



Corporate Professionals

July 25, 2022

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

Subject: Public Announcement to the shareholders of Moongipa Securities Limited ('MSL' or 'TC' or 'Target Company') in terms of Regulation 3(2) 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. Rahul Gupta and Mr. Rohan Gupta** (hereinafter collectively referred to as '**Acquirers**') along with **Sudesh Business Ventures Private Limited** (hereinafter referred to as '**Person Acting in Concert**') to acquire 74,74,740 (Seventy Four Lakh Seventy Four Thousand Seven Hundred and Forty) Equity Shares constituting 26.00% of the Expanded Share Capital of Target Company at a price of INR 101/- (Indian Rupees One Hundred and One only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(2) 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(2) AND 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') FOR THE ACQUISITION OF UPTO **74,74,740** EQUITY SHARES OF FACE VALUE OF INR 10.00 ('EQUITY SHARE') REPRESENTING 26.00% OF THE EXPANDED SHARE CAPITAL OF **MOONGIPA SECURITIES LIMITED** (HEREINAFTER REFERRED AS '**MSL**' / '**TC**' / '**TARGET COMPANY**') FROM THE PUBLIC SHAREHOLDERS OF TARGET COMPANY BY **MR. RAHUL GUPTA** AND **MR. ROHAN GUPTA** (HEREINAFTER COLLECTIVELY REFERRED TO AS '**ACQUIRERS**') ALONG WITH **SUDESH BUSINESS VENTURES PRIVATE LIMITED** (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 to the Equity Shareholders of the Target Company ('Shareholders') pursuant to, and in compliance with, Regulation 3(2) 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 meanings as assigned to them below:

- a) '**Acquirers**' means and includes Mr. Rahul Gupta and Mr. Rohan Gupta.
- b) '**Equity Shares**' means the fully paid-up Equity Shares of face value of INR 10.00 (Indian Rupees Ten) each of the Target Company.
- c) '**Expanded Share Capital**' means the paid-up Equity Share Capital of the Target Company post to the Preferential Issue of Equity Shares i.e. INR 28,74,90,000 (Indian Rupees Twenty Eight Crores Seventy Four Lakhs Ninety Thousand Only) divided

into 2,87,49,000 (Two Crores Eighty Seven Lakhs and Forty Nine Thousand) Equity Shares of INR 10 (Indian Rupees Ten only) each.

- d) **'Pre-Issue Paid-up Share Capital'** means the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue of Equity Shares i.e. INR 5,01,02,000 (Indian Rupees Five Crores One Lakh and Two Thousand Only) representing 50,10,200 (Fifty Lakh Ten Thousand and Two Hundred) equity shares of INR 10 (Indian Rupees Ten only) each.
- e) **'Preferential Issue of Equity Shares'** means the preferential issue of fully paid up 2,37,38,800 (Two Crore Thirty Seven Lakh Thirty Eight Thousand and Eight Hundred) Equity Shares of INR 10 (Indian Rupees Ten only) each Equity Shares as approved by the Board of Directors of the Target Company at their meeting held on July 25, 2022, subject to the approval of the members and other regulatory approvals required if any.
- f) **'Preferential Issue of Warrants'** means the issuance of 72,51,000 (Seventy Two Lakh and Fifty One Thousand) Warrants which are convertible into equal number of Equity Shares of face value of INR 10 (Indian Rupees Ten only) each as approved by the Board of Directors of the Target Company at their meeting held on July 25, 2022, subject to the approval of the members and other regulatory approvals required if any. The conversion of warrants into equity shares shall be done only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations').
- g) **'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, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group.
- h) **'Target Company' / 'MSL'** means Moongipa Securities Limited.

1. OFFER DETAILS

- 1.1. **Size:** 74,74,740 (Seventy Four Lakh Seventy Four Thousand Seven Hundred and Forty) Equity Shares representing 26.00% of the Expanded 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 is 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 101/- (Indian Rupees One Hundred and One Only) for each Equity Share of Target Company. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirers under the Open Offer, at the Offer Price will be, INR 75,49,48,740/- (Indian Rupees Seventy Five Crores Forty Nine Lakhs Forty Eight Thousand Seven Hundred and Forty 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(2) of the SEBI (SAST) Regulations.

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

The Acquirers had entered into a Share Purchase Agreement on August 20, 2021 ('SPA') with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to which an Open Offer was made to acquire 13,02,652 (Thirteen Lakh Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the Pre-Issue Paid-up Share Capital of the Target Company in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. The said acquisition of shares under SPA and Open Offer was subject to the approval from Reserve Bank of India ('RBI') pursuant to its Circular No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 9, 2015. **The RBI approval for the acquisition of control and 82.25% shares of Target Company by the Acquirers was received on June 20, 2022.** Under the Open Offer, **Nil** shares were tendered by the Public Shareholders and thus the Open Offer process was duly completed on July 22, 2022.

On July 25, 2022, the Board of the Target Company has effected the change in control and management in the Target Company, by appointing the Acquirers as the Directors of the Target Company and the acquisition of 56.25% Equity Shares as contemplated under the SPA are under process.

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	Preferential Issue of Equity Shares (As defined in clause (e) of definitions above)	1,81,81,847 Equity Shares	63.24	183.64	Cash	Regulation 3(2) of SEBI (SAST) Regulations, 2011**

**This percentage has been calculated on the basis of Expanded Share Capital of the Target Company.*

***Please note that post to the acquisition of 56.25% shares as contemplated under SPA by the Acquirers and pursuant to the Preferential Issue of Equity Shares, the shareholding of Acquirers will increase from 56.25% of Pre-Issue Paid-up Share Capital of the Target Company to 73.05% of the Expanded Share Capital of the Target Company, triggering the requirement to make an Open Offer under Regulation 3(2) of SEBI (SAST) Regulations.*

3. ACQUIRERS AND PAC

DETAILS	ACQUIRER 1	ACQUIRER 2	PAC	Total
Name of Acquirers	Mr. Rahul Gupta	Mr. Rohan Gupta	Sudesh Business Ventures Private Limited	3
Residential Address/ Registered Office	G-8, Maharani Bagh, New Delhi – 110065	G-8, Maharani Bagh, New Delhi – 110065	H. No. 37, Ground Floor Hargovind Enclave, Delhi – 110092	-
Name(s) of persons in control/ promoters of Acquirer	Not Applicable	Not Applicable	<ul style="list-style-type: none"> ▪ Mr. Rahul Gupta ▪ Mr. Rohan Gupta 	-
Name of the Group, if any, to which the Acquirer belongs to	Not Applicable	Not Applicable	Not Applicable	-
Pre-Transaction Shareholding***	14,09,077	14,09,076	Nil	28,18,153
<ul style="list-style-type: none"> ▪ Number ▪ % of Total Share Capital 	(Fourteen Lakh Nine Thousand and Seventy Seven) Equity Shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company	(Fourteen Lakh Nine Thousand Seventy Six) Equity Shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company		(Twenty Eight Lakh Eighteen Thousand One Hundred Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company

<p>Proposed Shareholding after the acquisition of shares which triggered the Open Offer</p>	<p>1,05,00,001 (One Crore Five Lakh and One) Equity Shares representing 36.52% of the Expanded Share Capital of the Target Company</p>	<p>1,04,99,999 (One Crore Four Lakh Ninety Nine Thousand Nine Hundred and Ninety Nine) Equity Shares representing 36.52% of the Expanded Share Capital of the Target Company</p>	<p>60,00,000 (Sixty Lakh) warrants convertible into equal number of Equity Shares representing 16.67% of the total share capital of the Target Company, after assuming conversion of all the warrants issued on July 25, 2022 by the Target Company</p> <p>The conversion of warrants into equity shares shall be</p>	<p>2,10,00,000 (Two Crore and Ten Lakh) Equity Shares representing 73.05% of the Expanded Share Capital of the Target Company.</p> <p>60,00,000 (Sixty Lakh) warrants convertible into equal number of Equity Shares representing 16.67% of the total share capital of the Target Company, after assuming conversion of all the warrants issued on July 25, 2022 by the Target Company</p> <p>The conversion of warrants into equity</p>
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			done only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations	shares shall be done only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations
Any other interest in the TC	<ul style="list-style-type: none"> ▪ Acquirers are the Director of the Target Company; ▪ Acquirers are classified as the Promoters of the Target Company; and ▪ Acquirers has entered into SPA for the acquisition of 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, which is under process. 	None	-	

***Please note that these shares are not yet transferred to the Acquirers.

4. DETAILS OF SELLING SHAREHOLDERS: Not Applicable

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 and PAC, 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 i.e. Hindi language, as the registered office of the Target Company is situated in New Delhi, and any one local language newspaper of the Stock Exchange where the shares 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 August 01, 2022, Monday.
- 6.2. The Acquirers and PAC undertakes that they/it are aware of and shall comply with all obligations under the SEBI (SAST) Regulations.
- 6.3. The Acquirers has 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, 2011.
- 6.4. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Regulations and is not a competitive bid in terms of Regulation 20 of the Regulations.

ISSUED ON BEHALF OF ACQUIRERS AND PAC BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

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SEBI Regn. No: INM000011435

For and on behalf of Acquirers and PAC

For Sudesh Business Ventures Private Limited

Sd/-

Mr. Rahul Gupta

Sd/-

Mr. Rohan Gupta

Sd/-

Mr. Rahul Gupta

Place: New Delhi

Date: July 25, 2022