PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED THEREOF.

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

CHARMS INDUSTRIES LIMITED

Registered Office: 108-B/109, Sampada Building, Mithakhali Six Roads, Opp. Hare Krishna Complex, B/H Kiran Motors, Ahmedabad, Gujarat – 380 009

Tel. No. +91 98980 01020; **E-mail:** charmsltd@yahoo.com ; **Website:** www.charmsindustries.com

CIN: L72900GJ1992PLC017494

OPEN OFFER FOR ACQUISITION OF UP TO 7,437,586 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1/- (RUPEE ONE ONLY) EACH ("OFFER SHARES") REPRESENTING 26.00% OF THE EMERGING VOTING SHARE CAPITAL (AS DEFINED BELOW) OF CHARMS INDUSTRIES LIMITED ("TARGET COMPANY"), FROM PUBLIC SHAREHOLDERS (AS DEFINED BELOW) AT AN OFFER PRICE OF ₹ 2/- (RUPEES TWO ONLY), PAYABLE IN CASH, BY MR. MAHENDRABHAI G. PATEL ("ACQUIRER-1"), MR. MUNJAL MAHENDRABHAI PATEL ("ACQUIRER-2"), MR. SANJAYKUMAR RAMESHBHAI PATEL ("ACQUIRER-3") AND MR. RAKESH RAMESH CHANDRA PATEL ('ACQUIRER-4') (COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUB-STANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011") ("OFFER" OR "OPEN OFFER").

This Public Announcement ("PA") is being issued by Kunvarji Finstock Private Limited the Manager to the Open Offer for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13, 14 and 15(1), and other applicable regulations of the SEBI (SAST) Regulations, 2011.

Definitions and Abbreviations:

For the purposes of this PA, the following term shall have the meanings assigned to them below:

"Acquirers" means Mr. Mahendrabhai G. Patel, Mr. Munjal Mahendrabhai Patel, Mr. Sanjaykumar Rameshbhai Patel, and Mr. Rakesh Ramesh Chandra Patel.

"BSE" is the abbreviation for BSE Limited.

"***Board of Directors***" means the Board of Directors of the Target Company.

"Board Meeting" Meeting of the board of directors of the Target Company held on October 23, 2026, to consider preferential allotment of Equity Shares and Convertible Warrants.

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

"DIN" is the abbreviation for the term Director Identification Number issued and allotted under the companies Act 1956/ 2013, and the rules made thereunder.

"Equity Shares" means paid-up Equity Shares of the Target Company of Face Value ₹ 1/- (Rupee One Only) each.

"Emerging Voting Share Capital" shall mean 28,606,100 Equity Shares having Face Value of ₹1/- each of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the Tendering Period. This comprises of (i) Existing Voting Share Capital of the Target Company, i.e., 4,106,100 Equity Shares; and (ii) 24,500,000 Equity Shares proposed to be allotted to the Acquirers and other persons in the Preferential Issue by the Target Company. Further, the 125,500,000 convertible warrants proposed to be allotted by the Target Company to the Acquirers and other persons, of which the Acquirers propose to acquire 91,500,000 warrants, do not form part of the Emerging Voting Share Capital of the Target Company, as these warrants can be exercised at any time after completion of six (6) months from the completion of the Offer and prior to the expiry of eighteen (18) months from the date of their allotment. Accordingly, the said 125,500,000 warrants, each convertible into one Equity Share upon exercise, shall not be considered part of the total share capital of the Target Company as on the tenth working day from the closure of the Tendering Period.

"Identified Date" means the date falling on the 10th 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" means an Open Offer being made by the Acquirers for acquisition of up to 7,437,586 Equity Shares representing 26.00% of the Emerging Voting Share Capital of the Target Company, at an Offer Price of ₹ 2/- (Rupees Two Only) each per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of an amount of ₹ 1,48,75,172/- (Rupees One Crore Forty Eight Lakhs Seventy Five Thousand One Hundred Seventy Two Only) that will be Offered to the Public Shareholders who validly tender their Offer shares in the Offer.

"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 Acquirers 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.

"***PAN"*** is the abbreviation for Permanent Account Number allotted under the Income Tax Act, 1961.

"***Preferential Allotment"/"Preferential Issue"*** shall mean the proposed issue and allotment by the Target Company of an aggregate of 24,500,000 (Two Crore Forty Five Lakh) Equity Shares and 125,500,000 (Twelve Crore Fifty-Five Lakh) Convertible Warrants, each having a face value of ₹1/- (Rupee One only), to the proposed allottees, being the Acquirers and non-promoters, for cash consideration at a price of ₹2/- (Rupees Two only) per Equity Share and ₹2/- (Rupees Two only) per Convertible Warrant, on a preferential basis, of which 20,000,000 (Two Crore) Equity Shares are proposed to be allotted to the Acquirers and 91,500,000 (Nine Crore Fifteen Lakh) Convertible Warrants are proposed to be issued to the Acquirers, with each Convertible Warrant being convertible into one (1) Equity Share of the Target Company, provided that the Preferential Issue was approved by the Board of Directors of the Target Company at its meeting held on October 23, 2026, and is subject to approval by the shareholders of the Target Company and receipt of any other necessary regulatory approvals.

"Public Announcement" means the Public Announcement, issued in accordance and compliance with the provisions of Regulation 3(1) and 4 read with Regulations 13(1), 14, and 15(1) of the SEBI (SAST) Regulations, 2011.

"Promoters and Promoter Group" refers to the existing promoters and members of the promoter group of the Target Company, in accordance with the provisions of Regulations 2(1)(s) and 2(1)(t) of the SEBI (SAST) Regulations, 2011, read with Regulations 2(1)(oo) and 2(1)(pp) of the SEBI (ICDR) Regulations, 2018.

"***Promoter Sellers / Sellers / Selling Shareholders"*** refers to the existing promoters of the Target Company namely Shivkumar Raghunandan Chauhan and Nehalben Shivkumar Chauhan.

"Public Shareholders" means all the Equity Shareholders of the Target Company excluding (i) the Promoters and members of the Promoter Group of the Target Company; (ii) the Acquirers and (iii) The allottees in the preferential issue (iv) the Parties to the SPA (v) any person deemed to be acting in concert ("Deemed PAC") with the parties set out in (i), (ii) and (iii) herein, pursuant to and in compliance with the SEBI (SAST) Regulations, 2011.

"SCRR" means Securities Contract (Regulation) Rules, 1957, as amended.

"***SEBI***" means Securities and Exchange Board of India.

"***SEBI (ICDR) Regulations, 2018***" means Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.

"***SEBI (LODR) Regulations, 2015***" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.

"SEBI (SAST) Regulations, 2011" means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.

"SPA" means Share Purchase Agreement executed on October 23, 2026, executed between Acquirers and Sellers for acquiring 10,00,463 (Ten Lakh Four Hundred Sixty Three) Equity Shares carrying voting rights representing 24.37% of the existing paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of ₹ 2/- (Rupees Two Only) per Equity share aggregating to ₹ 20,00,926/- (Rupees Twenty Lakh Nine Hundred Twenty Six Only).

"Underlying Transactions" means, collectively, (i) the acquisition by the Acquirers of 10,00,463 Equity Shares from the Sellers pursuant to the share purchase agreement dated October 23, 2026; and (ii) the proposed acquisition by the Acquirers, by way of preferential allotment by the Target Company, of 20,000,000 Equity Shares and 91,500,000 convertible warrants. The Convertible Warrants have not been included in the Emerging Voting Share Capital of the Target Company, as they are convertible into Equity Shares only after the expiry of six (6) months from the completion of the Offer and prior to the expiry of eighteen (18) months from the date of their allotment. Details of the Convertible Warrants have nevertheless been disclosed, as their proposed preferential allotment constitutes a related and simultaneous transaction forming part of the Acquirers' overall acquisition strategy.

"Tendering Period" has the meaning ascribed to it under the SEBI (SAST) Regulations, 2011.

"Working Day" means any working day of the Securities and Exchange Board of India.

1. Offer Details

- **Offer Size:** Up to 7,437,586 Offer Shares, representing 26.00% of the Emerging Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement, and the Offer Documents, that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.
- **Offer Price:** The Open Offer is made at a Price of ₹ 2/- (Rupees Two Only) per Offer Share ("**Offer Price**"). The Equity Shares of the Target Company are not frequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. The Offer Price has been determined in accordance with the provisions of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance under this Open Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations, 2011 will be ₹ 1,48,75,172/- (Rupees One Crore Forty-Eight Lakhs Seventy-Five Thousand One Hundred Seventy-Two Only).
- **Mode of payment:** The Offer Price of ₹ 2/- (Rupees Two Only) per Offer Share will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 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, 2011;
- **Type of Offer (Triggered Offer / ~~Voluntary Offer / Competing Offer~~):** This Open Offer is a mandatory Offer made by the Acquirers in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011, pursuant to acquisition of substantial voting rights and control of the Target Company.

  As on the date of this PA, there are no Persons Acting In Concert (PAC) with the Acquirers, and the Acquirers do not hold any Equity Shares of the Target Company.

2. Transaction which has triggered the Offer obligations ("Underlying Transaction")

This Open Offer is being made pursuant to the Underlying Transactions, which have triggered the Offer obligations under the applicable SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, and collectively mean: (i) the acquisition by the Acquirers of 10,00,463 Equity Shares from the Sellers pursuant to the share purchase agreement dated October 23, 2026; and (ii) the proposed acquisition by the Acquirers, by way of preferential allotment by the Target Company, of 20,000,000 Equity Shares, as proposed by the Board of Directors of the Target Company in their meeting held on October 23, 2026, subject to approval of the shareholders and other regulatory authorities. These Underlying Transactions, upon consummation, would result in the Acquirers acquiring shares/voting rights in the Target Company in excess of the threshold prescribed under the Takeover Regulations, thereby triggering the obligation to make this Open Offer.

Details of the Underlying Transaction					
Type of Transaction (di-	Mode of Transaction (Agreement/ Allotment/ market pur-	Shares / Voting rights acquired/ proposed to be acquired	Total Consideration for Shares / Voting	Mode of payment (Cash/ Secu-	Regulation which has Triggered

rect/ indirect)	chase)	Number	% of Total Emerging Voting share capital	Rights acquired (Rs.)	rities)	
Direct Acquisition	Share Purchase Agreement dated October 23, 2026	10,00,463	3.50%	20,00,926/-	Cash	Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011
	Proposed Preferential Allotment of Equity Shares	20,000,000	69.91%	40,000,000/-		
	Proposed Preferential Allotment of Convertible Warrants	125,500,000	-	2,510,00,000/-		

***Note**: The difference, if there is any, in the percentage is due to rounding off. Further, the preferential allotment of convertible warrants does not form part of the Emerging Voting Share Capital of the Target Company as on the tenth working day from the closure of the Tendering Period, since the Convertible Warrants are convertible into Equity Shares only after the expiry of six (6) months from the completion of the Offer and prior to the expiry of eighteen (18) months from the date of their allotment. However, the same has been disclosed as it constitutes a related and simultaneous transaction forming part of the overall acquisition strategy.*

3. Acquirers

Details		Acquirer-1	Acquirer-2	Acquirer-3	Acquirer-4	Total
Name of Acquirers ~~/ PAC(s)~~		Mahendrabhai G. Patel	Munjal Mahendrabhai Patel	Sanjaykumar Rameshbhai Patel	Rakesh Ramesh Chandra Patel	-
Address		20-21, Kalhar Exotica, NR. Divine Bungalow, Science city road, sola, Ahmedabad, Gujarat-380060, India		01, Shantanu Bungalows, B/H Rajpath Club, Bodakdev, Ahmedabad, Gujarat - 380054, India		-
PAN		ABIPP9463H	AFXPP7705F	AHMPP4220G	AQCPP1410H	-
Name(s) of persons in control ~~/ promoters of Acquirer / PAC where Acquirer / PAC are companies~~		Not Applicable				-
Name of the Group, if any, to which the Acquirers belongs to		Not Applicable				-
Pre-transaction Shareholding	**No. of Equity Shares**	NIL	NIL	NIL	NIL	-
	% of Emerging Voting Capital	NIL	NIL	NIL	NIL	-
Proposed shareholding after the acquisition of shares which Triggered the Open Offer pursuant to SPA and preferential issue of Equity Shares (i.e., assuming full ac-	**No. of Equity Shares**	52,50,118	52,50,115	52,50,115	52,50,115	2,10,00,463
	% of Emerging Voting Capital	18.35	18.35	18.35	18.35	73.41

Details	Acquirer-1	Acquirer-2	Acquirer-3	Acquirer-4	Total
ceptance of Open Offer) #					
Any other interest in the Target Company	As of the date, except for being parties to the Share Purchase Agreement, the Acquirers don't hold any interest or maintain any relationship in or with Target Company				

** All the Acquirers other than Acquirer-1, as mentioned above, have given Power of Attorney dated October 23, 2026, to Mr. Mahendrabhai G. Patel ("Acquirer-1") in respect of all matters relating to this Open Offer.*

Acquirer-2 is the son of Acquirer-1 and Acquirer-3 is the brother of Acquirer-4.

 # Under Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding on a continuous basis, subject to applicable law. Assuming full acceptance of the Offer and completion of the Underlying Transactions, the Acquirers would hold an aggregate of 2,84,38,049 Equity Shares (99.41% of the Emerging Voting Share Capital) and the residual public shareholding would be 1,68,051 Equity Shares (0.59%). Accordingly, public shareholding would fall below the minimum public shareholding requirement. The Acquirers undertake to take the steps required under Regulation 7(4) of the SEBI (SAST) Regulations, 2011, Rule 19A of the SCRR and Regulation 38 of the SEBI (LODR) Regulations, 2015 to restore the prescribed public shareholding within the applicable period. The detailed manner of compliance will be disclosed in the Offer Documents, in accordance with applicable law.

4. Details of Selling Shareholders

Sr. No.	Name of Selling Shareholders	Nature of entity	Address	Nature of Shares	Part of Promoter/ Promoter Group (Yes/No)	Details of Equity Shares/ Voting Rights held by the Selling Shareholders			
						Pre Transaction		Post Transaction	
						No. of Equity Shares	%	No. of Equity Shares	%
1.	Shivkumar Raghunandan Chauhan	Individual	A/8, Riddhi Siddhi Bunglows, Near Ramdevnagar, Cross Road Satellite, Ahmedabad, Gujarat – 380 015, India	Equity Shares	Yes	9,68,540	23.59	NIL	NIL
2.	Nehalben Shivkumar Chauhan				Yes	31,923	0.78	NIL	NIL

Upon completion of the acquisition of the Sale Shares in accordance with the SPA, the Sellers shall have transferred all of their respective Sale Shares to the Acquirers and shall cease to hold any Equity Shares in, or exercise control over, the Target Company. The transfer of control and management of the Target Company to the Acquirers is contemplated under the SPA. Any reclassification of the Sellers from the promoter/promoter group category to the public category shall be undertaken, where applicable, in accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended, and shall be subject to the fulfilment of the applicable conditions and completion of the prescribed procedure. Out of 31,923 Equity Shares, 4,840 Equity Shares are held in physical form by Nehalben Shivkumar Chauhan.

5. Target Company

Name	Charms Industries Limited
Corporate Identification Number	L72900GJ1992PLC017494
Registered Office Address	108-B/109, Sampada Building, Mithakhali Six Roads, Opp. Hare Krishna Complex, B/H Kiran Motors, Ahmedabad, Gujarat – 380 009
Email IDs	charmsltd@yahoo.com
Stock Exchanges where listed	BSE Limited
Scrip Symbol & Code	Scrip Symbol: CHARMS and Scrip Code: 531327
International Securities Identification Number (ISIN)	INE442C01012 (OLD-Suspended) INE442C01020 (NEW) and Temp ISIN - IN8442C01029

Any Other details	Pursuant to the NCLT Ahmedabad Order dated March 26, 2026, the face value of the Equity Shares of Charms Industries Limited was reduced from ₹10/- to ₹1/- per share, thereby reducing the paid-up share capital from ₹4,10,61,000/- to ₹41,06,100/-, without any change in the number of shares. To affect the capital reduction pursuant to NCLT Order, the Company fixed May 20, 2026 as Record Date. The Company has received the Listing Approval from BSE of 41,06,100 Equity shares of ₹1/- each issued bearing distinctive no 1 to 4106100 pursuant to the Scheme for Reduction of Share Capital vide its' letter dated August 14, 2026. The Target Company applied for necessary corporate action to NSDL and CDSL and being allotted a new ISIN INE442C01020. The necessary corporate action to credit the new equity shares of ₹1/- each is in process. Further, the Shares of the Company are suspended from trading due to procedural reason (reduction of capital) as on date of this Public Announcement.

6. Other Details

- This PA is made in compliance with Regulation 13(1) of the SEBI (SAST) Regulations, 2011.
- The Acquirers are making Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.
- The Acquirers does not have an intention to delist the Target Company pursuant to this Offer.
- 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, 2011 shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before October 30, 2026. This Public Announcement is made in compliance with Regulations 13(1) of the SEBI (SAST) Regulations, 2011. The Acquirers accept full responsibility for the information contained in this Public Announcement. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, 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. The Detailed Public Statement will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, 2011, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the Registered Office of the Target Company is situated, and any one regional language daily newspaper at the place of the Stock Exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement.
- The Acquirers undertake that they are fully aware of and shall comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet their obligations under this Offer. The Acquirers have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- This Offer is not being issued pursuant to a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- The information pertaining to Target Company contained in this Public Announcement has been compiled from the information published or publicly available sources or provided by the Target Company. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Offer.
- In this PA, all references to "Re.", "Rs." & '₹' are references to the Indian Rupee(s).

ISSUED ON BEHALF OF ACQUIRERS BY MANAGER TO THE OFFER

KUNVARJI® Let's Grow Together™	**Name**	:	Kunvarji Finstock Private Limited
	Registered Office Address	:	Block B, First Floor, Siddhi Vinayak Towers, Off S. G. Highway Road, Mouje Makarba, Ahmedabad, Gujarat – 380051.
	Contact No.	:	+91 79 6666 9000
	Website		www.kunvarji.com/merchant-banking/
	SEBI Reg. No.		INM000012564
	Contact Person	:	Mr. Devesh Khandelwal
	Email Id Investor	:	mb@kunvarji.com
	Grievance ID	:	mb.investorgrievances@kunvarji.com

For and on behalf of the Acquirers

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Mahendrabhai G. Patel (Acquirer-1)
Date: October 23, 2026
Place: Ahmedabad