

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (DLOO) is sent to you as an Equity Shareholder(s) of Moongipa Securities Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this DLOO and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."

OPEN OFFER BY

MR. RAHUL GUPTA

Residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +91-9810086439; Fax: NA; Email ID: contact@rahulgupta.co
(Hereinafter referred to as 'Acquirer 1')

MR. ROHAN GUPTA

106, Hargobind Enclave, Vikas Marg, Delhi – 110092; Ph. No.: +919999666685; Fax: NA; Email ID: rohanbtid@yahoo.com
(Hereinafter referred to as 'Acquirer 2')

(Hereinafter collectively referred to as 'Acquirers')

To acquire upto 13,02,652 (Thirteen Lacs Two Thousand Six Hundred and Fifty Two) Equity Shares of face value of INR 10.00/- each representing 26.00% of the total paid-up equity share capital of

MOONGIPA SECURITIES LIMITED

Registered Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005, India;
Ph. No.: +91-41450121; Fax: NA;

Email ID: moongipas@gmail.com; Website: www.moongipa.net

(Hereinafter referred to as 'Target Company')

At a price of INR 17 (Indian Rupees Seventeen only) per fully paid up equity share payable in cash, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 And subsequent amendments thereto.

1. This offer is being made by the Acquirers pursuant to Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares in the Target Company.
2. The Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this Draft Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirers upto one working day prior to the commencement of the tendering period i.e. upto October 11, 2021, Monday or in the case of withdrawal of offer, the same would be informed by way of the Offer Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered anytime during the offer.
6. **THERE IS NO COMPETING OFFER TILL DATE.**
7. A copy of Public Announcement, Detailed Public Statement, and Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 'PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER' (PAGE NO. 23 to 30). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS DRAFT LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph. No.: +91-11-40622228/ +91-11-40622248

Fax. No.: 91-11-40622201

Email ID: manoj@indiaccp.com / ruchika.sharma@indiaccp.com

SEBI Regn. No.: INM000011435

Offer Opens on: October 13, 2021

REGISTRAR TO THE OFFER



BEETAL FINANCIAL AND COMPUTER SERVICES PVT. LTD.

CIN: U67120DL1993PTC052486

BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062

Contact Person: Mr. Punit Kumar Mittal

Ph. No.: +91-11-29961281, +91-11-26051061, +91-11-26051064;

Fax. No.: +91-11-29961284;

Email: beetal@beetalfinancial.com, beetalrta@gmail.com;

SEBI Regn. No.: INR 000000262

Offer Closes on: October 28, 2021

SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	DATE AND DAY
Public Announcement (PA) Date	August 20, 2021 Friday
Detailed Public Statement (DPS) Date	August 27, 2021 Friday
Last date for a competing offer	September 20, 2021 Monday
Identified Date*	September 29, 2021 Wednesday
Date by which Letter of Offer will be despatched to the shareholders	October 06, 2021 Wednesday
Issue Opening PA Date	October 12, 2021 Tuesday
Last date by which Board of TC shall give its recommendations	October 11, 2021 Monday
Date of commencement of tendering period (Offer opening Date)	October 13, 2021 Wednesday
Date of expiry of tendering period (Offer closing Date)	October 28, 2021 Thursday
Date by which all requirements including payment of consideration would be completed	November 15, 2021 Monday

() Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated August 20, 2021 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer.*

RISK FACTORS

Given below are the risks related to the transaction, proposed Offer and those associated with Acquirers:

(A) Relating to Transaction:

1. This Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011').
2. In terms of Regulation 23(1) of SEBI (SAST) Regulations, 2011, there may be an event which warrants withdrawal of the Offer. The Acquirers make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer. To the best of the knowledge of the Acquirers, for the acquisition of 82.25% of the total paid-up equity share capital of the Target Company and control over the Target Company by the Acquirers, approval from Reserve Bank of India is required and in case the approval would not be received then the transfer of 56.25% shares and control over the Target Company under Share Purchase Agreement ('SPA') would not be completed and the Open Offer would be withdrawn in terms of the provisions of Regulation 23(1)(a) of SEBI (SAST) Regulations, 2011.

(B) Relating to the Offer:

1. This Offer is subject to the provisions of SEBI (SAST) Regulations, 2011, and in case of non-compliance by the Acquirers with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirers shall not act upon the acquisition of equity shares under the Offer.
2. In the event that either (a) the regulatory approvals are not received in a timely manner; or (b) there is any court or regulatory order to stay the offer; or (c) SEBI instructs Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of MSL, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and Regulation 18(11A) of the SEBI (SAST) Regulations, 2011.
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. Acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer.
5. The tendered physical shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and the shareholders who will tender their equity

shares would not be able to trade such equity shares held in trust by the Registrar to the Offer during such period. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Draft Letter of Offer (DLOO)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.

6. This DLOO has not been filed, registered with or approved in any jurisdiction outside India. Recipients of the DLOO who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration/approval requirements.
7. The Shareholders should note that, under the Securities and Exchange Board of India (Substantial Acquisition and Takeovers) Regulations, 2011, once the Shareholders have tendered their Equity Shares, they will not be able to withdraw their Equity Shares from the Offer during the Tendering Period even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the dispatch of consideration.

(C) Relating to Acquirers:

1. No person is acting as Person Acting in Concert ('PAC') with the Acquirers in this Open Offer.
2. Acquirers make no assurance with respect to the financial performance of the Target Company and expressly disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
3. Acquirers make no assurance with respect to their investment/ divestment decisions relating to their proposed shareholding in the Target Company.
4. Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

The risk factors set forth above, pertains to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of MSL are advised to consult their stock brokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS

S. No.	Abbreviations	Particulars
1.	Acquirers or The Acquirers	MR. RAHUL GUPTA MR. ROHAN GUPTA
2.	Board of Directors / Board	Board of Directors of MOONGIPA SECURITIES LIMITED
3.	Book Value per equity share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	Buying Broker	Integrated Master Securities (Private) Limited
6.	CIN	Corporate Identity Number
7.	Companies Act, 2013	The Companies Act, 2013, as amended from time to time
8.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspapers on August 27, 2021, Friday
9.	Depositories	CDSL and NSDL
10.	DLOO or Draft Letter of Offer	This Draft Letter of Offer is the document filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations, 2011
11.	DP	Depository Participant
12.	EPS/ Earning Per Share	Profit after Tax / Number of Equity Shares issued
13.	Escrow Agreement	Escrow Agreement dated August 20, 2021 between Acquirers, Escrow Agent and Manager to the Offer
14.	Escrow Bank/ Escrow Agent	YES Bank Limited having its branch office at D-12, South Extension, Part – II, New Delhi – 110049
15.	Equity Shareholders	All holders of Equity Shares, including Beneficial Owners
16.	Equity Shares or Shares	Fully paid-up equity shares of face value of INR 10.00 each of the Target Company
17.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
18.	Form of Acceptance	Form of Acceptance cum Acknowledgement
19.	Identified Date	The date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period i.e. September 29, 2021, Wednesday for the purpose of determining the Shareholders to whom the Letter of Offer ('LOO') in relation to this Offer shall be sent
20.	INR or Rs.	Indian Rupees

21.	LOO/ Letter of Offer	Letter of Offer is the document which shall be dispatched to the shareholders of the Target Company post receipt of observation letter from SEBI
22.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
23.	N.A.	Not Available/Not Applicable
24.	NRI	Non Resident Indian
25.	NBFC	Non-Banking Financial Company
26.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 13,02,652 (Thirteen Lacs Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the total paid-up equity share capital of the Target Company at a price of INR 17 (Indian Rupees Seventeen Only) per fully paid-up equity share payable in cash
27.	Offer Period	August 20, 2021, Friday to November 15, 2021, Monday
28.	Offer Price	INR 17 Indian Rupees Seventeen only) per fully paid up Equity Share payable in cash
29.	PAT	Profit After Tax
30.	Paid-up Equity Shares	50,10,200 (Fifty Lacs Ten Thousand and Two Hundred) Equity Shares of INR 10.00 each
31.	Persons eligible to participate in the Offer	All the Registered shareholders of MOONGIPA SECURITIES LIMITED and unregistered shareholders who own the Equity Shares of MOONGIPA SECURITIES LIMITED any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated August 20, 2021 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company
32.	Paid-up Equity Share Capital	INR 5,01,02,000 (Indian Rupees Five Crores One Lac and Two Thousand Only) representing 50,10,200 (Fifty Lacs Ten Thousand and Two Hundred) equity shares of INR 10.00 each
33.	Public Announcement or PA	Public Announcement submitted to BSE, SEBI and TC on August 20, 2021, Friday

34.	Registrar or Registrar to the Offer	Beetal Financial and Computer Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time
35.	RBI	The Reserve Bank of India
36.	Return on Net Worth	(Profit After Tax/Net Worth)*100
37.	SCRR	Securities Contracts (Regulation) Rules, 1957, as amended or modified
38.	SEBI Act	Securities and Exchange Board of India Act, 1992
39.	SEBI	Securities and Exchange Board of India
40.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
41.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
42.	Sellers or the Sellers	(i) Mr. Suresh Chander Jain (ii) Mr. Sanjay Jain (iii) Ms. Pooja Jain (iv) Ms. Nirmal Jain (v) Sanjay Jain and Sons HUF (vi) Ms. Rosy Gupta (vii) Suresh Chander Jain and Sons HUF (viii) Ms. Ruchi Jain (ix) Mr. Vimal Kumar Mehta (x) Moongipa Capital Finance Limited
43.	Shareholders	All the equity shareholders of the Target Company excluding— (i) the Acquirers; (ii) persons acting in concert with the Acquirers; and (iii) the parties to any underlying agreement i.e. the Share Purchase Agreement dated August 20, 2021 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company
44.	Target Company/ TC/ MSL	Moongipa Securities Limited

45.	Tendering Period	October 13, 2021, Wednesday to October 28, 2021, Thursday
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2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF ACQUIRERS OR THE TARGET COMPANY WHOSE SHARES IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 01, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011. THE FILING OF THE DLOO DOES NOT, HOWEVER, ABSOLVE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

- 3.1.1. This Open Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for the acquisition of substantial shares and control over the Target Company by the Acquirers.
- 3.1.2. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 3.1.3. The salient features of SPA are as follows—
 - The Acquirers have entered into SPA dated August 20, 2021 with the existing members of the promoter and promoter group of the Target Company naming Mr. Suresh Chander Jain, Mr. Sanjay Jain, Ms. Pooja Jain, Ms. Nirmal Jain, Sanjay Jain and Sons HUF, Ms. Rosy Gupta, Suresh Chander Jain and Sons HUF, Ms.

Ruchi Jain, Mr. Vimal Kumar Mehta and Moongipa Capital Finance Limited (hereinafter referred to as 'Sellers') for the acquisition of control and 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the paid up equity share capital of the Target Company of face value of INR 10.00/- (Indian Rupees Ten Only) at a price of INR 17/- (Indian Rupees Seventeen Only) per Equity Share of the Target Company aggregating to INR 4,79,08,601 (Indian Rupees Four Crores Seventy Nine Lacs Eight Thousand Six Hundred and One Only) to be paid in cash.

- Since the Target Company is an NBFC, the SPA is subject to approval of RBI for the acquisition of substantial shares and change in control and management in terms of the RBI Circular. Immediately upon signing of this Agreement, the Sellers shall approach the Target Company and ensure that the Target Company files necessary application to RBI for the acquisition of substantial shares and change in control and management in favour of the Acquirers.
- In case RBI approval is not received, the SPA would be rescinded and the Open Offer would be withdrawn in terms of the provisions of Regulation 23 of SEBI (SAST) Regulations.

- 3.1.4. Pursuant to the entering into SPA, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Pursuant to the triggering event, the Acquirers have made this Offer to acquire upto 13,02,652 (Thirteen Lacs Two Thousand Six Hundred and Fifty Two) fully paid up equity shares at an Offer Price of INR 17 (Indian Rupees Seventeen Only) constituting 26.00% of the paid up equity share capital of the Target Company, payable in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 subject to the terms and conditions as set out in PA, this DPS and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- 3.1.5. Pursuant to this Offer, the shareholding of the Acquirers would increase from Nil to 41,20,805 (Forty One Lacs Twenty Thousand Eight Hundred and Five) Equity Shares representing 82.25% of the paid-up equity share capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.1.6. As on the date of PA, the Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ('**SEBI Act**') as amended or under any other regulation made under the SEBI Act.
- 3.1.7. As on the date of PA, the Acquirers have not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 3.1.8. As on the date of PA, the Acquirers have not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

- 3.1.9. Post to the acquisition of substantial shares and control over the Target Company, the Acquirers will appoint professional representatives on the Board of the Target Company, one such representative would be Mr. Anil Kumar Bansal, who is a former Executive Director of the Indian Overseas Bank having four decades of rich experience in the banking industry. The Acquirers will retain the existing Director(s)/ Employee(s) of the Target Company after the completion of Open Offer process and may upon their discretion can change the Board constitution and Employee structure in the Target Company.
- 3.1.10. The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2. Details of the proposed offer

- 3.2.1. In accordance with Regulations 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers have made a PA on August 20, 2021 to SEBI, BSE and TC and the DPS was published on August 27, 2021 in the following newspapers:

Newspapers	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Pratahkal (Marathi)	Mumbai Edition

The DPS is also available on the website of SEBI www.sebi.gov.in, BSE www.bseindia.com, and on the website of Manager to the Offer www.corporateprofessionals.com

- 3.2.2. The Acquirers have made this Takeover Open Offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders (other than Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated August 20, 2021 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company) of the Target Company to acquire upto 13,02,652 (Thirteen Lacs Two Thousand Six Hundred and Fifty Two) fully paid up Equity Shares of INR 10.00 (Indian Rupees Ten only) each representing 26.00% of the total paid up equity share capital of the Target Company at a price of INR 17 (Indian Rupees Seventeen Only) per fully paid up equity share ('Offer Price'), payable in cash subject to the terms and conditions set out in the PA, DPS and this Draft Letter of Offer.
- 3.2.3. There are no partly paid up shares in the Target Company.
- 3.2.4. There is no differential pricing in the Offer.
- 3.2.5. This is not a Competitive Bid in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 3.2.6. The Offer is not a conditional offer and is not subject to any minimum level of acceptance from the shareholders. The Acquirers will accept the Equity Shares of MSL those are tendered in valid form in terms of this offer upto a maximum 13,02,652 (Thirteen Lacs Two Thousand

- Six Hundred and Fifty Two) fully paid up Equity Shares of INR 10.00 (Indian Rupees Ten only) each representing 26.00% of the total paid-up equity share capital of the Target Company.
- 3.2.7. The Acquirers have not acquired any shares of Target Company after the date of PA i.e. August 20, 2021 and upto the date of this DLOO.
- 3.2.8. The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9. As on the date of DLOO, the Acquirers do not hold any Equity Shares of the Target Company.
- 3.2.10. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers will hold 41,20,805 (Forty One Lacs Twenty Thousand Eight Hundred and Five) Equity Shares representing 82.25% of the paid up equity share capital of the Target Company as on the tenth working day after the closure of the Tendering Period. As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the SCRR, the Acquirers are required to maintain at least 25 percent public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to this Open Offer, the public shareholding in the Target Company will reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015, the Acquirers undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of SCRR, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations, 2011 and will reduce the non-public shareholding within the time period mentioned therein.
- 3.2.11. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

3.3. Object of the Acquisition/ Offer

- 3.3.1. The main object of this Offer is acquisition of substantial shares and control over the Target Company.
- 3.3.2. The objective behind acquisition of substantial shares and control over the Target Company is to enter into financial business. The Acquirers will appoint professional representatives on the Board of the Target Company upon acquisition of substantial shares and control over the Target Company, one such representative would be Mr. Anil Kumar Bansal, who is a former Executive Director of the Indian Overseas Bank having four decades of rich experience in the banking industry. The Acquirers will retain the existing Director(s)/ Employee(s) of the Target Company after the completion of Open Offer process and may upon their discretion can change the Board constitution and Employee structure in the Target Company.

4. BACKGROUND OF THE ACQUIRERS

4.1. MR. RAHUL GUPTA ('ACQUIRER 1')

- 4.1.1. Acquirer 1 having PAN BDIPG3993A under the Income Tax Act, 1961 is the son of Mr. Sanjay Gupta, presently residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +91-9810086439; Fax: NA; Email ID: contact@rahulgupta.co
- 4.1.2. Acquirer 1 has completed B. Com (Hons) from Delhi University and has also completed executive courses in the field of Management from reputed B-Schools like London School of Economics, Indian Institute of Management, Ahmedabad. He is an entrepreneur with an experience of more than 6 years in Steel Tubes manufacturing business and has handled operational management, marketing and institutional sales. He is the recipient of 'Young Achiever Award' for Organisation Building at Global HR Summit 2017.
- 4.1.3. The Net Worth of Acquirer 1 as on July 31, 2021 is INR 271.94 crores (Indian Rupees Two Hundred Seventy One Crores and Ninety Four Lacs Only) as certified by Mr. Praveen Kumar Jain (Membership No.: 82515), Partner of VAPS & Co., Chartered Accountants having office at C-42, South Extension, Part – II, New Delhi – 110049; Ph. No.: +91-11-41641415, +91-11-41645051; Email ID: info@vaps.co.in vide its certificate dated August 20, 2021.
- 4.1.4. As on the date of PA, Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
- 4.1.5. As on the date of PA, Acquirer 1 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 4.1.6. As on the date of PA, Acquirer 1 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.1.7. As on the date of PA, Acquirer 1 does not hold any shares in the Target Company. Acquirer 1 has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.1.8. Acquirer 1 has not acquired any shares of Target Company through open offers in past.
- 4.1.9. As on the date of PA, Acquirer 1 does not hold any interest in the Target Company.

4.2. MS. ROHAN GUPTA ('ACQUIRER 2')

- 4.2.1. Acquirer 2 having PAN CFAPG2443C under the Income Tax Act, 1961 is the son of Mr. Sanjay Gupta, presently residing at 106, Hargobind Enclave, Vikas Marg, Delhi – 110092; Ph. No.: +919999666685; Fax: NA; Email ID rohanbtld@yahoo.com
- 4.2.2. Acquirer 2 has done his Bachelors of Business Administration ('BBA') from Amity University, Noida. Presently, he holds an experience of nearly 2 years in Finance and Operations in manufacturing industry.
- 4.2.3. The Net Worth of Acquirer 2 as on July 31, 2021 is INR 122.56 Crores (Indian Rupees One Hundred Twenty Two Crores and Fifty Six Lacs Only) as certified by Mr. Praveen Kumar Jain

(Membership No.: 82515), Partner of VAPS & Co., Chartered Accountants having office at C-42, South Extension, Part – II, New Delhi – 110049; Ph. No.: +91-11-41641415, +91-11-41645051; Email ID: info@vaps.co.in vide its certificate dated August 20, 2021.

- 4.2.4. The Acquirer 2 has not acquired any shares of Target Company through open offers in past. Also, as on the date of this DLOO, Acquirer 2 does not hold any shares in the Target Company.
- 4.2.5. As on the date of PA, Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
- 4.2.6. As on the date of PA, Acquirer 2 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 4.2.7. As on the date of PA, Acquirer 2 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.2.8. As on the date of PA, Acquirer 2 does not hold any shares in the Target Company. Acquirer 2 has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.2.9. Acquirer 2 has not acquired shares of Target Company through open offers in past.
- 4.2.10. As on the date of PA, Acquirer 2 does not hold any interest in the Target Company.

4.3. ABOUT THE ACQUIRERS

- 4.3.1. There is no Person Acting in Concert ('PAC') with the Acquirers in this Takeover Open Offer.
- 4.3.2. Acquirer 1 and Acquirer 2 are brothers.

5. BACKGROUND OF THE TARGET COMPANY – MOONGIPA SECURITIES LIMITED ('MSL')

- 5.1. The Target Company having CIN L74899DL1994PLC057941, was incorporated under the provisions of Companies Act, 1956 with the name and style of Moongipa Securities Private Limited on March 18, 1994. Subsequently, the Target Company got itself converted into a Public Limited Company in the name and style of Moongipa Securities Limited on November 13, 1995. The Target Company came out with Initial Public Offer ('IPO') in year 1996 and the equity shares of the Target Company got listed on the bourses of Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Delhi Stock Exchange Limited. Further, on July 08, 2015, the Target Company got directly listed on the bourses of BSE. The Target Company was registered as Stock Broker with SEBI since 1996, however, further surrendered its license in year 2008. Thereafter, the Target Company started carrying out the operations of trading into the equity shares of the various listed companies with its own funds. Then, in the year 2018, the Target Company applied for the registration as a NBFC with the RBI and has obtained the certificate of registration numbered N-14.03416 dated May 16, 2018.

5.2. The registered office of the Target Company is situated at 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005, India.

5.3. Share capital structure of the Target Company as on the date of DLOO is as follows—

Paid up Shares of Target Company	No. of Shares/ voting rights	% of voting rights
Fully paid up equity shares	50,10,200 Equity Shares of INR 10.00 each	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	50,10,200 Equity Shares of INR 10.00 each	100.00
Total Voting Rights in TC	50,10,200 Equity Shares of INR 10.00 each	100.00

5.4. The equity shares of Target Company are listed and traded on BSE and are not frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations, 2011 as on the date of PA.

5.5. The authorized share capital of the Target Company is INR 6,00,00,000/- (Indian Rupees Six Crore only) divided into 60,00,000 (Sixty Lacs) Equity Shares of INR 10.00 (Indian Rupees Ten Only) each. The paid-up equity share capital of the Target Company is INR 5,01,02,000/- (Indian Rupees Five Crores One Lac and Two Thousand Only) divided into 50,10,200 (Fifty Lacs Ten Thousand and Two Hundred) Equity Shares of INR 10.00/- (Indian Rupees Ten Only) each.

5.6. Presently, there are no outstanding convertible instruments and no outstanding partly paid up shares in the Target Company.

5.7. The equity shares of the Target Company are not currently suspended for trading on any Stock Exchange.

5.8. As on the date of this DLOO, the composition of the Board of Directors of MSL is as under:

S. No.	Name and Address of Director	Designation	Date of Appointment
1.	Mr. Sanjay Jain DIN: 00096938 Address: 61/2, Ramjas Road, Karol Bagh, New Delhi – 110005	Director	March 18, 1994
2.	Mrs. Ruchi Jain DIN: 07291623 Address: 61/2, Ramjas Road, Karol Bagh, New Delhi – 110005	Whole Time Director	October 14, 2015
3.	Mr. A. P. Narain DIN: 02655527	Independent Director	July 22, 2010

	Address: 149-C, Pocket – E, Dilshad Garden, Delhi – 110095		
4.	MR. Preeti Srivastava DIN: 07035595 Address: D-28, Vijay Nagar, Mohan Garden Uttam Nagar, Dwarka, West Delhi – 110059	Independent Director	March 28, 2015

5.9. There has been no merger/ de-merger, spin off during last 3 years involving the Target Company.

5.10. The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31, 2019, March 31, 2020 and March 31, 2021 are as follows:

(INR in Lacs)

Profit & Loss Statement	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2020 (Audited)	Year Ended 31.03.2021 (Audited)
Income from Operations	1.74	4.57	171.43
Other Income	31.04	44.54	68.07
Increase/ (Decrease) in Stock			-
Total Income	32.78	49.11	239.5
Total Expenditure (Excluding Depreciation and Interest)	74.38	135.94	69.73
Profit Before Depreciation Interest and Tax	(41.60)	(86.83)	169.77
Depreciation	2.22	1.64	1.21
Interest	4.03	6.66	3.49
Profit/ (Loss) Before Tax	(47.85)	(95.13)	165.07
Provision for Tax	(13.59)	(4.62)	(7.15)
Profit/ (Loss) After Tax	(61.44)	(99.75)	157.92

Balance Sheet Statement	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2020 (Audited)	Year Ended 31.03.2021 (Audited)
Sources of funds			
Paid up share capital	501.02	501.02	501.02
Reserves and Surplus (Excl. Revaluation Reserve)	249.84	150.09	308.01

Secured loans	59.84	106.69	0.00
Unsecured loans	0.00	0.00	0.00
Deferred Tax Liability (Net)	0.00	0.00	0.00
Total	4.32	3.96	3.86
Uses of funds	0.70	0.82	4.29
Net fixed assets	815.72	762.58	817.18
Investments			
Net Current Assets	1.88	1.27	1.25
Total miscellaneous expenditure not written off	277.28	291.23	264.84
Total	536.56	470.08	551.09

Other Financial Data	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2020 (Audited)	Year Ended 31.03.2021 (Audited)
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (INR)	-0.68	-1.99	3.15
Networth (INR In Lacs)	750.86	651.11	809.03
Return on Networth (%)	-4.56%	-15.32%	19.52%
Book Value Per Equity Share (INR)	14.99	13.00	16.15

5.11. Pre and Post-Offer shareholding pattern of the Target Company as on the date of Draft Letter of Offer is as follows:

Sr. No.	Shareholder Category	Shareholding & voting rights prior to the Agreement/ acquisition and Offer (A)		Shares/ voting rights agreed to be acquired which triggered off the Regulations (B)		Shares/ voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1.	Promoter Group								
	a. Parties to agreement, if any	28,18,156	56.25	(28,18,156)	(56.25)	0	0.00	0	0.00
	b. Promoters other than (a) above	0	0	0	0.00	0	0	0	0.00
	Total 1 (a+b)	28,18,156	56.25	(28,18,156)	(56.25)	0	0.00	0	0.00
2.	Acquirers								

	a. Mr. Rahul Gupta	0	0	1,409,077	28.12	6,51,326	13.00	20,60,403	41.12
	b. Mr. Rohan Gupta	0	0	1,409,076	28.12	6,51,326	13.00	20,60,402	41.12
	Total 2 (a+b)	0	0	28,18,156	56.25	13,02,652	26.00	41,20,805	82.25
3.	Parties to the agreement other than 1(a) & 2	0	0.00	0	0.00	0	0.00	0	0.00
4.	Public (other than parties to agreement, acquirers & PACs)								
a.	Fls / MFs / Flls / Banks, SFIs	0	0	0	0.00	0	0.00	0	0.00
b.	Others	21,92,047	43.75	0	0.00	(13,02,652)	26.00	8,89,395	17.75
	Total (4)(a+b)	21,92,047	43.75	0	0.00	(13,02,652)	26.00	8,89,395	17.75
	Total (1+2+3+4)	50,10,200	100.00	0	0.00	0	0.00	50,10,200	100.00

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Acquirers have entered into SPA dated August 20, 2021 with the existing members of the promoter and promoter group of the Target Company naming Mr. Suresh Chander Jain, Mr. Sanjay Jain, Ms. Pooja Jain, Ms. Nirmal Jain, Sanjay Jain and Sons HUF, Ms. Rosy Gupta, Suresh Chander Jain and Sons HUF, Ms. Ruchi Jain, Mr. Vimal Kumar Mehta and Moongipa Capital Finance Limited for acquisition of control and 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the paid up equity share capital of the Target Company of face value of INR 10.00/- (Indian Rupees Ten Only) at a price of INR 17/- (Indian Rupees Seventeen Only) per Equity Share of the Target Company aggregating to INR 4,79,08,601 (Indian Rupees Four Crores Seventy Nine Lacs Eight Thousand Six Hundred and One Only) therefore, this Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.

6.1.2. The Equity Shares of the Target Company are listed and traded on BSE. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (August 2020 to July 2021) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of PA	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	August 2020 to July 2021	2,30,749	4.61

Source: www.bseindia.com

6.1.3. The equity shares of the Target Company are listed and traded on BSE and are not frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) on BSE.

6.1.4. The Offer Price of INR 17 (Indian Rupees Seventeen Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	INR 17.00
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirers along with their persons acting in concert during 52 weeks immediately preceding the date of Public Announcement	Not Applicable
(c)	The highest price paid or payable for any acquisition by the Acquirers along with their persons acting in concerts during 26 weeks immediately preceding the date of the Public Announcement	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	Not Applicable, since the equity shares of the Target Company are not frequently traded
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	INR 16.15

Other Parameters	Based on the audited financial data for the year ended at March 31, 2021
Book Value per share	INR 16.15

Comparable Trading Multiples Value and Other Valuation Parameters	Not Applicable
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Source: As certified by CA Manish Kumar Bubna, Partner of Ambani & Associates LLP, Chartered Accountants having office at A-3/87, Gurunanank Pura, 104, Garg Complex, Opp. V3S Mall, Laxmi Nagar, Delhi – 110092; Tel. No.: +91-9810904100; Fax No.: NA; Email ID: ca.manish.bubna@gmail.com vide certificate dated August 19, 2021.

- 6.1.5. In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of INR 17.00 (Indian Rupees Seventeen Only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- 6.1.6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.7. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company between one working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.8. If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.9. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.10. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working day before the date of commencement of the tendering period and would be notified to the shareholders.

6.2. Financial Arrangement

- 6.2.1 The total fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 13,02,652 (Thirteen Lacs Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the total paid-up equity share capital of the Target Company at a price of INR 17.00 (Indian Rupees Seventeen Only) per fully paid-up equity share is INR

- 2,21,45,084 (Indian Rupees Two Crores Twenty One Lacs Forty Five Thousand and Eighty Four Only) (the '**Maximum Consideration**').
- 6.2.2 The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The additional fund requirement, if any, for acquisition under this Open Offer will be financed through the internal resources of the Acquirers.
- 6.2.3 The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at D-12, South Extension Part – II, New Delhi – 110049, have entered into an Escrow Agreement dated August 20, 2021 for the purpose of the Offer (the 'Offer Escrow Agreement') in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Escrow Agreement dated August 20, 2021 for the purpose of the Offer (the 'Offer Escrow Agreement') and in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have deposited cash of INR 55,36,271 (Indian Rupees Fifty Five Lacs Thirty Six Thousand Two Hundred and Seventy One Only) ('Security Deposit') being 25% of the Maximum Consideration in an Escrow Account bearing name and style as '**CPCPL-MSL-OPEN OFFER ESCROW ACCOUNT**', (the 'Escrow Account') opened with YES Bank Limited.
- 6.2.4 The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5 In case of upward revision in the Offer price or Offer size, the Acquirers shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- 6.2.6 CA Praveen Kumar Jain (Membership No.: 82515), Partner of VAPS & Co., Chartered Accountants having office at C-42, South Extension, Part – II, New Delhi – 110049; Ph. No.: +91-11-41641415, +91-11-41645051; Email ID: info@vaps.co.in vide its certificate dated August 20, 2021, has certified that the Acquirers have sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 6.2.7 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

- 7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2 Letter of Offer will be dispatched to all the equity shareholders of MSL, whose names appear in its Register of Members on September 29, 2021, Wednesday the Identified Date.

- 7.1.3 The Offer is subject to the terms and conditions set out in this Draft Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4 The Letter of Offer along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this Draft Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6 While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.
- 7.2 **Locked in shares:** There are no lock-in shares in the Target Company.
- 7.3 **Persons eligible to participate in the Offer**
Registered shareholders of MSL and unregistered shareholders who own the Equity Shares of MSL any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated August 20, 2021 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company.
- 7.4 **Statutory and other Approvals:**
- 7.4.1 As of the date of this DLOO, to the best of the knowledge of the Acquirers, apart from the approval required from RBI for acquisition of 82.25% shares and control over the Target Company, no statutory or other approvals are required to acquire shares under the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Offer would also be subject to such other statutory or other approval(s) being obtained. Acquirers will not proceed with the Offer in the event such approval of RBI or other statutory approvals that are required if refused, in terms of Regulation 23(1)(a) of SEBI (SAST) Regulations. This Offer is subject to all other

statutory approvals that may become applicable at the later (which are not applicable on the date of DPS) before the completion of the Open Offer.

- 7.4.2 Shareholders of the Target Company who are either Non-Resident Indians ('NRIs') or Overseas Corporate Bodies ('OCBs') and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India ('RBI') that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals are not submitted, the Acquirers reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.
- 7.4.3 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 7.4.5 In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price.
- 7.4.6 Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ('**Acquisition Window**') as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular dated December 09, 2016.
- 8.2. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window ('**Acquisition Window**').
- 8.4. Acquirers have appointed **Integrated Master Securities (Private) Limited ('Buying Broker')** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:

Name: Integrated Master Securities (Private) Limited

CIN: U74899DL1995PTC070418

SEBI Registration Number: INZ000175931

Communication Address: 303, New Delhi House, 27, Barakhamba Road, New Delhi – 110001

Contact Person: Ms. Bharti Rana

Tel. No.: +91-11-43074317

Email ID: compliance@integratedmaster.com

Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period.

- 8.5.** Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders.
- 8.6.** The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.
- 8.7.** Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- 8.8.** Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).
- 8.9.** Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirers or the Target Company
- 8.10. Procedure for tendering Equity Shares held in dematerialised Form:**
 - a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.
 - b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.
 - c) Upon placing the order, the Selling Broker shall provide Transaction Requisition Slip ('TRS') generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
 - d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
 - e) For custodian participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not

later than time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

- f) The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- g) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Open Offer.
- h) The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

The shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledgement copy of the Delivery Instruction Slip ('DIS') and the TRS till the completion of the Offer Period.

8.11. Procedure to be followed by registered Shareholders holding Equity Shares in the physical form:

- a) The Public Shareholders holding physical shares and who wish to tender their Equity Shares in this Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
 - i. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place;
 - iv. Self-attested copy of the Shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors);
 - v. Any other relevant document such as powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)); and
 - vi. Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
- b) The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker (s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.

- c) The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in paragraph (a) above along with the TRS to the Registrar i.e. **BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED** at the address mentioned on the cover page. The envelope should be superscribed '**Moongipa Securities Limited - Open Offer**'. Share certificates for physical shares must reach the Registrar within 2 (two) days of bidding by the Selling Broker.
- d) The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph (a) above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.
- e) In case any person has submitted physical shares for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in this Offer by or before the closure of the Tendering Period.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Public Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.

8.12. Procedure for tendering the shares in case of non-receipt of Letter of Offer (Holders of Physical shares):

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.corporateprofessionals.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all

shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

8.13. Acceptance of Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat shares, physical) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

8.14. Procedure for tendering the shares in case of non-receipt of Letter of Offer:

- a) Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired the Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b) A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.
- c) The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible shareholders of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- d) The Letter of Offer along with the Form of Acceptance would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
- e) Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents as mentioned in paragraphs 9 and 10 above along with Form SH-4 (in case of Equity Shares being held in physical form). Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

8.15. Settlement Process

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.
- b) While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- c) For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- d) In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- e) The Equity Shareholders will have to ensure that they keep the depository participant ('DP') account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non –acceptance of the shares under the Offer.
- f) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- g) Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Open Offer. If Equity Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Equity Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.
- h) Equity Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Equity Shareholders, in respect of accepted Equity Shares,

could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Equity Shareholders.

- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirers.
- j) Any excess physical shares, to the extent tendered but not accepted, will be returned by registered post back to the Shareholder(s) directly by Registrar to the Offer.

8.16. Settlement of Funds / Payment Consideration

The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds payout to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker / custodian participant will receive funds payout in their settlement bank account.

The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder / Selling Broker (s) as per secondary market pay out mechanism.

Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

8.17. Note on taxation

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital

gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

Tax deduction at source

1. In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Acquirers shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Offer.

2. In the case of Non-Resident Shareholders

Since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi – 110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

- 9.1. The net worth certificate as certified by Mr. Praveen Kumar Jain (Membership No.: 82515), Partner VAPS & Company, Chartered Accountants having office at C – 42, South Extension Part 3, New Delhi-110049; Ph. No.: +011-41641415; +011- 41645051; Fax No.: 011- 41644896; Email ID info@vaps.co.in vide its certificate dated August 20, 2021 certifying that the Acquirers have sufficient resources to meet the fund requirement for the Takeover of Target Company.
- 9.2. Audited Annual Reports of MSL for last three years.
- 9.3. Escrow Agreement between Acquirers, Yes Bank Limited and Manager to the Offer.
- 9.4. Confirmation from Yes Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations, 2011.
- 9.5. Copy of SPA dated August 20, 2021.
- 9.6. Copy of Public Announcement filed on August 20, 2021, Published copy of the Detailed Public Statement which appeared in the Newspapers on August 27, 2021, Issue Opening PA and any corrigendum to these, if any,

- 9.7. A copy of the Recommendation made by the Board of MSL.
- 9.8. A copy of the Observation letter from SEBI.
- 9.9. Copy of Agreement between Acquirers and the Registrar to the Offer.
- 9.10. Consent letter of Registrar to the Offer.

10. DECLARATION BY ACQUIRERS

The Acquirers accept full responsibility for the information contained in this Draft Letter of Offer and also for the obligations of Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. Acquirers would be responsible for ensuring compliance with the concerned Regulations.

Sd/-
Mr. Rahul Gupta
Acquirer 1

Sd/-
Ms. Rohan Gupta
Acquirer 2

Date: September 03, 2021

Place: New Delhi

11. ENCLOSURES

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(For physical shares being tendered)

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)	
OFFER OPENS ON	: OCTOBER 13, 2021, WEDNESDAY
OFFER CLOSSES ON	: OCTOBER 28, 2021, THURSDAY
Please read the Instructions overleaf before filling-in this Form of Acceptance	

FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No.	

From:

Tel. No.:

Fax No.:

E-mail:

To,

The Acquirers

C/O BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED ('MSL'/ 'TARGET COMPANY') BY MR. RAHUL GUPTA, MR. ROHAN GUPTA ('ACQUIRERS') PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

I / we, refer to the Letter of Offer dated _____ for acquiring the equity shares held by me / us in **MOONGIPA SECURITIES LIMITED**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to Acquirers the following equity shares in MSL held by me/ us at a price of INR 17.00 (Indian Rupees Seventeen Only) per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....Number of share certificates attached.....			
Representing equity shares			
Number of equity shares held in MSL		Number of equity shares Offered	
In figures	In words	In figures	In words

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
Total No. of Equity Shares				

2. I / We confirm that the Equity Shares of MSL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize Acquirers to accept the Equity Shares so offered or such lesser number of equity shares that Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize Acquire to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold Acquire, harmless and indemnified against any loss they or either of them may suffer in the event of Acquirers acquiring these equity shares. I / We agree that Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
5. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date Acquirers make payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time Acquirers make payment of purchase consideration as mentioned in the Letter of Offer.

7. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
8. I / We irrevocably authorise Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with MSL:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with MSL):

Place: ----- **Date:** -----

Tel. No(s) : ----- **Fax No.:** -----

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

Bank Account No.: ----- Type of Account: -----

(Savings /Current /Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFCS Code of Bank-----

The Permanent Account Number (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1 st Shareholder	2 nd Shareholder	3 rd Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by Acquirers is entirely at the discretion of the equity shareholder of MSL.
 - II. Shareholders of MSL to whom this Offer is being made, are free to Offer his / her / their shareholding in MSL for sale to Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

**OPEN OFFER TO THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED ('MSL'/
'TARGET COMPANY') BY MR. RAHUL GUPTA, MR. ROHAN GUPTA PURSUANT TO SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Received from Mr. / Ms.....

Ledger Folio No/ -----Number of certificates enclosed under the Letter of Offer dated _____, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1.				
2.				
3.				
Total no. of Equity Shares				

Stamp

Authorised Signatory

Date

Note: All future correspondence, if any, should be addressed to

Registrar to the Offer

Beetal Financial & Computer Services Private Limited

CIN: U67120DL1993PTC052486

Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi – 110062

Contact Person: Mr. Punit Kumar Mittal

Ph. No.: +91-11-29961281, +91-11-26051061, +91-11-26051064

Fax No.: +91-11-29961284