full responsibility for the information contained in this Public Announcement.

**Issued by the Manager to the Open Offer on Behalf of the Acquirer and PACs**



**Swaraj Shares and Securities Private Limited**

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**Contact Person:** Tanmoy Banerjee/ Pankita Patel

**SEBI Registration Number:** INM00012980

**CIN:** U51101WB2000PTC092621

**Place:** Mumbai

**Date:** Saturday, January 06, 2024

**On behalf of all the Acquirer along with the PACs**

**Sd/-**

**Mr. Ravi Omprakash Agrawal**