

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1) READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS" or "REGULATIONS")

FOR THE ATTENTION OF THE SHAREHOLDERS OF TITAN SECURITIES LIMITED.

Open Offer for acquisition of up to 9506156 equity shares, representing 38% of the total Paid-Up/Voting Share Capital of Titan Securities Limited ("Hereinafter referred to as "Target Company") from the Public Shareholders by **Mrs. Manju Singla**, adult Indian national, w/o Mr. Suresh Chand Singla, residing at TU-40, Pitampura, Delhi 110034; **Mr. Udit Singla**, adult Indian national, S/o Mr. Suresh Chand Singla, residing at TU-40, Pitampura, Delhi 110034, **Ms. Supriya Singla**, adult Indian national, d/o Mr. Suresh Chand Singla, residing at TU-40, Pitampura, Delhi 110034, **Mr. Raja Singla**, adult Indian national, S/o Mr. Naresh Kumar Singla, residing at 147, Deepali Enclave, Pitampura, Delhi 110034 , **Mr. Shivom Singla**, adult Indian national, S/o Mr. Naresh Kumar Singla, residing at 147, Deepali Enclave, Pitampura, Delhi 110034, **M/s Connoisseur Management Services (P) Limited** , is a private limited company having its registered office situated at 303-305, IIIrd Floor, Lusa Tower, Azadpur, Delhi 110033 and **M/s Tanita Leasing & Finance Limited** , is a public company limited by shares having its registered office situated at A-2/3, IIIrd Floor, Lusa Tower, Azadpur, Delhi 110033 (*hereinafter collectively referred to as "Acquirers"*) along with Person Acting in Concert(s) namely **Mr. Suresh Chand Singla** resident of TU-40, Pitampura, Delhi 110034, **Mr. Naresh Kumar Singla** resident of 147, Deepali Enclave, Pitampura, Delhi 110033, **Mrs. Madhu Gupta** resident of 147, Deepali Enclave, Pitampura, Delhi 110033, **M/s Suresh Chand Singla (HUF)** resident of TU-40, Pitampura, Delhi 110034 , **M/s Naresh Kumar Singla (HUF)** resident of 147, Deepali Enclave, Pitampura, Delhi 110033 and **M/s Tee Eer Securities and Financial Services (P) Limited** having its registered office situated at 303-305, Lusa Tower, Azadpur, New Delhi-110033 (*Hereinafter collectively referred to as "PACs"*), for the purpose of this Open Offer.

On January 24, 2020, the Acquirers signed a share purchase agreement ("**SPA**") with the Sellers (as mentioned in paragraph 4 below) of the target company to acquire 32,00,000 equity shares representing 12.79% of the fully paid up equity share capital of the Target Company. Presently the acquirers along with PACs holds in aggregate 5847581 equity shares representing 23.38% of the total paid up share capital of the target company. Consequently, the acquirers along with PACs shall acquire substantial shares/ voting rights of Target Company after the successful completion of Open Offer.

This Public Announcement (“**Public Announcement**” or “**PA**”) is being issued by D & A Financial Services (P) Limited (“**Manager to the Offer**”) for and on behalf of the Acquirers and PACs to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties (“**Public Shareholders**”) pursuant to and in compliance with, amongst others, Regulation 3(1) of the SEBI (SAST) Regulations, 2011.

1. Offer Details

(a) **Size:** The Acquirers along with PACs hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 95,06,156 fully paid up equity shares of face value of Rs 10/- (Rupee Ten only) each of the Target Company (“**Equity Shares**”) Constituting 38% of the paid up equity share capital of the Target Company (“**Offer Size**”).

(b) **Price / Consideration:** The Offer Price of Rupees 3.60 (Rupees Three and paise Sixty Only) per equity share is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(d) **Type of Offer:** The Offer is in Compliance with Regulation 3(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

2. Transaction which has triggered the Open Offer Obligations: (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration of shares/ Voting Rights (VR) acquired (Rs. In Crores)	Mode of Payment (Cash /Cheque/ Securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement	3200000	12.79	1.12	Cash	Regulations 3(1) of the SEBI (SAST) Regulations

3. Details of Acquirers/PACs

3.1 Details of Acquirer

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4
Name of Acquirers(s)/ PAC(s)	Mrs. Manju Singla	Mr. Udit Singla	Ms. Supriya Singla	Mr. Raja Singla
Address	TU-40, Pitampura, New Delhi-110034	TU-40, Pitampura, New Delhi-110034	TU-40, Pitampura, New Delhi-110034	147, Deepali Enclave, Pitampura, New Delhi-110034
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	N.A	N.A	N.A
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group	No Group
Pre Transaction shareholding □□Number	111960	100000	114891	225000
□□% of total share capital	0.45	0.40	0.46	0.90
Proposed shareholding after the acquisition of shares which triggered the Open Offer	711960 equity shares representing 2.84% of the total voting share capital of target company	300000 equity shares representing 1.20% of the total voting share capital of target company	314891 equity shares representing 1.26% of the total voting share capital of target company	725000 equity shares representing 2.90% of the total voting share capital of target company
Any other interest in the Target Company	She is Managing Director of Target Company	N.A	N.A	N.A

Details	Acquirer 5	Acquirer 6	Acquirer 7	Total
Name of Acquirers(s)/ PAC(s)	Mr. Shivom Singla	M/s Connoisseur Management Services (P) Limited	M/s Tanita Leasing & Finance Limited	7
Address	147, Deepali Enclave, Pitampura, New Delhi-110034	303-305, 3 rd Floor, Lusa Tower, Azadpur, New Delhi-110033	A-2/3, 3 rd Floor, Lusa Tower, Azadpur, New Delhi-110033	-
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	Suresh Chand Singla and Naresh Kumar Singla	Suresh Chand Singla, Naresh Kumar Singla and Manju Singla	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group	-
Pre Transaction shareholding □□Number	Nil	1151800	2003850	-
□□% of total share capital	N.A	4.60	8.01	
Proposed shareholding after the acquisition of shares which triggered the Open Offer	500000 equity shares representing 2% of the total voting share capital of target company	1751800 equity shares representing 7% of the total voting share capital of target company	2603850 equity shares representing 10.41% of the total voting share capital of target company	-
Any other interest in the Target Company	N.A	N.A	N.A	-

3.2 Details of PACs

Details	PAC 1	PAC 2	PAC 3	PAC 4
Name of Acquirers(s)/ PAC(s)	Suresh Chand Singla	Suresh Chand Singla (HUF)	Naresh Kumar Singla	Naresh Kumar Singla (HUF)
Address	TU 40, Pitampura, New Delhi-110034	TU 40, Pitampura, New Delhi-110034	147, Deepali Enclave, Pitampura, New Delhi-110034	147, Deepali Enclave, Pitampura, New Delhi-110034
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	Mr. Suresh Chand Singla-Karta	N.A	Mr. Naresh Kumar Singla-Karta
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group	No Group
Pre Transaction shareholding □□Number	421710	450000	1038360	200000
□□% of total share capital	1.69	1.80	4.15	0.80
Proposed shareholding after the acquisition of shares which triggered the Open Offer	421710 equity shares representing 1.69% of the total voting share capital of target company	450000 equity shares representing 1.80% of the total voting share capital of target company	1038360 equity shares representing 4.15% of the total voting share capital of target company	200000 equity shares representing 0.80% of the total voting share capital of target company
Any other interest in the Target Company	He is acting as Non-Executive Director of Target Company	N.A	He is acting as Non-Executive Director of Target Company	N.A

Details	PAC 5	PAC 6	Total
Name of Acquirer(s)/ PAC(s)	Mrs. Madhu Singla	M/s Tee Eer Securities and Financial Services (P) Limited	6
Address	147, Deepali Enclave, Pitampura, New Delhi-110034	303-305, Lusa Tower, Azadpur, New Delhi-110033	-
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	Mr. Suresh Chand Singla and Mr. Naresh Kumar Singla	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group
Pre Transaction shareholding □□Number □□% of total share capital	5010 0.02	25000 0.10	-
Proposed shareholding after the acquisition of shares which triggered the Open Offer	5010 equity shares representing 0.02% of the total voting share capital of target company	25000 equity shares representing 0.10% of the total voting share capital of target company	-
Any other interest in the Target Company	N.A	N.A	-

4. Details of Selling Shareholders (Together the "Sellers")

Name of the Selling Shareholders	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	%
Alka Gupta	No	600000	2.40	Nil	N.A
Amit Gupta (HUF)	No	600000	2.40	Nil	N.A
Sunil Kumar Gupta (HUF)	No	1000000	4.00	Nil	N.A
Pawan Kumar Gupta (HUF)	No	1000000	4.00	Nil	N.A

5. Target Company

- (a) **Name:** Titan Securities Limited
- (b) **Registered Office Address:** A-2/3, Third Floor, Lusa Tower, Azadpur Commercial Complex, Delhi-110033.
- (c) **Exchanges where listed:** The equity shares are listed on BSE Limited ("BSE").

6. Other Details

(a) The Detailed Public Statement ("DPS") to be issued in accordance with Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto shall be published by **January 31, 2020**. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers / PAC and Target Company, detailed reasons for the Offer, statutory approvals required for the Offer, details of financial arrangements, other terms of the Offer and conditions to the Offer.

(b) The Acquirers and PACs undertakes that they are aware of and will comply with their respective obligations under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligations under the Offer.

(c) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(d) This Public Announcement is not being issued pursuant to a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto

Issued by the Manager to the Offer on behalf of the Acquirers & PACs



Manager to the Offer

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Contact Person: Ms. Radhika Pushkarna

Place: New Delhi

Date: January 24, 2020