

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF  
MRUGESH TRADING LIMITED**

Registered Office -252, Swantraveer Savarkar Rashtriya Smarak, Veer Savarkarmarg, Next to Mayer Banglow, Shivaji Park, Mumbai City MH 400028 IN

Email - [roc@rajdarbarrealty.com](mailto:roc@rajdarbarrealty.com) Website: [www.mrugeshtesting.com](http://www.mrugeshtesting.com)

Corporate Identification Number: L74999MH1984PLC034746

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 13, 14, 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("REGULATIONS"), AND AS AMENDED FROM TIME TO TIME**

**OPEN OFFER FOR ACQUISITION OF UPTO 62,800 (SIXTY TWO THOUSAND EIGHT HUNDRED) FULLY PAID-UP EQUITY SHARES OF FACE VALUE INR 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") REPRESENTING 25.63%\* OF THE TOTAL ISSUED, OUTSTANDING AND FULLY PAID-UP EQUITY SHARE CAPITAL CARRYING VOTING RIGHTS OF MRUGESH TRADING LIMITED, A COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT 252, SWANTRAVEER SAVARKAR RASHTRIYA SMARAK, VEER SAVARKAR MARG, NEXT TO MAYER BANGLOW, SHIVAJI PARK, MUMBAI CITY - 400028 ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY JRA INFRASTRUCTURE LIMITED COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT "ASHOK VILLA" OPP. OLD ADARSH SCHOOL, DEESA (N.G.), GUJARAT - 385535 ("ACQUIRER") (PAN: AABCJ8888M)**

*\*As per the SEBI (SAST) Regulations, the Open Offer under Regulations 3(1) & 4 is required to be given for at least 26% of the voting share capital of the Target Company. However, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.63% and therefore the Offer Shares represent 25.63% of the voting share capital of the Target Company.*

This Public Announcement ("PA" or "Public Announcement") is being issued by Fast Track Finsec Private Limited, a Company registered under the Companies Act, 1956 ("Fasttrack"), ("Manager to the Offer") for and on behalf of Acquirers to the Public Shareholders of the Target Company pursuant to and in Compliance with, amongst others, Regulations 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 ("Offer") to all the public shareholders of the Target Company to acquire upto 62,800 (Sixty Two Thousand Eight Hundred) fully paid up Equity Shares of face value of INR 10/- (Rupees Ten Only) each representing 25.63% of the Paid up Share Capital of the Target Company of the Target Company, as on the date of this Public Announcement, to open offer shares, subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") and Letter of Offer ("LOF") that are proposed to be issued in accordance with the Regulations.

**1.2 Offer Price/ Consideration:** The Offer Price of INR 12.50/- (Rupees Twelve and Fifty Paise Only) per Equity Share ("Offer Price") which is consider in accordance with Regulation 8 of the Regulations. Assuming full subscription in the Open Offer, the total consideration payable by the Acquirers will be INR 7,85,000/- (Rupees Seven Lakh Eighty Five Thousand Only) ("**Maximum Consideration**").

**1.3 Mode of Payment:** The Offer Price is payable is "Cash" in accordance with Regulation 9(1)(a) of the Regulations.

**1.4 Type of Offer:** This is a Triggered Offer under Regulations 3(1) and 4 of the Regulations. This Open Offer is not conditional offer subject to any minimum level of acceptance in terms of Regulation 19 of the Regulation. This is not a competing offer in terms of Regulation 20 of the Regulations.

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

Acquirers have entered into a Share Purchase Agreement dated September 28, 2021 ("SPA") with the current promoter of the Target Company ("Sellers") to acquire 1,82,200 (One Lakh Eighty Two Thousand Two Hundred) Equity Shares at a price of INR 12.50/- (Rupees Twelve and Fifty Paise Only) in compliance with the provisions of the SEBI (SAST) Regulations.

Details of underlying transaction						
Type of Transaction	Mode of Transaction	Shares/ rights proposed acquired	Voting acquired/ to be	Total Consideration for shares /Voting Rights acquired (INR)	Mode of payment	Regulation which has triggered
		Number	% vis a vis total equity / voting Capital			
Direct Acquisition	Share Purchase Agreement	1,82,200 Equity Shares	74.37	22,77,500	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulation

**3) Details of the Acquirer(s) /PAC**

Details	Acquirer 1	Total
Name of Acquirer	JRA Infrastructure Limited	1
Address	"Ashok Villa" Opp. Old Adarsh School, Deesa (N.G.), Gujarat - 385535	
PAN	AABCJ8888M	

Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	1. Jugalkishor Ramkishan Agrawal 2. Ashokkumar Ramkishan Agrawal 3. Sanjaykumar Jugalkishor Agrawal 4. Anilkumar Ramkishan Agrawal 5. Kaushalyadevi Jugalkishor Agrawal 6. Rajivkumar Jugalkishor Agrawal 7. Arpit Anilkumar Agrawal 8. Yash Anilkumar Agrawal	
Name of the Group, if any, to which the Acquirer/PAC belongs to	Not Applicable	
Pre-Transaction shareholding • Number of equity shares in the Target Company • % of total share capital	Nil  Nil	
Proposed shareholding After the acquisition of shares which triggered the Open Offer (No. of Equity Shares)	1,82,200	1,82,200
% of total share capital and total voting capital	74.37%	74.37%
Any other interest in the Target Company	To the extent of shareholding and management control	

4) Details of selling shareholders, if applicable

Name & 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
<b>Name: Rajdarbar Capital Private Limited</b>  <b>Address: Global Spaces Magtai Near Shastripuram Agra - 282007, Uttar Pradesh, India</b>	Yes	1,82,200	74.37	Nil	Nil

## 5) INFORMATION ABOUT THE TARGET COMPANY

<b>Name</b>	<b>MRUGESH TRADING LIMITED</b>
<b>CIN</b>	<b>L74999MH1984PLC034746</b>
<b>Exchange where shares are Listed</b>	<b>BSE Limited</b>

- 5.1 Mrugesh Trading Limited, is a Public Limited Company under the Companies Act, 1956. The Corporate Identification Number of the Company is L74999MH1984PLC034746.
- 5.2 Presently, Registered Office of the Target Company is situated at -252,Swantraveer Savarkar Rashtriya Smarak, Veer Savarkarmarg, Next to Mayer Banglow, Shivaji Park, Mumbai - 400028.
- 5.3 As on date of this PA, the Authorised Share Capital of the Target Company is INR 24,50,000/- (Rupees Twenty Four Lakh Fifty Thousand Only) divided into 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each and the Issued, Subscribed and Paid-up Capital of the Target Company is INR 24,50,000/- (Rupees Twenty Four Lakh Fifty Thousand Only) divided into 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each.
- 5.4 Presently 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of the Target Company have been listed on BSE Limited ("BSE") with Scrip Code 512065.
- 5.5 There are no partly paid up Equity Shares of the Target Company.
- 5.6 Presently, the Board of Directors of the Target Company comprises of Mr. Ashok Kapoor (DIN: 00096659), Mr. Akshat Agarwal (DIN:00309939), Mr. Ashish Jain Kumar (DIN: 03064436), Mr. Devendra Kumar Agrawal (DIN: 06752332) and Ms. Kamlesh (DIN: 07975095)(Source: MCA website). As on the date of PA, none of the directors are representatives of the Acquirers.
- 5.7 There are no outstanding convertible instruments such as warrants/FCDs/PCDs etc of the Target Company. (Source: Annual Report for the year ended March 31, 2021).

## 6) OTHER TERMS OF THE OFFER

- 6.1 The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirers, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one local language newspaper where the registered office of the Target Company is situated and any one local language newspaper of the Stock Exchanges where the shares are listed and where the volume of trading is recoded as maximum during

sixty trading days preceding the date of the Public Announcement. The Detailed Public Statement shall be published on or before Monday i.e. October 4, 2021.

6.2.The Acquirers undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.

6.3.The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

**Issued by Manager to the Offer**



**FAST TRACK FINSEC PRIVATE LIMITED**

CIN: U65191DL2010PTC200381

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New Delhi - 110001

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**Investor Grievance Email:** investor@ftfinsec.com

**Website:** www.ftfinsec.com

**Contact Person:** Mr. Vikas Kumar Verma

**On behalf of**  
**JRA Infrastructure Limited**

**Date:** September 28, 2021  
**Place:** New Delhi

Sd/-

**Rajiv Jugalkishor Agrawal**  
**Director**  
**DIN:** 01659197