

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

MOONGIPA SECURITIES LIMITED

OPEN OFFER ('OFFER' / 'OPEN OFFER') FOR ACQUISITION OF UPTO 13,02,652 EQUITY SHARES OF FACE VALUE OF INR 10.00 ('EQUITY SHARE') REPRESENTING 26.00% OF TOTAL PAID-UP EQUITY SHARE CAPITAL OF **MOONGIPA SECURITIES LIMITED** (HEREINAFTER REFERRED AS '**MSL**' / '**TARGET COMPANY**') FROM ALL THE PUBLIC SHAREHOLDERS OF TARGET COMPANY BY **MR. RAHUL GUPTA** AND **MR. ROHAN GUPTA** (HEREINAFTER COLLECTIVELY REFERRED AS '**ACQUIRERS**').

This Public Announcement ('PA' / 'Public Announcement') is being issued by Corporate Professionals Capital Private Limited ('Manager to the Offer') for and on behalf of Acquirers to the Equity Shareholders of the Target Company ('Shareholders') pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

1. OFFER DETAILS:

1.1. **Size:** 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 subject to the terms and conditions mentioned in this Public Announcement and the Detailed Public Statement (the 'DPS') and the Letter of Offer (the 'LOF') that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

1.2. **Price/ Consideration:** The Open Offer is made at a price of INR 17.00/- (Indian Rupee Seventeen only) for each Equity Share of Target Company. The total consideration payable by the Acquirers under the Open Offer, at the Offer Price will be, INR 2,21,45,084 (Indian Rupees Two Crores Twenty One Lacs Forty Five Thousand and Eighty Four Only).

1.3. **Mode of Payment (Cash/ Security):** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4. **Type of Offer:** This Open Offer is Triggered/ Mandatory Offer made in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

On August 20, 2021, Acquirers have entered into a Share Purchase Agreement (**'SPA'**) with the existing members of promoter and promoter group of the Target Company to acquire 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 17.00/- (Indian Rupee Seventeen Only) per Equity Share of the Target Company.

| Details of Underlying Transaction | | | | | | |
|--|---|--|--|---|------------------------------------|--------------------------------|
| Type of Transaction (Direct/ Indirect) | Mode of Transaction (Agreement/ Allotment/ Market Purchase) | Shares / Voting rights acquired/ proposed to be acquired | | Total Consideration for Shares/ Voting Rights (VR) acquired (INR In Crores) | Mode of payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % vis a vis total Equity/ voting Capital | | | |

| | | | | | | |
|--------|--|---|--|-------------|------|---|
| Direct | Share Purchase Agreement dated August 20, 2021 | 28,18,153 Equity Shares (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) | 56.25% of the paid up equity share capital | 4.79 | Cash | Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 |
|--------|--|---|--|-------------|------|---|

3. ACQUIRERS:

| DETAILS | ACQUIRER 1 | ACQUIRER 2 |
|--|--|--|
| Name of Acquirers | MR. RAHUL GUPTA | MR. ROHAN GUPTA |
| Address | G-8, Maharani Bagh, New Delhi – 110065 | 106, Hargobind Enclave, Vikas Marg, Delhi – 110092 |
| Name(s) of persons in control/ promoters of Acquirers | Not Applicable | Not Applicable |
| Name of the Group, if any, to which the Acquirers belongs to | Not Applicable | Not Applicable |
| Pre- Transaction Shareholding (Number and % of Total Share Capital) of Acquirers | Nil | Nil |

| | | |
|--|--|--|
| Proposed Shareholding after the acquisition of shares which triggered the Open Offer | 14,09,077 Equity Shares (Fourteen Lacs Nine Thousand and Seventy Seven) constituting 28.12% of the paid up equity share capital of the Target Company | 14,09,076 Equity Shares (Fourteen Lacs Nine Thousand and Seventy Six) constituting 28.12% of the paid up equity share capital of the Target Company |
| Any other interest in the TC | As on the date of the Public Announcement, the Acquirers do not any interest in the Target Company. | |

4. DETAILS OF SELLING SHAREHOLDERS:

| Name | Part of Promoter/ Promoter group (Yes/No) | Pre- Transaction | | Post Transaction | |
|----------------------------------|---|------------------|--------------|------------------|-----------|
| | | Number | % | Number | % |
| Mr. Suresh Chander Jain | Yes | 2,49,148 | 4.97 | Nil | NA |
| Mr. Sanjay Jain | Yes | 2,49,000 | 4.97 | Nil | NA |
| Ms. Pooja Jain | Yes | 2,48,250 | 4.95 | Nil | NA |
| Ms. Nirmal Jain | Yes | 2,44,645 | 4.88 | Nil | NA |
| Sanjay Jain And Sons HUF | Yes | 2,41,652 | 4.82 | Nil | NA |
| Ms. Rosy Gupta | Yes | 2,32,400 | 4.64 | Nil | NA |
| Suresh Chander Jain And Sons HUF | Yes | 2,21,846 | 4.43 | Nil | NA |
| Ms. Ruchi Jain | Yes | 2,17,997 | 4.35 | Nil | NA |
| Mr. Vimal Kumar Mehta | Yes | 1,02,490 | 2.05 | Nil | NA |
| Moongipa Capital Finance Limited | Yes | 8,10,725 | 16.18 | Nil | NA |
| TOTAL | | 28,18,153 | 56.25 | Nil | NA |

5. TARGET COMPANY:

| | |
|---|-----------------------------|
| Name | MOONGIPA SECURITIES LIMITED |
| CIN | L74899DL1994PLC057941 |
| Exchange where shares are Listed | BSE Limited ('BSE') |

6. OTHER DETAILS

- 6.1. The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the Offer including the detailed information on the offer price, detailed information on the Acquirers, detailed information on the Target Company, detailed reasons for the Offer, statutory approvals for the Offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one local language newspaper of the Stock Exchange where the shares of the Target Company are listed i.e. in Marathi language, as the equity shares are listed on the bourses of BSE and any one local language newspaper of place where the registered office of the Target Company is situated i.e. Hindi language, as the registered office of the Target Company is situated in New Delhi. The Detailed Public Statement shall be published on or before Friday, August 27, 2021.
- 6.2. The Acquirers undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- 6.3. 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, 2011.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



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SEBI Regn. No: INM000011435

For and on behalf of

Mr. Rahul Gupta & Mr. Rohan Gupta

Acquirers

Place: New Delhi

Date: August 20, 2021