

**Public Announcement ("PA") under Regulation 15 (1) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Open Offer ("Offer") for acquisition of upto 13,00,234 equity shares of Rs. 10/- each from equity shareholders of TRC Financial Services Limited ("Target Company") by Jupiter Capital Private Limited ("the Acquirer") pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011 as amended and subsequent amendments thereto (hereinafter referred as "SEBI (SAST) Regulations")

1. Offer Details

- 1.1. **Offer Size:** Upto 13,00,234 equity shares of Rs. 10/- each representing 26.00% of the total equity share capital / voting capital of Target Company.
- 1.2. **Offer Price/ Consideration:** The Offer Price is Rs. 18/- (Rupees Eighteen Only) per equity share of Rs. 10/- each.
- 1.3. **Mode of Payment:** The Offer Price is payable in Cash.
- 1.4. **Type of Offer:** This is a *Triggered Offer* made under Regulations 3(1) and 4 of SEBI (SAST) Regulations for substantial acquisition of shares/voting rights and to control the Management of 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		Total Consideration for shares/ VRs acquired (in Rs)	Mode of Payment (Cash/ securities)	Regulations which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Share Purchase Agreement	28,96,174 equity shares	57.91 %	Rs. 5,21,31,132	Cash	3(1) & 4 of SEBI (SAST) Regulations



3. Acquirer(s) / PAC

Details	Acquirer
Name of Acquirer(s) / PAC(s)	Jupiter Capital Private Limited
Address	No: 54, Richmond Road, Bangalore - 560 025
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	The ultimate beneficial owner of the Acquirer is Mr. Rajeev Chandrasekhar, and the key shareholders of the Acquirer are RC Stocks & Securities Private Limited, Jupiter Global Infrastructure Private Limited and Minsk Developers Private Limited
Name of the Group, if any, to which the Acquirer(s)/ PAC belongs to	None
Pre Transaction shareholding	NIL
• Number	
• % of total share capital	N.A
Proposed shareholding after the acquisition of shares which triggered the Open Offer	28,96,174 equity shares 57.91%
Any other interest in the TC	None

4. Details of selling shareholders

Name of Sellers	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Vijay Mario Sebastian Misquitta	Yes	14,43,087	28.86	0	0.00
Ajay Dilkush Sarupria	Yes	14,53,087	29.06	0	0.00
TOTAL		28,96,174	57.91	0	0.00

5. Target Company

- 5.1 **Name** : TRC Financial Services Limited
- 5.2 **CIN No.** : L74899MH1994PLC216417
- 5.3 **Registered Office** : Bandra Hill View CHS, 3rd Floor, 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai - 400050
- 5.4 **Exchange where Listed** : BSE Limited



6. **Other Details**

- 6.1 Further details of the Offer shall be published on or before Monday, January 23, 2017 in the Detailed Public Statement to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations which will be published as specified under Regulation 14(3) of the SEBI (SAST) Regulations.
- 6.2 The Acquirer and its Directors undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.
- 6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER

For and on behalf of the Acquirer, Jupiter Capital Private Limited

CHARTERED CAPITAL AND INVESTMENT LIMITED

(CIN NO: L45201GJ1986PLC008577)

Contact Person: Amit Kumar Gattani

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Andheri (East), Mumbai 400 093

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SEBI Registration No.: INM000004018



Place : Mumbai

Date : Monday, January 16, 2017

