

**PUBLIC ANNOUNCEMENT ("PA")**

**(AS PER REGULATION 3 (1) AND 4 READ WITH REGULATION 13(1), REGULATION 14 AND 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 MRUGESH TRADING LIMITED**

**Corporate Identity Number: L74999MH1984PLC034746**

**Registered Office: Warden House, 340 J.J. Road, Byculla, Mumbai- 400008, Maharashtra India.**

Open offer ("offer") for acquisition of up to 1,10,250 (One Lakh Ten Thousand Two Fifty) fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") representing 45.00% ( forty five percent) of the total issued, outstanding and fully paid equity share capital carrying voting rights of Mrugesh Trading Limited ("MRUTR" or "the Target Company"), from the Public Shareholders (as defined below) of the Target Company by M/s Rajdarbar Capital Private Limited (formerly known as V K Fiscal Services Private Limited) (hereinafter referred to as "Acquirer"), pursuant to and in accordance with Regulation 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 amendment thereto (SEBI (SAST) Regulations) ("open offer").

This Public Announcement (the "PA" / "Public Announcement") is being issued by Fedex Securities Private Limited (formerly known as Fedex Securities Limited) (the "Manager to the Offer"), for and on behalf of the Acquirer to all the Public Shareholders of the Target Company (Mrugesh Trading Limited) pursuant to and in compliance with Regulation 3(1), Regulation 4, Regulation 13(1), 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")

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

"Public Shareholders" shall mean all the shareholders of the Target Company who are eligible to tender their shares in the Open Offer, other than the Promoters (namely, Sunil Surve, Rishabh Enterprises Limited, Bhairav Enterprises Limited and Shri Gurudev En-Trade Limited), who are parties to the Agreement (as defined hereinafter) and persons deemed to be acting in concert with the Promoters in terms of Regulation 7(6) of the SEBI (SAST) Regulations and other promoters and members of the promoter group of the Target Company.

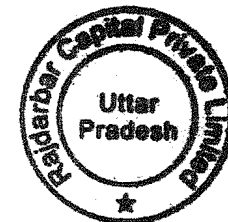
"Promoters" or "Sellers" shall mean the promoters of the Target Company, namely, Sunil Surve, Rishabh Enterprises Limited, Bhairav Enterprises Limited and Shri Gurudev En-Trade Limited.

"Tendering Period" has the meaning ascribed to it under the SEBI (SAST) Regulations;

"Working Day" means the working day of the Securities and Exchange Board of India

**1. OFFER DETAILS**

- **Offer Size (No. of Equity Shares):** The Acquirer hereby makes this Open offer to all the Public Shareholders of the Target Company to acquire



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up to 1,10,250 fully paid up Equity Shares of face value of Rs. 10 each ("Equity Shares") representing 45.00% of the Total Issue, outstanding and Fully Paid Equity Share Capital carrying Voting rights of the Target Company, subject to the terms of and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") which will be published and the Letter of Offer ("LOF") which will be sent to the Equity Shareholders of the Target Company, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

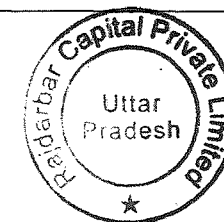
- **Offer Price / Consideration (in Rs.):** The Offer Price is being made at a price of Rs. 12/- (Rupees Twelve Only) per Equity Share ("Offer Price") of face value of Rs 10 (Rupees Ten only) each, is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance, the total consideration payable by the Acquirer will be Rs. 13,23,000 (Rupees Thirteen Lakhs Twenty-Three Thousand 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 (Triggered offer, voluntary offer/ competing offer, etc.):** Triggered Offer. This is a mandatory Offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the agreement for substantial acquisition of shares, voting rights and control of and over the Target Company.

## 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		Purchase Price (in Rs) Per Equity Shares	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	Share Purchase Agreement dated September 12, 2019 ("SPA")	Acquisition of 72,050 Equity Shares from the Sellers	Acquisition of 29.41%	Rs 12/- Equity Shares	Rs 8,64,600 (Rupees Eight Lakhs Sixty-Four Thousand Six Hundred Only)	Cash	Regulation 3(1) and Regulation 4 read with Regulation 13(1) and Regulation 15(1) of the SEBI (SAST) Regulations

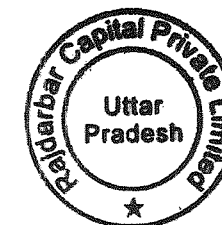
## 3. DETAILS OF THE ACQUIRER

Details	Acquirer
Name of the Acquirer(s)/PAC(s)	Rajdarbar Capital Private Limited (Formerly known as V K Fiscal Services Private Limited)
Address	Global Spaces Magtai Near Shastripuram Agra – 282007, Uttar Pradesh, India
PAN	AAACV8561C



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Details	Acquirer
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	<ol style="list-style-type: none"> <li>1. Amita Garg</li> <li>2. Vasudev Garg</li> <li>3. Chaitanya Garg</li> <li>4. Radhika Garg</li> </ol>
Name of the Group, if any, to which the Acquirers belong to	NA
<b>Pre-Transaction Shareholding</b> <ul style="list-style-type: none"> <li>• Number of Equity Shares</li> <li>• Percentage of total Equity Share Capital</li> </ul>	NIL NIL
<b>Proposed shareholding after acquisition of shares which triggered the Open Offer</b> <ul style="list-style-type: none"> <li>• Number of equity shares</li> <li>• Percentage of total Equity Share Capital</li> </ul>	72,050 29.41%
Any other interest in the Target Company	NIL



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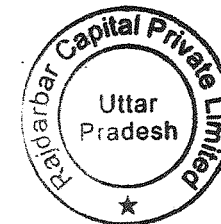
**4. DETAILS OF SELLING SHAREHOLDER**

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, Maharashtra India	Individual	Yes	50	0.02	Nil	Nil
Rishabh Enterprises Limited	Warden House 340 J.J. Road Byculla, Mumbai-400008, Maharashtra India	Company	Yes	24,000	9.80	Nil	Nil
Bhairav Enterprises Limited	Warden House 340, J.J. Road, Byculla, Mumbai-400008, Maharashtra India	Company	Yes	24,000	9.80	Nil	Nil
Shri Gurudev En-Trade Limited	Warden House 340 J.J. Road Byculla, Mumbai-400008, Maharashtra India	Company	Yes	24,000	9.80	Nil	Nil
<b>TOTAL</b>				<b>72,050</b>	<b>29.41</b>	--	--

Pursuant to the Open Offer and the transaction contemplated in the Share Purchase Agreement the Acquirer, 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 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 of the SEBI LODR Regulations and conditions prescribed therein.

**5. DETAILS OF THE TARGET COMPANY**

Sr. No.	Particular	Details
1.	Name	Mrugesh Trading Limited
2.	CIN	L74999MH1984PLC034746
3.	ISIN	INE738D01011




*From*

Sr. No.	Particular	Details
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 "MRUTR", Group as "GSM Stage 0" and Scrip code as "512065" respectively.
6.	Tel. No.	+91- 022-23027900
7.	Fax No.	+91-022-23077231
8.	Email id	cosec@mrugeshtesting.com

**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 September 19, 2019 (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 Acquirer undertakes that it is fully aware of and will comply the obligation under the SEBI (SAST) Regulation and have adequate financial resources to meet the Offer obligations & have made firm arrangements for financing the acquisition of Equity Shares under the Offer in terms of Regulation 25 of the SEBI SAST Regulations.
- 6.3. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.5. In case the aggregate shareholding of the Acquirer 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.
- 6.6. The Acquirer accept full responsibility for the information contained in the Public Announcement
- 6.7. 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**

	<p><b>FEDEX SECURITIES PRIVATE LIMITED</b>  Formerly known as (Fedex Securities Limited)  305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai - 400 099  Tel. No.: +91 81049 85249 Email: mb@fedsec.in;  Contact Person: Rinkesh Saraiya;  SEBI Registration Number: INM 000010163</p>
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On behalf of Acquirer

For Rajdarbar Capital Private Ltd  
Formerly Known as (V K Fiscal Services Private Limited)



Arun Gupta  
Authorized Signatory  
Place: Mumbai  
Date: September 12, 2019

