

ZODIAC-JRD-MKJ LIMITED

Corporate Identification Number: L65910MH1987PLC042107

Registered Office: 910, Parekh Market, 39, J.S.S. Road, Opp. Kennedy Bridge, Opera House, Mumbai- 400004,

Maharashtra, India. | Tel: +91-22-23869731/23866471 | Fax No.: +91-22-23800038;

Email: info@zodiacjrjdmkjltd.com | Website: www.zodiacjrjdmkjltd.com

OPEN OFFER BY MUDIT JAIN ("ACQUIRER 1"), BLUEROCK INDUSTRIAL INFRASTRUCTURE MANAGEMENT LLP ("ACQUIRER 2") AND BLUEROCK INFRASTRUCTURE SOLUTIONS LLP ("ACQUIRER 3") (HEREINAFTER ACQUIRER 1, ACQUIRER 2 AND ACQUIRER 3 COLLECTIVELY REFERRED TO AS "ACQUIRERS") TO ACQUIRE UPTO 13,46,067 (THIRTEEN LAKH FORTY SIX THOUSAND SIXTY SEVEN) FULLY PAID-UP EQUITY SHARES OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 33/- (RUPEES THIRTY THREE ONLY) PER EQUITY SHARE AGGREGATING UPTO ₹ 4,44,20,211/- (RUPEES FOUR CRORE FORTY FOUR LAKH TWENTY THOUSAND TWO HUNDRED ELEVEN ONLY), TO THE PUBLIC SHAREHOLDERS OF ZODIAC-JRD-MKJ LIMITED ("TARGET COMPANY") PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011") ("OFFER" OR "OPEN OFFER").

This Post Offer Advertisement ("Post Offer Advertisement") is being issued by Saffron Capital Advisors Private Limited ("Manager to the Offer"), on behalf of the Acquirers, in connection with the offer made by the Acquirers, pursuant to and in accordance with Regulation 18(12) of the SEBI (SAST) Regulations. This Post Offer Advertisement is to be read in continuation of and in conjunction with: (a) the Public Announcement dated September 08, 2023 ("PA"); (b) the Detailed Public Statement published on September 15, 2023 in Financial Express (English) all editions, Jansatta (Hindi) all editions, Navshakti (Marathi) Mumbai Edition - Place of Registered office of Target Company and Stock Exchange at which shares of Target Company are listed ("DPS"); (c) the Draft Letter of Offer dated September 25, 2023 ("DLOF"); (d) the Letter of Offer dated November 23, 2023 ("LOF") along with Form of Acceptance; and (e) the offer opening public announcement and corrigendum to the DPS that was published on December 06, 2023 in all the newspapers in which the DPS was published. This Post Offer Advertisement is being published in all the newspapers in which the DPS was published.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LOF.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer.

Sr. No.	Particulars	Details
1	Name of the Target Company:	Zodiac-JRD-MKJ Limited
2	Name of the Acquirers:	1. Mudit Jain ("Acquirer 1") 2. Bluerock Industrial Infrastructure Management LLP ("Acquirer 2") 3. Bluerock Infrastructure Solutions LLP ("Acquirer 3")
3	Name of the Manager to the Offer:	Saffron Capital Advisors Private Limited
4	Name of the Registrar to the Offer:	Cameo Corporate Services Limited
5	Offer Details:	
	a. Date of Opening of the Offer:	Thursday, December 07, 2023
	b. Date of Closure of the Offer:	Wednesday, December 20, 2023
6	Date of Payment of Consideration:	Wednesday, December 27, 2023

7. Details of Acquisition				
Sr. No.	Particulars	Proposed in the Offer Document ⁽¹⁾		Actuals
7.1	Offer Price (per equity share)	₹33/-		₹33/-
7.2	Aggregate number of Equity shares tendered in the Offer	13,46,067 ⁽²⁾		11
7.3	Aggregate number of Equity shares accepted in the Offer	13,46,067 ⁽²⁾		11
7.4	Size of the Offer (Number of Equity shares multiplied by offer price per share)	₹ 4,44,20,211/- ⁽²⁾		₹ 363/-
7.5	Shareholding of the Acquirers before Agreements/Public Announcement • Number • % of Voting Share Capital	Nil (0.00%)		Nil (0.00%)
7.6	Equity Shares proposed to be acquired by way of Agreement ("SPA Shares") • Number • % of Fully Diluted Equity Share Capital	14,14,248 (27.32%)		14,14,248 (27.32%)
7.7	Equity Shares acquired after Detailed Public Statement ⁽³⁾ • Number of Equity shares acquired • Price of the Equity shares acquired • % of the Equity shares acquired	Nil NA (0.00%)		Nil NA (0.00%)
7.8	Equity Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	13,46,067 ⁽²⁾ (26.00%) ⁽²⁾		11 ⁽⁵⁾ (Negligible)
7.9	Post offer shareholding of Acquirers* • Number • % of Fully Diluted Equity Share Capital	27,60,315 ⁽²⁾ (53.32%) ⁽²⁾		14,14,259 ⁽⁴⁾⁽⁶⁾ (27.32%) ⁽⁴⁾
7.10	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	Pre Offer 32,10,378 (62.01%)	Post Offer 18,64,311 (36.01%)	Pre Offer 32,10,378 (62.01%)
				Post Offer 32,10,367 (62.01%)

Note:

(1) Percentages disclosed in the table above are computed basis the Voting Share Capital of the Target Company.

(2) Assuming full acceptance in the Open Offer.

(3) Excluding those Equity Shares specified in S. No. 7.6 and 7.8.

(4) Including the 14,14,248 Equity Shares acquired by the Acquirer 3 pursuant to the SPA.

(5) Equity Shares acquired by Acquirer 2 pursuant to Open Offer.

(6) On December 30, 2023 the Acquirers have consummated the SPA, wherein the Sellers have transferred the SPA Shares to the Acquirer 3.

8. The Acquirers accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI at (www.sebi.gov.in), BSE Limited at (www.bseindia.com) and the registered office of the Target Company.

All undefined capitalized terms used herein shall have the same meaning as ascribed to such terms in the Letter of offer.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS:

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS	REGISTRAR TO THE OFFER
 <p>energising ideas</p> <p>Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400059, India; Tel. No.: +91 22 49730394 Fax No.: NA; Email id: openoffers@saffronadvisor.com; Website: www.saffronadvisor.com; Investor grievance: investorgrievance@saffronadvisor.com SEBI Registration Number: INM 000011211; Validity: Permanent Contact Person: Mr. Saurabh Gaikwad/ Mr. Satej Darde</p>	 <p>CAMEO Cameo Corporate Services Limited Subramanian Building", No.1, Club House Road, Chennai - 600002, Tamilnadu, India Tel: +91 44 4002 0700 Fax: +91 44 2846 0129 Email: investor@cameoindia.com Website: www.cameoindia.com SEBI Registration: INR000003753 Validity: Permanent Contact Person: Ms. Sreepriya. K</p>

Place: Mumbai

Date: January 02, 2024