

Tuesday, May 10, 2022

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India

Respected Sir/ Ma'am,

Subject : Open offer made by Pareshkumar Vasantry Sheth ('Acquirer'), for acquisition of up to 61,875 Equity Shares representing 25.00% of the Voting Share Capital of Mercury Trade Links Limited ('Target Company') from the Public Shareholders of the Target Company.

We would like to inform you that, Pareshkumar Vasantry Sheth ('Acquirer'), has entered into a Share Purchase Agreement dated Tuesday, May 10, 2022, with Pradeep Kumar Sarda ('Promoter Seller 1') and Suvimal Properties Pvt Ltd ('Promoter Seller 2'), the present Promoters and Promoter Group of the Target Company (hereinafter collectively referred to as 'Promoter Sellers'), for acquisition of 1,85,625 (One Lakh Eighty-Five Thousand and Six Hundred and Twenty-Five) fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each ('Equity Shares'), constituting 75.00% (Seventy-Five Percent) of the Voting Share Capital of the Target Company, and in this regards, the Acquirer has announced an open offer for acquisition of up to 61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five) Equity Shares representing 25.00% (Twenty-Five Percent) of the Voting Share Capital of the Target Company.

In accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations'), we are pleased to inform you that we, CapitalSquare Advisors Private Limited, have been appointed as the Manager to the Offer ('Manager'), and pursuant to the execution of the Share Purchase Agreement, the Acquirer has announced an open offer in compliance with the provisions of Regulations 3(1) and 4 read with Regulations 13, 14, and 15(1) and other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five) Equity Shares representing 25.00% (Twenty-Five Percent) of the Voting Share Capital of the Target Company from the Public Shareholders of the Target Company.

In this regard and in accordance with the provisions of Regulation 13(3) and 14(1) of the SEBI (SAST) Regulations, please find attached herewith a copy of the Public Announcement.

We hope your good self will find the above in order and request you to kindly upload the Public Announcement on your website at the earliest.

Thanking you,

Yours faithfully,

For CapitalSquare Advisors Private Limited



Ms. Pankita Patel
(Senior Associate)

Encl.: As Above

CAPITAL SQUARE ADVISORS PRIVATE LIMITED

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**PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH
REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND
SUBSEQUENT AMENDMENTS THERETO**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
MERCURY TRADE LINKS LIMITED**

Open Offer for acquisition of up to 61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five) Equity Shares, representing 25.00% (Twenty-Five Percent)* of the Voting Share Capital of Mercury Trade Links Limited, at an offer price of ₹19.00/- (Rupees Nineteen Only) per Equity Share from the Public Shareholders of the Target Company, made by Mr. Pareshkumar Vasantray Sheth, the Acquirer, pursuant to and in compliance with the provisions of Regulations 3 (1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended.

** In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended, an open offer in compliance with the provisions of Regulations 3 (1) and 4 is required to be given for at least 26.00% (Twenty-Six Percent) of the voting share capital of the target company, however since, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.00% (Twenty-Five Percent), therefore the Offer Shares represent 25.00% (Twenty-Five Percent) of the Voting Share Capital of the Target Company.*

This Public Announcement is being issued by CapitalSquare Advisors Private Limited, the Manager to the Open Offer ('Manager'), for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3(1) and 4 read with Regulations 13, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations ('Public Announcement' or 'PA').

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

1) DEFINITIONS AND ABBREVIATIONS

Definitions/ Abbreviations	Particulars
Acquirer	Mr. Pareshkumar Vasantray Sheth, son of Vasantray Sheth bearing permanent account number 'AFSPS5756G' resident at 54, New Atul Society, Mahila College Pachhal, Wadhwanacity Industrial Estate, Surendra Nagar – 363035, Gujarat, India.
Board of Directors	The board means the Board of Directors of the Target Company.
BSE Limited/ Stock Exchange	The stock exchange where presently the Equity Shares of the Target Company are listed.
CIN	Corporate Identification Number issued under the Companies Act, 2013, and the rules made thereunder.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each.
Identified Date	Identified date means the date falling on the 10 th (tenth) Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Open Offer at any time before expiry of the Tendering Period.
ISIN	International Securities Identification Number.
Negotiated Price	A negotiated price of ₹15.00/- (Rupees Fifteen Only) per Sale Share, aggregating to an amount of ₹27,84,375.00/- (Rupees Twenty-Seven Lakhs Eighty-Four Thousand Three Hundred and Seventy-Five Only) for sale of 1,85,625 (One Lakh Eighty-Five Thousand Six

Definitions/ Abbreviations	Particulars
	Hundred and Twenty-Five) Equity Shares, constituting 75.00% (Seventy-Five Percent) of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of a Share Purchase Agreement.
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Tuesday, May 10, 2022 and the date on which the payment of consideration to the Equity Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be
Offer Price	An offer price of ₹19.00/- (Rupees Nineteen Only) per Equity Share.
Offer Shares	61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five) Equity Shares, representing 25.00% (Twenty-Five Percent) of the Target Company. In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended, an open offer in compliance with the provisions of Regulations 3 (1) and 4 is required to be given for at least 26.00% (Twenty-Six Percent) of the voting share capital of the target company, however since, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.00% (Twenty-Five Percent), therefore the Offer Shares represent 25.00% (Twenty-Five Percent) of the Voting Share Capital of the Target Company.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period.
PAN	Permanent account number allotted under the Income Tax Act, 1961.
Promoter Sellers	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in this case, namely being, Mr. Pradeep Kumar Sarda and Suvimal Properties Private Limited.
Public Shareholders	All the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, and (ii) persons deemed to be acting in concert with parties at (i), undertaking sale of Equity Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
Sale Shares	1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five) Equity Shares, constituting 75.00% (Seventy-Five Percent) of the Voting Share Capital of the Target Company.
Share Purchase Agreement/ SPA	The share purchase agreement dated Tuesday, May 10, 2022, executed between the Acquirer and the Promoter Sellers, pursuant to which the Acquirer has agreed to acquire 1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five) Equity Shares, constituting 75.00% (Seventy-Five Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹15.00/- (Rupees Fifteen Only) per Sale Share, aggregating to a purchase consideration of ₹27,84,375.00/- (Rupees Twenty-Seven Lakhs Eighty-Four Thousand Three Hundred and Seventy-Five Only).
Target Company/ MERCTRD	A company incorporated under the name and style of Mercury Trade Links Limited on Wednesday, August 20, 1975, in accordance with the provisions of the Companies Act, 1956, with Registrar of Companies, Mumbai, Maharashtra, bearing corporate identification number 'L26933MH1985PLC037213', and having its registered office located at S-002 B, 2 nd Floor, Vikas Centre, S. V. Road, Santacruz (West), Mumbai – 400054, Maharashtra, India.

Definitions/ Abbreviations	Particulars
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

2) OFFER DETAILS

Offer Size	61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five) Equity Shares, representing 25.00% (Twenty-Five Percent) of the Target Company, subject to the terms and conditions specified in this Public Announcement, the Detailed Public Statement, and the Letter of Offer, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Offer is being made at a price of ₹19.00/- (Rupees Nineteen Only) per Equity Share. The Equity Shares of the Target Company are infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹11,75,625.00/- (Rupees Eleven Lakhs Seventy-Five Thousand Six Hundred and Twenty-Five Thousand Only).
Mode of Payment	The Offer Price will be paid in cash by the Acquirer in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement and the Letter of Offer proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement.

3) TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Type of Transaction (direct/ indirect)	Direct Acquisition	
Mode of Transaction (Agreement/ Allotment/Market purchase)	The Acquirer and the Promoter Sellers have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirer has agreed to acquire 1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five) Equity Shares, constituting 75.00% (Seventy-Five Percent) of the Voting Share Capital of the Target Company at a negotiated price of ₹15.00/- (Rupees Fifteen Only), and in accordance with the terms of the Share Purchase Agreement. Consequently, the Acquirer shall acquire substantial Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.	
Equity Shares / Voting rights acquired/ proposed to be Acquired	Number of Equity Shares	1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five)
	% vis-à-vis Total Voting Share Capital	75.00% (Seventy-Five Percent)
Total Consideration for Equity Shares / Voting Rights acquired	₹27,84,375.00/- (Rupees Twenty-Seven Lakhs Eighty-Four Thousand Three Hundred and Seventy-Five Only)	

Mode of payment (Cash/ securities)	Cash
Regulation which has triggered	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

Note:

- i. Promoter Sellers have irrevocably agreed to relinquish the management control of the Target Company in favor of the Acquirer.
- ii. Upon completion of the Offer, the Promoter Sellers shall not hold any Equity Shares of the Target Company, nor any management control, and shall cease to be promoters of the Target Company and the Acquirer shall be the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.

4) DETAILS OF THE ACQUIRER AND PACs

Details		Acquirer	Total
Name of Acquirer		Pareshkumar Vasantray Sheth	--
PAN		AFSPS5756G	--
Address		54, New Atul Society, Mahila College Pachhal, Wadhwan city Industrial Estate, Surendra Nagar – 363035, Gujarat, India	--
Name(s) of persons in control/promoters of Acquirer		Not Applicable	--
Name of the Group, if any, to which the Acquirers belong to		Not Applicable	Not Applicable
Pre-SPA transaction shareholding (A)	No. of Equity Shares	Nil	Nil
	% of total equity / Voting Share Capital		
Equity Shares acquired through SPA transaction (B)	No. of Equity Shares	1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five)	1,85,625 (One Lakh Eighty-Five Thousand Six Hundred and Twenty-Five)
	% of total equity / Voting Share Capital	75.00% (Seventy-Five Percent)	75.00% (Seventy-Five Percent)
Equity Shares proposed to be acquired through Offer transaction assuming full acceptance (C)	No. of Equity Shares	61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five)	61,875 (Sixty-One Thousand Eight Hundred and Seventy-Five)
	% of total equity / Voting Share Capital	25.00% (Twenty-Five Percent)	25.00% (Twenty-Five Percent)
Proposed shareholding after acquisition of shares which triggered the Offer (A+B+C)	No. of Equity Shares	2,47,500 (Twenty-Seven Lakhs Forty-Seven Thousand and Five Hundred)	2,47,500 (Twenty-Seven Lakhs Forty-Seven Thousand and Five Hundred)
	% of total equity / Voting Share Capital	100.00% (Hundred Percent)	100.00% (Hundred Percent)

Details	Acquirer	Total
Any other interest in the Target Company	As on date of this Public Announcement, except for execution of the Share Purchase Agreement, the Acquirer does not have any other interest or any other relationship in or with the Target Company.	

5) **DETAILS OF THE PROMOTER SELLERS**

Name of the Promoter Sellers	Part of Promoter / Promoter Group (Yes/No)	Details of Equity Shares /voting rights held by the Seller Promoters			
		Pre-SPA transaction		Post-SPA transaction	
		Number of Equity Shares	% Of Equity and Shareholding	Number of Equity Shares	% Of Equity Shareholding
Pradeep Kumar Sarada	Yes	1,75,625	70.96%	Nil	Nil
Suvmal Properties Private Limited	Yes	10,000	4.04%	Nil	Nil
Total		1,85,625	75.00%	Nil	Nil

Post the completion of Offer formalities, the Promoter Sellers, shall not hold any Equity Shares of the Target Company, and shall be declassified from the promoter and promoter group category in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended.

6) **TARGET COMPANY**

Name	Mercury Trade Links Limited
Corporate Identification Number	L26933MH1985PLC037213
Registered Office	S-002 B, 2 nd Floor, Vikas Centre, S. V. Road, Santacruz (West), Mumbai – 400054, Maharashtra, India
Exchange where listed	Equity Shares are listed on BSE Limited
Scrp Code for BSE Limited	512415
Scrp ID for BSE Limited	MERCTRD
ISIN	INE319T01016

7) **OTHER DETAILS REGARDING THE OFFER**

- (a) This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations. The Acquirer accepts full responsibility for the information contained in this Public Announcement.
- (b) The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14(3), 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Wednesday, May 18, 2022. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, the Promoter Sellers, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- (c) The completion of this Offer and the underlying transaction as envisaged under the Share Purchase Agreement is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the underlying transactions under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- (d) The Acquirer accepts full responsibility for the information contained in this Public Announcement. The Acquirer has given an undertaking that he is aware of, and will comply with, the obligations under the SEBI (SAST) Regulations and has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- (e) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- (f) The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (g) All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Promoter Sellers contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
- (h) In this Public Announcement, all references to ₹ are references to the Indian Rupees.

Issued by the Manager to the Open Offer on Behalf of the Acquirer

CAPITALSQUARE[®]

Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED

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Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel

SEBI Registration Number: INM000012219

Validity: Permanent

Corporate Identification Number: U65999MH2008PTC187863

Place: Mumbai

Date: Tuesday, May 10, 2022

Acquirer

Sd/-

Pareshkumar Vasantray Sheth