

PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATIONS 3(1) AND 4, READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE SHAREHOLDERS OF F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

OPEN OFFER FOR ACQUISITION OF UPTO 806182 EQUITY SHARES FROM THE SHAREHOLDERS OF F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "FMEC") BY MR. PANKAJ KUMAR ("ACQUIRER 1") AND MR. MANOJ KUMAR JAIN ("ACQUIRER 2"), (ACQUIRER 1 & ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MRS. LALITA BANSAL ("PAC 1"), MR. APOORVE BANSAL ("PAC 2"), MS. MEGHA BANSAL ("PAC 3"), PANKAJ KUMAR BANSAL (HUF) ("PAC 4"), MRS. NIRAJ JAIN ("PAC 5"), MS. MAHIMA JAIN ("PAC 6") AND M K JAIN (HUF) ("PAC 7"), IN THEIR CAPACITY TO ACT AS PERSON ACTING IN CONCERT WITH THE ACQUIRERS (PAC 1, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6 AND PAC 7 HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT"/"PACs") PURSUANT TO AND IN ACCORDANCE WITH REGULATIONS 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

1. Open Offer details

Open Offer: Open Offer to be made by the Acquirers along with the PACs to the shareholders of the Target Company for acquisition of upto 806182 Equity Shares representing 26% of the fully paid up Equity Share Capital of the Target Company.

- **Size:** The Open Offer is being made by the Acquirers along with the PACs for acquisition of up to 806182 Equity Shares of face value Rs. 10 each representing 26% of the fully paid up Equity Share Capital of the Target Company.
- **Price/Consideration:** At Offer Price of Rs. 9/-(Rupees Nine Only) per fully paid up Equity Share of Rs. 10 each of the Target Company aggregating to Rs.72,55,638/- (Rupees Seventy Two Lakh Fifty Five Thousand Six Hundred and Thirty Eight only).
- **Mode of payment:** The Offer Price will be paid in cash in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- **Type of offer (Triggered offer, voluntary offer/competing offer etc):**

Triggered Offer made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

As on the date immediately preceding the date of this Public Announcement ("PA"), the Acquirers along with the PACs hold 6,66,975 Equity Shares representing 21.51% of the fully paid-up Equity Share Capital of the Target Company.

The Acquirers have entered into a Share Purchase Agreement ("SPA") with the existing Promoters of the Target Company (hereinafter referred to as the "Sellers") with the objective of taking complete Management Control of the Target Company and to be designated as Promoters along with acquisition of the entire present shareholding of the Sellers i.e. 365375

Pankaj Kumar
Manoj Kumar Jain
Lalita Bansal

Mahima Jain
Apoorve Bansal

Pankaj Kumar Bansal

Megha Bansal
Niraj Jain



(Three Lakh Sixty Five Thousand Three Hundred and Seventy Five Only) Equity Shares of the Target Company, representing 11.78% of the fully paid-up Equity Share Capital of the Target Company.

This mandatory Open Offer is being made by the Acquirers along with the PACs to the equity shareholders of Target Company in compliance with Regulations 3(1) and 4 of the SEBI (SAST) 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 shares /Voting Rights (VR) acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting capital			
Direct	Share Purchase Agreement dated April 24, 2017 between the Acquirers and the Sellers.	365375	11.78%	0.11	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

3. Acquirers/PACs:

Details	Acquirer 1	Acquirer 2	PACs	Total
Name of Acquirers/ PACs	Pankaj Kumar	Manoj Kumar Jain	i. Lalita Bansal ("PAC 1") ii. Apoorve Bansal ("PAC 2") iii. Megha Bansal ("PAC 3") iv. Pankaj Kumar Bansal (HUF) ("PAC 4") v. Niraj Jain ("PAC 5") vi. Mahima Jain ("PAC 6") vii. M K Jain (HUF) ("PAC 7")	-
Address	A-708, UNESCO Appts., I P Extension, Patparganj, Delhi- 110092	C 34, Ground Floor, South Extension, Part-2, Andrewganj, Defence Colony, New Delhi-110049	For PAC 1, 2, 3 and 4: A-708, UNESCO Appts., I P Extension, Patparganj, Delhi- 110092 For PAC 5, 6 and 7: C 34, Ground Floor, South Extension, Part-2, Andrewganj, Defence Colony, New Delhi-110049	-
Name(s) of persons in control/ promoters of the Acquirers/PACs where Acquirers/PACs are Companies	Not Applicable	Not Applicable	Not Applicable	-



Pankaj Kumar

Manoj Kumar Jain

Maharaj
Apoorve

Megha Bansal

Megha Bansal

Details	Acquirer 1	Acquirer 2	PACs	Total
Name of the Group, if any, to which the Acquirers/PACs belongs to	None	None	None	-
Pre Transaction shareholding: • Number	72300	124000	470675	666975
• % of total share capital	2.33	4.00	15.18	21.51
Proposed shareholding after the acquisition of shares which triggered the Open Offer				
Number		561675*	470675	1032350
• % of total share capital		18.11	15.18	33.29
Any other interest in the Target Company	There is no interest in the Target Company except to the extent of shareholding	There is no interest in the Target Company except to the extent of shareholding	There is no interest in the Target Company except to the extent of shareholding	-

* The number of Equity Shares to be acquired by Acquirer 1 & Acquirer 2 will be decided post completion of the Open Offer.

4. Details of selling shareholder, if applicable:

Name	Part of Promoter Group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Suraj Aggarwal	Yes	141325	4.56	Nil	Nil
Bimal Aggarwal	Yes	68000	2.19	Nil	Nil
Sumat Prakash Aggarwal	Yes	134050	4.32	Nil	Nil
Rachna Aggarwal	Yes	18500	0.60	Nil	Nil
Sangeeta Aggarwal	Yes	3500	0.11	Nil	Nil
Total		365375	11.78	-	-

5. Target Company

- **Name:** F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED
- **CIN:** L74899DL1993PLC053936
- **Exchanges where listed:** The Target Company is currently listed on BSE Limited ("BSE").

6. Other details

- The Detailed Public Statement pursuant to this Public Announcement, which shall carry all such other information of the open offer, including information on the Offer Price, information on the Acquirers and the PACs, information on Target Company, reasons for the Open Offer, Statutory

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Pune

[Signature]
Cater

[Signature]
Mahimam
Apoornu

[Signature]
Pune

[Signature]
Rajesh
Sengupta



Approvals for the Open Offer, details of financial arrangement, other terms of the Open Offer, conditions to the Open Offer, conditions precedent to the Share Purchase Agreement, etc. shall be published on or before May 02, 2017 (i.e. within 5 working days from the date of this Public Announcement), in all editions of an English national daily with wide circulation, a Hindi national daily with wide circulation and a Marathi language daily with wide circulation at Mumbai (being the place where BSE is situated). The Registered Office of the Target Company is situated in the National Capital Territory of Delhi and Hindi being the regional language of the region, publication in a regional language daily is not required.

- The Acquirers and the PACs undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirers have adequate financial resources to meet the Open Offer obligations and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations.
- This is not a Competitive Bid.

Issued by Manager to the Offer



Corporate Capital Ventures



CORPORATE CAPITALVENTURES PRIVATE LIMITED

SEBI Regn. No.: MB/INM000012276

Regd. Off.: 160 (Basement), Vinoba Puri, Lajpat Nagar -II New Delhi- 110024

Contact Person: Mr. Kulbhushan Parashar

E-mail: info@ccvindia.com

Website: www.ccvindia.com

For and on behalf of the Acquirers

(PANKAJ KUMAR)

(MANOJ KUMAR JAIN)

For and on behalf of the PACs

(LALITA BANSAL)

(APOORVE BANSAL)

(MEGHA BANSAL)

(PANKAJ KUMAR BANSAL (HUF))

(NIRAJ JAIN)

(MAHIMA JAIN)

(M K JAIN (HUF))

Place: New Delhi
Date: April 24, 2017