



MANVIJAY DEVELOPMENT COMPANY LIMITED

Reg. Office No. 701/B, 7th Floor, Platinum Arcade, J.S.S. Road, Near Girgaon Church, Charni Road, Mumbai - 400004. Maharashtra | Email: manvijaydcl@yahoo.com | Website: www.manvijay.com
Tel.: 022 - 23614144 | CIN : L45208MH1982PLC264042

Date: 20/06/2019

To, BSE Limited Listing Compliance Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	To, The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001.
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Dear Sir,


RE: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


We are in receipt of letter dated June 20, 2019 from Mark Corporate Advisors Private Limited regarding Open Offer along with Public Announcement (PA) to the extent of 16,84,800 Equity Shares of Rs. 10/- each at an offer price of Rs. 10/- per share by Yatin Sanjay Gupte and M/s. Wardwizard Solutions India Private Limited (Acquirers') pursuant to Share Purchase Agreement dated June 20, 2019 signed between all the Promoters of the Company and the Acquirers. The Promoters intend to sale their entire shareholding of 45,28,800 Equity Shares of Rs. 10/- each representing 69.89% of the paid-up capital of the Company.

We are enclosing herewith letter of Mark Corporate Advisors Private Limited along with PA the contents of which are self-explanatory.

Kindly take a note of the same.

Thanking you,
For Manvijay Development Company Ltd


Prabhakar Shankar Patil
(Executive Director)
DIN:- 01627690





MARK
CORPORATE ADVISORS

June 20, 2019

MCAPL: MUM: 2019-20: 0073

To,

Board of Directors

Manvijay Development Company Limited

Office No. 701, 7th Floor, Platinum Arcade,

J.S.S. Road, Girgaum,

Charni Road, Mumbai-400 004

Dear Sir/Madam,

Sub : Public Announcement for the Open Offer to the Public Shareholders of Manvijay Development Company Limited ("MDCL"/"Target Company")

This is to inform you that today i.e. June 20, 2019 (Thursday), Mr. Yatin Sanjay Gupte ("Acquirer 1") and Wardwizard Solutions India Private Limited ("Acquirer 2") 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 45,28,000 Equity Shares representing 69.89% of the Equity Share Capital of the Target Company.

Pursuant to SPA, the Acquirers have triggered the Open Offer to acquire 16,84,800 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"), BSE Limited, Mumbai ("BSE") and is being dispatched to the Calcutta Stock Exchange Limited, Kolkata ("CSE").

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

**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 16,84,800 Equity Shares of Face Value of ₹10 (Rupees Ten only) each of Manvijay Development Company Limited (“MDCL”/“Target Company”) by Mr. Yatin Sanjay Gupte (“Acquirer 1”) and Wardwizard Solutions India Private Limited (“Acquirer 2”) (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 16,84,800 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 ₹1,68,48,000 (Rupees One Crore Sixty Eight Lakhs Forty Eight 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):

Details of Underlying Transaction						
Type of Transaction (Direct)	Mode of Transaction (Agreement)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting Rights (VR) acquired (₹ in Lakhs)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Equity Capital			
Direct Acquisition	Share Purchase Agreement (“SPA”) dated June 20, 2019	45,28,800	69.89%	452.88	Cash	3(1) and 4

3) DETAILS OF THE ACQUIRERS:

Details	Acquirer 1	Acquirer 2	Total
Name of the Acquirers	Mr. Yatin Sanjay Gupte	Wardwizard Solutions India Private Limited	2
PAN	AIHPG 2333 B	AABCW 7891 F	-
Address	12/A, Suramya Bunglows, Raipura Road, Bhayali Gaon, Behind Lalguru Farm, Bhayli, Vadodara-391 410	Shed No. C-222, GIDC, Makarpura Industrial Estate, Vadodara-390 010	-



Details	Acquirer 1	Acquirer 2	Total
Name(s) of Persons in control/Promoters of Acquirers where Acquirers are Companies	Not Applicable	Mr. Yatin Sanjay Gupte	-
Name of the Group, if any, to which the Acquirers belongs to	Not Applicable	Not Applicable	-
Pre Transaction Shareholding			
• Number	Nil	Nil	Nil
• % of Equity Share Capital	Not Applicable	Not Applicable	N.A.
Proposed Shareholding after acquisition of Shares which triggered the Open Offer			
• Number	44,10,600	1,18,200	45,28,800
• % of Equity Share Capital	68.06%	1.82%	69.89%
Any other interest in the TC	Nil	Nil	-

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)	Mr. Nitin Manohar Pradhan <i>PAN:</i> AAKPP 9574 C <i>Address:</i> 148/1, Gautam Niwas, Seawind Terraces, Dr. M. B. Raut Road, Shivaji Park, Dadar West, Mumbai-400 028	Yes	16,00,000	24.69	Nil	N.A.
2)	Pradman Property Consortium of India LLP <i>(Formerly known as Pradman Property Consortium of India Pvt. Ltd.)</i> <i>PAN:</i> AAFCP 2963 H	Yes	28,10,600	43.37	Nil	N.A.
3)	Preses Constructions Solutions Private Limited <i>PAN:</i> AACCP 1744 P <i>having address of:</i> 701, 7 th Floor, Plot 96/98, Platinum Arcade, JSS Road Central Plaza Cinema, Charni Road, Girgaum, Mumbai-400 004	Yes	1,18,200	1.82	Nil	N.A.
TOTAL			45,28,800	69.89	Nil	N.A.

5) DETAILS OF THE TARGET COMPANY:

- 5.1 Name : Manvijay Development Company Ltd
5.2 CIN : L45208WB1982PLC035377
5.3 ISIN : INE945P01016



- 5.4 **Registered Office Address** : Office No. 701, 7th Floor, Platinum Arcade, J.S.S. Road, Girgaum, Charni Road, Mumbai-400 004
- 5.5 **Stock Exchange(s) where Listed** : BSE Limited, Mumbai (“BSE”) with scrip code 538970 and The Calcutta Stock Exchange Limited, Kolkata (“CSE”) with scrip code as 023105

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 27, 2019 (Thursday).
- 6.2 The Acquirers undertake that they are aware of and will comply with his 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

For Wardwizard Solutions India Private Limited

Sd/-
Yatin Sanjay Gupte
("Acquirer 1")

Sd/-
Yatin Sanjay Gupte
("Acquirer 2")

Place : Mumbai
Date : June 20, 2019

