

Member : National Stock Exchange of India Ltd.
: Bombay Stock Exchange Ltd.
: National Securities Depository Ltd.

Registered & Corporate Office : E-157, 2nd Floor, Kalkaji, New Delhi-110019
Phone : 011-46204000 (100 lines)
Email : info@ndaindia.com, website : www.ndaindia.com
CIN : L74899DL1992PLC050366

Ref.: NDASEC/REG 30/23-24

Date: 02.02.2024

To
Listing Department,
BSE Limited,
1st Floor, P.J. Towers, Dalal Street,
Mumbai – 400001

Scrip Code – 511535

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015')

Pursuant to Regulation 30 and Regulation 30A of SEBI (LODR) Regulations, 2015 read with Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations and SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, we hereby like to inform that Shri. Sanjay Agarwal, Shri N D Agarwal, Smt. Deepti Agarwal, Smt. Saroj Agarwal, N D Agarwal HUF and M/s NDA Research & Technologies Private Limited, the promoters of our Company (hereinafter referred to as 'Sellers') has entered into a Share Purchase Agreement on **01.02.2024** with Shri Ram Gopal Jindal (hereinafter referred to as 'Acquirer') under which the Acquirer proposes to acquire 28,88,720 equity shares representing 48.56% of the paid-up share capital of our Company at INR 28 each equity share amounting to total consideration of INR 8,08,84,160/- (Indian Rupees Eight Crore Eight Lacs Eighty-Four Thousand One Hundred & Sixty Only).

Pursuant to entering into such Share Purchase Agreement, the Acquirer has triggered the requirement to make an open offer to the shareholders of the Target Company in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Further, we wish to inform you that the Company has received Public Announcement pertaining to Open Offer under SEBI (SAST) Regulations, 2011 on **01.02.2024** through Manager to the Open Offer i.e., Corporate Professionals Capital Private Limited, on behalf of the Acquirer. ***The copy of Public Announcement, as received is enclosed herewith.***

Further, the details required in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **Annexure I**.

Kindly take the same on your record.

Thanking You
For NDA Securities Limited

Shalini Chauhan
Company Secretary and Compliance Officer

Annexure I

Disclosures/ Details of Agreement pursuant to Regulation 30(2) and 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereof and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S.No.	Particulars	
a)	If listed entity is not a party to the agreement	
i.	Name of the party entering into such an agreement and the relationship with the listed entity	Shri. Sanjay Agarwal, Shri N D Agarwal, Smt. Deepti Agarwal, Smt. Saroj Agarwal, N D Agarwal HUF and M/s NDA Research & Technologies Private Limited, the promoter of our Company holding 28,88,720 equity shares representing 48.56% of the paid-up share capital of our Company has entered into the Share Purchase Agreement ('SPA') with Shri Ram Gopal Jindal for the sale of 28,88,720 equity shares representing 48.56% of the paid-up share capital of our Company.
ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity)	Shri Ram Gopal Jindal is the Acquirer, acquiring 28,88,720 equity shares representing 48.56% of the paid-up share capital of our Company from Shri. Sanjay Agarwal, Shri N D Agarwal, Smt. Deepti Agarwal, Smt. Saroj Agarwal, N D Agarwal HUF and M/s NDA Research & Technologies Private Limited through the Share Purchase Agreement entered on 01.02.2024 Acquirer do not have any relationship with our Company on the date of entering into SPA.
iii.	Date of entering into the agreement	01.02.2024
b)	Purpose of entering into the agreement	The Acquirer has entered the SPA with the Seller for acquisition of substantial shares and control over the Company
c)	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
d)	Significant terms of the agreement	The SPA is entered between Acquirer and Seller under which the Acquirer agrees to acquire, and seller agrees to sale 28,88,720 equity shares representing 48.56% of the paid-up share capital of our Company. The brief terms are mentioned below – 1. Date of entering SPA - 01.02.2024 2. Consideration - INR 8,08,84,160/- (Indian Rupees Eight Crore Eight Lacs Eighty-Four Thousand One Hundred & Sixty Only)
e)	Extent and the Nature of impact on management or control of the listed entity	Pursuant to the completion of open offer, the Acquirer will be classified into the promoter of our Company and existing member of promoter and promoter group will be classified into public category, in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015. Thus,

		the Acquirer will acquire control over the Company.
f)	Details and Quantification of the restriction or liability imposed upon the listed entity	Nil
g)	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, Acquirer is not related to promoter/promoter group/ group companies in any manner. Pursuant to the completion of open offer, the Acquirer will be classified into the promoter of our Company and existing member of promoter and promoter group will be classified into public category, in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015. Thus, the Acquirer will acquire control over the Company.
h)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No, the transaction would not fall within related party transactions.
i)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not Applicable
k)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): 1) name of parties to the agreement; 2) nature of the agreement; 3) date of execution of the agreement; 4) details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); 5) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 15(1) OF
SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF**

NDA SECURITIES LIMITED

OPEN OFFER (**'OFFER'**) FOR THE ACQUISITION OF UPTO **15,46,575** EQUITY SHARES OF FACE VALUE OF INR 10.00 ('EQUITY SHARE') REPRESENTING 26.00% OF THE PAID-UP EQUITY SHARE CAPITAL OF **NDA SECURITIES LIMITED** (HEREINAFTER REFERRED AS **'NSL'** / **'TARGET COMPANY'**) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY **MR. RAM GOPAL JINDAL** (HEREINAFTER REFERRED TO AS **'ACQUIRER'**) ALONG WITH **MR. GAURAV JINDAL** (HEREINAFTER REFERRED TO AS **'PERSON ACTING IN CONCERT'** / **'PAC'**).

This Public Announcement ('PA' / 'Public Announcement') is being issued by **Corporate Professionals Capital Private Limited ('Manager to the Offer')** for and on behalf of **Acquirer** along with **PAC** to the **Public Shareholders of the Target Company ('Public Shareholders')** pursuant to, and in compliance with, **Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations')**.

For the purpose of this Public Announcement, the following terms have the same meanings as assigned to them below—

- a) **'Acquirer'** means Mr. Ram Gopal Jindal.
- b) **'Equity Shares'** means the fully paid-up Equity Shares of face value of INR 10 (Indian Rupees Ten Only) each of the Target Company.
- c) **'PAC'** means Mr. Gaurav Jindal.

- d) **'Paid-up Equity Share Capital'** means INR 5,94,83,640 (Indian Rupees Five Crore Ninety Four Lakh Eighty Three Thousand Six Hundred and Forty only) divided into 59,48,364 (Fifty Nine Lakh Forty Eight Thousand Three Hundred and Sixty Four) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.
- e) **'Public Shareholders'** shall mean all the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer, PAC, person acting in concert with the Acquirer, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group and the parties to the underlying SPA (as defined below).
- f) **'Sellers'** means and includes Shri. Sanjay Agarwal, Shri. N D Agarwal, Smt. Deepti Agarwal, Smt. Saroj Agarwal, N D Agarwal HUF and NDA Research & Technologies Private Limited, the current member of promoter and promoter group of the Target Company, that have entered into the SPA (as defined below) to sell their entire shares constituting 48.56% of the Paid-up Equity Share Capital of the Target Company.
- g) **'SPA'** means the Share Purchase Agreement entered on February 01, 2024 by the Acquirer to acquire 28,88,720 (Twenty Eight Lakh Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 28/- (Indian Rupees Twenty Eight only) per Equity Share aggregating to INR 8,08,84,160/- (Indian Rupees Eight Crore Eight Lakh Eighty Four Thousand One Hundred and Sixty only).
- h) **'Target Company' / 'NSL'** means NDA Securities Limited.

1. OFFER DETAILS

- 1.1. **Size:** 15,46,575 (Fifteen Lakh Forty Six Thousand five Hundred and Seventy Five) Equity Shares representing 26.00% of the Paid-up Equity Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement and the Detailed Public Statement (the 'DPS') and the Letter of Offer (the 'LOF') that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

1.2. **Price/ Consideration:** The Open Offer is made at a price of INR 28/- (Indian Rupees Twenty Eight only) for each Equity Share of Target Company. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirer under the Open Offer, at the Offer Price will be, INR 4,33,04,100/- (Indian Rupees Four Crores Thirty Three Lakhs Four Thousand and One Hundred only).

1.3. **Mode of Payment (Cash/ Security):** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1) (a) of the SEBI (SAST) Regulations.

1.4. **Type of Offer:** This Open Offer is categorized as a **Triggered/ Mandatory Offer** made in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations. The Target Company, a SEBI registered Stock Broker, is a trading member with BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') and a registered depository participant with the National Securities Depository Limited ('NSDL'). Being a Stock Broker, trading member of BSE and NSE, and a depository participant, the acquisition of shares and control by the Acquirer and PAC as envisaged under this PA is subject to approval from SEBI, BSE, NSE and NSDL in terms of SEBI (Stock Brokers) Regulations, 1992 read with SEBI (Depositories and Participants) Regulations, 2018 and SEBI Master Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/71 dated May 17, 2023 and any other regulatory authority under applicable laws.

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

On February 01, 2024, the Acquirer has entered into SPA with the Sellers to acquire 28,88,720 (Twenty Eight Lakh Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% of the Paid-up Equity Share Capital of the Target Company at an agreed price of INR 28/- (Indian Rupees Twenty Eight only) per Equity Share, which triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

Details of Underlying Transaction					
		Shares / Voting			

Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	rights acquired/ proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (INR In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ voting Capital*			
Direct	Share Purchase Agreement (as defined in clause (g) of definitions above)	28,88,720 Equity Shares	48.56	8.09	Cash	Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER & PAC

DETAILS	ACQUIRER	PAC	TOTAL
Name of Acquirer and PAC	MR. RAM GOPAL JINDAL	MR. GAURAV JINDAL	2
Residential Address/ Registered Office	B-109 Block B Swaroop Nagar, Delhi – 110042	Plot No. 4, Block- Q D Pitampura, Delhi- 110034	-

Name(s) of persons in control/ promoters of Acquirer and PAC	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirer and PAC belongs to	Not Applicable		
Pre-Transaction Shareholding <ul style="list-style-type: none"> ▪ Number ▪ % of Total Share Capital of Acquirer and PAC 	Nil	6,10,250 (Six Lakhs and Ten Thousand Two Hundred and Fifty) Equity Shares representing 10.26% of Paid-up Equity Share Capital of the Target Company	6,10,250 (Six Lakhs and Ten Thousand Two Hundred and Fifty) Equity Shares representing 10.26% of Paid-up Equity Share Capital of the Target Company
Proposed Shareholding after the acquisition of shares which triggered the Open Offer	28,88,720 (Twenty-Eight Lakh Eighty-Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% of Paid-up Equity Share Capital of the Target Company	6,10,250 (Six Lakh and Ten Thousand Two Hundred and Fifty) Equity Shares representing 10.26% of Paid-up Equity Share Capital of the Target Company	34,98,970 (Thirty-Four Lakh Ninety-Eight Thousand Nine Hundred and Seventy) Equity Shares representing 58.82% of Paid-up Equity Share Capital of the Target Company
Any other interest in the TC	None	None	None

4. DETAILS OF SELLING SHAREHOLDERS

Name	Part of Promoter/ Promoter group	Pre- Transaction		Post Transaction	
	(Yes/No)	Number	% of Total Voting Capital	Number	% of Total Voting Capital
Equity Shares					
Shri. Sanjay Agarwal	Yes	1,80,785	3.04	0	0.00
Shri. N D Agarwal	Yes	22,84,774	38.41	0	0.00
Smt. Deepti Agarwal	Yes	28,451	0.48	0	0.00
Smt. Saroj Agarwal	Yes	80,010	1.35	0	0.00
N D Agarwal HUF	Yes	2,64,700	4.45	0	0.00
NDA Research & Technologies Private Limited	Yes	50,000	0.84	0	0.00
TOTAL		28,88,720	48.56	0	0.00

5. TARGET COMPANY

Name	NDA SECURITIES LIMITED
CIN	L74899DL1992PLC050366
Exchange where shares are Listed	BSE Limited ('BSE')

6. OTHER DETAILS

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 Acquirer, detailed information on the PAC,

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, since the registered office of the Target Company is in Delhi and the local language of Delhi is Hindi, hence, it would be published in any Hindi newspaper having circulation near the Registered office of the Target Company and any one local language newspaper of the Stock Exchange where the shares of the Target Company are listed and where the volume of trading is recorded as maximum during sixty trading days preceding the date of the Public Announcement i.e. BSE, where the regional language is Marathi. The Detailed Public Statement shall be published on or before Thursday, February 08, 2024.

- 6.2. The Acquirer and PAC undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations.
- 6.3. The Acquirer has adequate resources and has 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.
- 6.4. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations.

ISSUED ON BEHALF OF ACQUIRER AND PAC BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28, South Extn. Part-1, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

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Email ID: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Regn. No: INM000011435

For and on behalf of

Sd/-

Ram Gopal Jindal

Sd/-

Gaurav Jindal

Acquirer

PAC

Place: New Delhi

Date: February 01, 2024