

**FEDEX
SECURITIES
LIMITED**



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To,
The General Manager
Department of Corporate Relations
BSE Limited
Sir Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Ref: Proposed Public Offer to acquire up to 63,700 fully paid-up equity shares of Rs. 10/- each at an Offer Price of Rs. 25 per fully paid up equity share of Rs 10/- each payable in cash, representing 26.00% of equity share capital of Vishvprabha Trading Limited, in accordance with Reg 3(1) and 4 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto

Sub: Submission Copy of Public Announcement

Dear Sir,

In relation to the captioned offer, we, Fedex Securities Limited, Manager to the proposed Open Offer herewith enclose the Copy of Public Announcement, in compliance with Regulation 14(1) and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Please take it on your record.

Thanking You,

Yours faithfully,



Mayank Agarwal
Fedex Securities Limited
[SEBI Registration Code – INM000010163]

Date: April 30, 2018

Place: Mumbai

PUBLIC ANNOUNCEMENT

(AS PER REGULATION 3 (1) AND 4 READ WITH REGULATION 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011, AS AMENDED FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
VISHVPABHA TRADING LIMITED

Open Offer (“Offer”) for acquisition of up to 63,700 fully paid-up equity shares of face value of Rs. 10 each (“Equity Share”) from all the public shareholders of Vishvprabha Trading Limited (“VTL” or “the Target Company”), a company incorporated within the meaning of the Companies Act, 1956 and having its registered office at Warden House 340 J. J. Road Byculla, Mumbai -400008 Maharashtra by Mitesh Thakkar – (“Acquirer-1”), Pramod G Ranka (HUF) through its Karta Pramod Ranka (“Acquirer-2”) (Acquirer-1 and Acquirer-2 are collectively referred as to “Acquirers”) pursuant to and in accordance with Regulation 3(1) and 4 read with Regulation 15(1) of the SEBI (SAST) Regulations (“Open Offer”).

This Public Announcement (the “PA” / “Public Announcement”) is been issued by Fedex Securities Limited (the “Manager to the Offer”), for and on behalf of the Acquirers to all the equity shareholders of the Target Company pursuant and in compliance with Regulation 3(1), Regulation 4, Regulation 13, Regulation 14 and Regulation 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011” or “SEBI (SAST) Regulations” or “the Regulations”)

1. OFFER DETAILS

- **Offer Size (No. of Equity Shares):** This offer is for acquisition of up to 63,700 fully paid up Equity Shares of face value of Rs. 10 each (“Equity Shares”) representing 26.00% of the total Paid Up and Voting Equity Share Capital of the Target Company, subject to the terms of and conditions mentioned in this Public Announcement and the Detailed Public Statement (the “DPS”) and the Letter of Offer (“LOF”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- **Offer Price / Consideration (in Rs.):** The Offer Price is Rs. 25 (Rupees Twenty-Five Only) per Equity Share (“Offer Price”) of Rs 10 each is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance, the total consideration payable by the Acquirers will be Rs. 15,92,500 (Rupees Fifteen Lakhs Ninety-Two Thousand Five Hundred Only)
- **Mode of Payment:** The Offer Price is payable in “cash”, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011
- **Type of Offer:** This Offer is triggered offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
- This Offer is being made by the Acquirers to the Shareholders of the Target Company in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to Memorandum of Understanding (“MoU” or “the Agreement”) dated April 30, 2018 and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI (LODR) Regulations”).

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

| 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 equity shares / Voting rights Rs acquired (in Rs.) | Mode of payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % of total equity / voting capital | | | |
| Direct | Memorandum of Understanding Dated April 30, 2018 | Acquisition of 81,700 Equity Shares from the Sellers | Acquisition of 33.35% of | Rs 20,42,500 (Rupees Twenty Lakh Forty-Two Thousand Five Hundred Only) | Cash | Regulation 3(1) and Regulation 4 read with Regulation 15(1) of the SEBI (SAST) Regulations |

3. DETAILS OF THE ACQUIRERS

| Details | Acquirer-1 | Acquirer-2 | Total |
|---|---|--|--------|
| Name of the Acquirer | Mitesh Thakkar | Pramod G Ranka (HUF) | 2 |
| Address | A-Wing, Flat No. 02, Konark CHS. LTD., Shree Nagar, Near Ayappa Mandir, Sector - 06, Thane -West – 400604 | R/H No. 3 Hill Garden View Society, Opp Tikkuji-Ni-Wadi Chita Thane - 400607 | -- |
| *Name(s) of persons in control/promoters of Acquirers | Not Applicable | Not Applicable | -- |
| Name of the Group, if any, to which the Acquirers belong to | Not Applicable | Not Applicable | -- |
| Pre-Transaction Shareholding | | | |
| • Number of Equity Shares | NIL | NIL | - |
| • Percentage of total Equity Share Capital | NIL | NIL | - |
| Proposed shareholding after acquisition of shares which triggered the Open Offer | | | |
| • Number of equity shares | 40,850 | 40,850 | 81,700 |
| • Percentage of total Equity Share Capital | 16.67% | 16.67% | 33.35% |
| Any other interest in the Target Company | NIL | NIL | - |

4. DETAILS OF SELLING SHAREHOLDER

| Name of the Promoter Seller | Address | Nature of Entity | Part of Promoter group | Details of equity shares / voting rights held by the selling shareholders | | | |
|---------------------------------------|--|------------------|------------------------|---|--------------|------------------|-----------|
| | | | | Pre-Transaction | | Post Transaction | |
| | | | | No. of Shares | % | No. of Shares | % |
| Sunil Surve | 202, Vanashree CHSL, Near Datta Mandir Umele Gaon Umele, Bassein Road Vasai Thane – 401202 | Individual | Yes | 50 | 0.02 | Nil | Nil |
| Suresh Upadhyay | Chau 9, Sanabilia, & Surrounding Locality B. P. Kros Road No. 4, Mulund (p) Mumbai- 400080 | Individual | Yes | 50 | 0.02 | Nil | Nil |
| Mrugesh Trading Limited | Warden House 340 J.J. Road Byculla, Mumbai-400008 | Company | Yes | 24,000 | 9.80 | Nil | Nil |
| Bhairav Enterprises Limited | Warden House 340, J.J. Road, Byculla, Mumbai-400008 | Company | Yes | 12,550 | 5.12 | Nil | Nil |
| Rajan Enterprises Private Limited | Warden House 340 J.J. Road Byculla, Mumbai-400008 | Company | Yes | 23,000 | 9.39 | Nil | Nil |
| Warden Infra Projects Private Limited | Warden House 340 J.J. Road Byculla, Mumbai-400008 | Company | Yes | 22,050 | 9.00 | Nil | Nil |
| TOTAL | | | | 81,700 | 33.35 | -- | -- |

Pursuant to the Open Offer and the transaction contemplated in the Memorandum of Understanding the Acquirers, shall become the “Promoters” of the Target Company and the Sellers will cease to be the “Promoters” of the Target Company in accordance with the provisions of Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The re-classification of the Sellers is subject to the approval of the shareholders of the Target Company in a general meeting in terms of Regulation 31A (5) of the SEBI LODR Regulations and conditions prescribed therein.

5. DETAILS OF THE TARGET COMPANY


| Sr. No. | Particular | Details |
|---------|--------------------------------|--|
| 1. | Name | Vishvprabha Trading Limited |
| 2. | CIN | L51900MH1985PLC034965 |
| 3. | ISIN | INE762D01011 |
| 4. | Registered office address | Warden House, 340 J.J. Road, Byculla, Mumbai- 400008. |
| 5. | Stock Exchange(s) where listed | The Equity Shares of the Target Company are currently listed and traded only on BSE Limited (the “BSE”) with Scrip ID as “VISTR”, Group as “XT” and Scrip code as “512064” respectively. |
| 6. | Tel. No. | +91- 022-23027900 |
| 7. | Fax No. | +91-022-23077231 |

| | | |
|----|----------|--|
| 8. | Email id | cosec@vishvprabhatrading.com |
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6. OTHER DETAILS

- 6.1. All the details of the Open Offer would be published in newspapers vide a Detailed Public Statement on or before May 08, 2018 (i.e. within 5 working days from the date of this PA), in newspapers in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- 6.2. The Acquirers undertakes that they are aware of and will comply the obligation under the SEBI (SAST) Regulation.
- 6.3. The Acquirers has adequate financial resources to meet the Offer obligations and have made firm arrangements for financing the acquisition of Equity Shares under the Offer.
- 6.4. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.5. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.6. In case the aggregate shareholding of the Acquirers in the Target Company goes beyond 75%, the Acquirers will in accordance with prescribed methodologies under applicable law, bring their shareholding down to comply with the law relating to minimum public shareholding requirements in the listed companies.
- 6.7. The Acquirers accept full responsibility for the information contained in the Public Announcement
- 6.8. All information in relation to the Target Company contained in the Public Announcement is based on publicly available information.

Issued by the Manager to the Offer

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|  | <p>FEDEX SECURITIES LIMITED 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai - 400 099 Tel. No.: +91-22-2613 6460 / 2611 7553 Fax: +91-22-2618 6966; Email: mb@fedsec.in; Contact Person: Rinkesh Saraiya; SEBI Registration Number: INM 000010163</p> |
|---|---|

On behalf of all Acquirers

Sd/-

Mitesh Thakkar

Place: Mumbai
Date: April 30, 2018

Sd/-

Pramod G Ranka
(Karta of Pramod G Ranka HUF)