



MARK
CORPORATE ADVISORS

June 14, 2019

MCAPL: MUM: 2019-20: 0061

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Dear Sir/Madam,

Sub : Public Announcement for the Open Offer to the Public Shareholders of Sobhagya Mercantile Limited ("SML"/"Target Company")

This is to inform you that today i.e. June 14, 2019 (Friday), Mr. Shrikant Bhangdiya ("Acquirer 1"), Mrs. Aarti Bhangdiya ("Acquirer 2"), Mrs. Megha Bhangdiya ("Acquirer 3"), Mrs. Sonal Bhangdiya ("Acquirer 4"), Mrs. Manisha Maniyar ("Acquirer 5") has entered into a Share Purchase Agreement ("SPA") with the Promoters/Promoter Group (hereinafter referred to as "Sellers") of the Target Company for acquisition of 82,830 Equity Shares representing 34.51% of the Equity Share Capital of the Target Company.

Pursuant to SPA, the Acquirer has triggered the Open Offer to acquire 62,400 Equity Shares of Face Value of ₹10 each of the Target Company representing 26% of the Equity Share Capital/Voting Capital of the Target Company. The Open Offer has been given pursuant to and in compliance with Regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"] requiring the Public Announcement in terms of Regulation 13 of the said Regulations.

Accordingly, in terms of Regulation 13 read with Regulation 14 of SEBI (SAST) Regulations, 2011, We, Mark Corporate Advisors Private Limited, Manager to the Offer, are submitting the hard copy of the Public Announcement and the soft copy of the same has been submitted. A copy of the same is being submitted to Securities Exchange Board of India, Mumbai ("SEBI") and is being dispatched to the Target Company ("TC") at its Registered Office.

Kindly take the above information on your records.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl: As Above.

MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAF5379J1ZY

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057
Tele : +91 22 2612 3207 Fax : +91 22 2612 3208 Web : www.markcorporateadvisors.com E-mail : info@markcorporateadvisors.com



MARK
CORPORATE ADVISORS

June 14, 2019

MCAPL: MUM: 2019-20: 0062

To,

Board of Directors

Sobhagya Mercantile Limited

25 & 26, 1st Floor AC Market Building,
Tardeo, Mumbai-400 034

Dear Sir/Madam,

Sub : Public Announcement for the Open Offer to the Public Shareholders of Sobhagya Mercantile Limited ("SML"/"Target Company")

This is to inform you that today i.e. June 14, 2019 (Friday), Mr. Shrikant Bhangdiya ("Acquirer 1"), Mrs. Aarti Bhangdiya ("Acquirer 2"), Mrs. Megha Bhangdiya ("Acquirer 3"), Mrs. Sonal Bhangdiya ("Acquirer 4"), Mrs. Manisha Maniyar ("Acquirer 5") has entered into a Share Purchase Agreement ("SPA") with the Promoters/Promoter Group (hereinafter referred to as "Sellers") of the Target Company for acquisition of 82,830 Equity Shares representing 34.51% of the Equity Share Capital of the Target Company.

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Accordingly, in terms of Regulation 13 read with Regulation 14 of SEBI (SAST) Regulations, 2011, We, Mark Corporate Advisors Private Limited, Manager to the Offer, are submitting the hard copy of the Public Announcement and the soft copy of the same has been submitted. A copy of the same is being submitted to Securities Exchange Board of India, Mumbai ("SEBI") and BSE Limited, Mumbai ("BSE").

Kindly take the above information on your records.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl: As Above.

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**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("REGULATIONS")**

Open offer for acquisition of 62,400 Equity Shares of Face Value of ₹10 (Rupees Ten only) each of Sobhagya Mercantile Limited ("SML"/"Target Company") by Mr. Shrikant Bhangdiya ("Acquirer 1"), Mrs. Aarti Bhangdiya ("Acquirer 2"), Mrs. Megha Bhangdiya ("Acquirer 3"), Mrs. Sonal Bhangdiya ("Acquirer 4") and Mrs. Manisha Maniyar ("Acquirer 5") (hereinafter collectively referred to as "Acquirers")

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirers to the Public shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"].

1) OFFER DETAILS:

1.1 Offer Size: The Acquirers hereby make this Open Offer ("Open Offer") to the Public Shareholders of the Target Company to acquire 62,400 Equity Shares of face value of ₹10 (Rupees Ten only) each of the Target Company ("Equity Share") representing 26% of the Equity Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") that will be published and the Letter of Offer ("LoF") which will be sent to the Equity Shareholders of the Target Company, in accordance with the Regulations.

1.2 Offer Price / Consideration: The Offer price of ₹10 (Rupees Ten only) per Equity Share of Face Value of ₹10 (Rupees Ten only) each, is in compliance with Regulation 8 of the Regulations ("Offer Price"), aggregating to a consideration of ₹6,24,000 (Rupees Six Lakhs Twenty Four Thousand only), assuming full acceptance in the Open Offer ("Offer Size").

1.3 Mode of Payment: The Offer Price will be paid in cash, in accordance with Regulation 9(1) (a) of the Regulations.

1.4 Type of Offer: This is a triggered offer under Regulation 3(1) and 4 of the Regulations.

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

Type of Transaction (Direct/Indirect)	Mode of Transaction (Agreement/Allotment/Market Purchase)	Details of Underlying Transaction		Total Consideration for Shares/Voting Rights (VR) acquired (₹ in Lakhs)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Equity Shares/Voting Rights proposed to be acquired				
		Number	% vis a vis total Equity Capital			
Direct Acquisition	Share Purchase Agreement ("SPA") dated June 14, 2019	82,830	34.51%	8.28	Cash	3(1) and 4



3) DETAILS OF THE ACQUIRERS(S) AND PAC(S):

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5	Total
Name of the Acquirers(s)/PAC(s)	Mr. Shrikant Bhangdiya	Mrs. Aarti Bhangdiya	Mrs. Megha Bhangdiya	Mrs. Sonal Bhangdiya	Mrs. Manisha Maniyar	5
PAN	ATCPB 1337 J	BASPB 4485 R	AGWPB 6234 H	AIBPB 8670 L	AIHPM 2577 R	-
Address	Plot No. 20-2, H. No. 526, Bhangdiya House, Near Getwell Hospital, Dhantoli, Patwardhan Ground, Nagpur-440 012					-
Name(s) of Persons in control/Promoters of Acquirers(s)/PAC(s) where Acquirers(s)/PAC(s) are Companies	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirers(s)/PAC(s) belongs to	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre Transaction Shareholding						
• Number	Nil	Nil	Nil	Nil	Nil	Nil
• % of Equity Share Capital	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Proposed Shareholding after acquisition of Shares which triggered the Open Offer						
• Number	25,002	14,457	14,457	14,457	14,457	82,830
• % of Equity Share Capital	10.42%	6.02%	6.02%	6.02%	6.02%	34.51%
Any other interest in the TC	None	None	None	None	None	None

4) DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	Mangalam Exim Pvt. Ltd. PAN: AAACM 3555 F Address: 412, Arun Chamber, 4th Floor, Tardeo, Mumbai-400 034	Yes	48,530	20.22%	Nil	N.A.
2)	Shree Kumar Mangalam Traders Pvt. Ltd. PAN: AAACS 6533 K	Yes	600	0.25%	Nil	N.A.



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
3)	<p>Address: 93, Landmark 9th Floor Carmichael Road, Mumbai-400 026</p> <p>Mr. Kumaar Bagrodia</p> <p>PAN: AACPB 0154 E</p> <p>Address: 93, Landmark, Carmichael Road, Mumbai-400 026</p>	Yes (Refer Note)	33,700	14.04%	Nil	N.A.
TOTAL			82,830	34.51%	Nil	N.A.

Note:

Mr. Kumaar Bagrodia, one of the Promoter & Seller to the Share Purchase Agreement holding 33,700 Equity Shares representing 14.04% of the Equity Share Capital of the Target Company, was categorized under the Public category inadvertently since September 2010. On account of this, regulation 8(3) of SEBI (SAST) Regulations, 1997, regulation 30 of SEBI (SAST) Regulations, 2011 and other applicable regulations could not be complied with.

5) DETAILS OF THE TARGET COMPANY:

- 5.1 Name : Sobhagya Mercantile Limited
5.2 CIN : L51900MH1983PLC031671
5.3 ISIN : INE754D01018
5.4 Registered Office Address : 1/25 & 1/26, 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai-400 034
5.5 Stock Exchange(s) where Listed : BSE Limited, Mumbai ("BSE") with scrip code 512014

6) OTHER DETAILS:

- 6.1 The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulations 13 (4) and 14 (3) of the Regulations vide a Detailed Public Statement ("DPS") on or before June 21, 2019 (Friday).
6.2 The Acquirers undertake that they are aware of and will comply with their obligations under the Regulations and has adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.



6.3 In this PA, any discrepancy in any table between the total and sums of the percentage listed is due to rounding off.

6.4 This Offer is not subject to any minimum level of acceptance.

6.5 This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the Regulations.

Issued by the Manager to the Offer on behalf of the Acquirers:



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996

SEBI Regn No.: INM000012128

404/1, The Summit Business Bay,

Sant Janabai Road (Service Lane),

Off Western Express Highway,

Vile Parle (East), Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Tel. No.: +91 22 2612 3207/08

E-Mail ID: openoffer@markcorporateadvisors.com

Website: www.markcorporateadvisors.com

Acquirers:

Sd/-
Shrikant Bhangdiya
("Acquirer 1")

Sd/-
Aarti Bhangdiya
("Acquirer 2")

Sd/-
Megha Bhangdiya
("Acquirer 3")

Sd/-
Sonal Bhangdiya
("Acquirer 4")

Sd/-
Manisha Maniyar
("Acquirer 5")

Place : Mumbai

Date : June 14, 2019

