

May 18, 2022

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Subject: Public Announcement to the shareholders of Advik Capital Limited ('ACL' or 'TC' or 'Target Company') in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as '**Manager to the Offer**'), are hereby submitting the **Public Announcement** made by us on behalf of **Mr. Vikas Garg and Ms. Seema Garg ('Acquirers')** and **Ms. Sukriti Garg ('PAC')** to acquire 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares constituting 26.00% of paid-up equity share capital of **Advik Capital Limited ('Target Company')** at a price of INR 4.15/- (Indian Rupees Four and Fifteen Paise only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**


(Manoj Kumar)
Partner & Head – M&A and Transactions



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

ADVIK CAPITAL LIMITED

OPEN OFFER (**'OFFER'**) FOR THE ACQUISITION OF UPTO **5,72,50,253** EQUITY SHARES OF FACE VALUE OF INR 1.00 ('EQUITY SHARE') REPRESENTING 26.00% OF PAID-UP EQUITY SHARE CAPITAL OF **ADVIK CAPITAL LIMITED** (HEREINAFTER REFERRED AS **'ACL'** / **'TARGET COMPANY'**) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY **MR. VIKAS GARG** AND **MS. SEEMA GARG** (HEREINAFTER COLLECTIVELY REFERRED TO AS **'ACQUIRERS'**) ALONG WITH **MS. SUKRITI GARG** (HEREINAFTER REFERRED TO AS **'PERSON ACTING IN CONCERT'** / **'PAC'**)

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 along with PAC to the Public Shareholders of the Target Company 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').

For the purpose of this Public Announcement, the following terms have the same meaning as assigned to them below—

- a) **'Equity Shares'** means the fully paid-up Equity Shares of face value of INR 1 (Indian Rupee One Only) each of the Target Company.
- b) **'Paid-up Equity Share Capital'** means INR 22,01,93,280 (Indian Rupees Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty Only) divided into 22,01,93,280 (Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty) Equity Shares of INR 1.00 (Indian Rupee One Only) each.
- c) **'Public Shareholders'** shall mean all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, PAC, persons deemed to be acting in concert with the Acquirers, existing members of the promoter

and promoter group of the Target Company, person deemed to be acting in concert with the member of promoter and promoter group and the parties to the underlying SPA (as defined below).

- d) **'Sellers'** means and includes Mr. Virender Kumar Agarwal and Mr. Shakul Kumar Agarwal, the current members of promoter and promoter group of the Target Company, that have entered into the SPA (as defined below) to sell their shares constituting 7.89% of the Paid-up Equity Share Capital of the Target Company.
- e) **'SPA'** means the Share Purchase Agreement entered on May 18, 2022 by the Acquirers to acquire 1,73,84,000 (One Crore Seventy Three Lakh Eighty Four Thousand) Equity Shares representing 7.89% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 0.80/- (Indian Rupee Eighty Paise only) per Equity Share aggregating to INR 1,39,07,200/- (Indian Rupees One Crore Thirty Nine Lakh Seven Thousand and Two Hundred only) along with control over the Target Company.

1. OFFER DETAILS

1.1. **Size:** 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares representing 26.00% of the 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 4.15/- (Indian Rupees Four and Fifteen Paise Only) for each Equity Share of Target Company. The total consideration payable by the Acquirers and PAC under the Open Offer, at the Offer Price will be, INR 23,75,88,550 (Indian Rupees Twenty Three Crores Seventy Five Lakh Eighty Eight Thousand Five Hundred and Fifty 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. **The Target Company is an Non-Banking Finance Company ('NBFC') registered with**

Reserve Bank of India ('RBI') having Certificate of Registration number B-14.00724. Being an NBFC, the acquisition of shares and control by the Acquirers and PAC as envisaged under this PA is subject to the prior approval of RBI.

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

On May 18, 2022, the Acquirers have entered into the SPA with the Sellers to acquire 1,73,84,000 (One Crore Seventy Three Lakh Eighty Four Thousand) Equity Shares representing 7.89% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 0.80/- (Indian Rupee Eighty Paise only) per Equity Share along with control over 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	SPA (as defined above)	1,73,84,000 Equity Shares	7.89	1.39	Cash	Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRERS AND PAC

DETAILS	ACQUIRER 1	ACQUIRER 2	PAC	TOTAL
Name of Acquirers and PAC	MR. VIKAS GARG	MS. SEEMA GARG	MS. SUKRITI GARG	3
Residential Address/ Registered Office	H. No. 10, Road No. – 4, East Punjabi Bagh, West Delhi, Delhi – 110026	H. No. 7, Road No. – 41, East Punjabi Bagh, West Delhi, Delhi – 110026	H. No. 7, Road No. – 41, East Punjabi Bagh, West Delhi, Delhi – 110026	-
Name(s) of persons in control/ promoters of Acquirers and PAC	Not Applicable	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirers and PAC belongs to	Not Applicable	Not Applicable	Not Applicable	-
Pre-Transaction Shareholding (Number and % of Total Share Capital) of	6,69,776 Equity Shares representing 0.304% of Paid-up Equity Share Capital of the Target Company	4,600 Equity Shares representing 0.002% of Paid-up Equity Share Capital of the Target Company	1,41,34,847 Equity Shares representing 6.419% of Paid-up Equity Share Capital of the Target Company	1,48,09,223 Equity Shares representing 6.726% of Paid-up Equity Share Capital of the Target Company

Acquirers and PAC				
Proposed Shareholding after the acquisition of shares which triggered the Open Offer	93,61,776 Equity Shares representing 4.25% of Paid-up Equity Share Capital of the Target Company	86,96,600 Equity Shares representing 3.95% of Paid-up Equity Share Capital of the Target Company	1,41,34,847 Equity Shares representing 6.42% of Paid-up Equity Share Capital of the Target Company	3,21,93,223 Equity Shares representing 14.62% of Paid-up Equity Share Capital of the Target Company
Any other interest in the TC	None	None	None	None

4. DETAILS OF SELLING SHAREHOLDERS

Name	Part of Promoter/ Promoter group (Yes/No)	Pre- Transaction		Post Transaction	
		Number	% of Total Voting Capital	Number	% of Total Voting Capital
Equity Shares					
Mr. Virender Kumar Agarwal	Yes	1,38,00,000	6.27	0	0.00
Mr. Shakul Kumar Agarwal	Yes	35,84,000	1.63	0	0.00
TOTAL		1,73,84,000	7.89	0	0.00

5. TARGET COMPANY

Name	ADVIK CAPITAL LIMITED
CIN	L65100DL1985PLC022505
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, 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 where the registered office of the Target Company is situated, since the registered office of the Target Company is in Delhi and the local language of Delhi is Hindi, hence, it would be published in any local Hindi newspaper having circulation near the Registered office of the Target Company and any one local language newspaper of the Stock Exchange where the shares of the Target Company are listed and where the volume of trading is recoded as maximum during sixty trading days preceding the date of the Public Announcement i.e. BSE, where the regional language is Marathi. The Detailed Public Statement shall be published on or before Wednesday, May 25, 2022.
- 6.2. The Acquirers and PAC undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations.
- 6.3. The Acquirers and PAC have adequate resources and has 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.
- 6.4. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations.

ISSUED ON BEHALF OF ACQUIRERS AND BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

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SEBI Regn. No: INM000011435

For and on behalf of

Sd/- Vikas Garg Acquirer 1	Sd/- Seema Garg Acquirer 2	Sd/- Sukriti Garg PAC
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Place: New Delhi

Date: May 18, 2022