

ORCHID SECURITIES LIMITED

(CIN: L18209WB1994PLC062173)

Registered Office: 36 A, Bentinck Street, Kolkata - 700069, West Bengal, India
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Website: www.orchidsecuritiesltd.com

PUBLIC NOTICE

(In accordance with RBI Circular No. DNBS(PD). CC.NO. 376/03.10.001/2013-14 and Notification No. DNBS(PD) 275/GM(AM)-2014 dated May 26, 2014 and DNBR(PD). CC.No. 065/03.10.001/2015-16 dated July 09, 2015)

1. Orchid Securities Limited ("the Company") is a public listed Company incorporated under the Companies Act, 1956 bearing Certificate of Registration Number 21-062173 of 1994 and having its registered office situated at 36A, Bentinck Street, Kolkata-700069, West Bengal. The CIN Number of the Company is L18209WB1994PLC062173.
2. The Company is also registered with Reserve Bank of India ("RBI") as a Non-Banking Financial Services Company ("NBFC") vide Certificate of Registration bearing No. 05.00111 dated February 18, 1998 which is not valid for accepting public deposits. The Company has not raised or accepted any public deposit till date.
3. The Paid-Up Capital of the Company is ₹ 3,00,01,000/- consist of 3000100 equity shares of ₹ 10/- each. The equity shares of the Company are listed at Metropolitan Stock Exchange of India Limited, Mumbai ("MSEI") having a scrip symbol as 'Orchid' and Calcutta Stock Exchange Limited, Kolkata ("CSE") with scrip code as '025148'.
4. The existing promoters (hereinafter collectively referred as "Transferors") Baboo Lal Birmecha (2,97,900 shares), Simple Bachhawati (1,47,500 shares), Dimple Gupta (1,43,500 shares), Champa Birmecha (1,25,400 shares), Adarsh Birmecha (96,700 shares), Rajendra Kumar Nahata (36,600 shares), Nirmal Kumar Lunia (23,600 shares), Sunita R Nahata (18,500 shares), Umed Kumar Nahata (700 shares), Sangeeta Nahata (600 shares), Simplex Estates Pvt. Ltd. (1,39,600 shares), Tobular Impex Pvt. Ltd. (40,000 shares) have agreed to sale 1070600 equity shares representing 35.69% of the total paid up share capital of the Company. The reason for sale of shares is the promoter's wants to exist from the financial activities.
5. Subject to the compliance with provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof ("the Takeover Regulations") Yatin Sanjay Gupte ("the Transferee 1") (4,30,600 shares), Sojan V Avirachan ("the Transferee 2") (3,62,800 shares), Venkata Ramana Revuru ("the Transferee 3") (2,77,200 shares) has entered into Share Purchase Agreement dated September 06, 2019 ("the SPA"), with the existing promoters (Transferors) of the Company to acquire the 1070600 equity shares (35.69%) held by existing promoters at a negotiated price of ₹ 4.00/- per equity share, aggregating to an amount of ₹ 42,82,400/- payable in cash.
6. As a result of entering into the SPA with existing promoters, the Transferee has triggered the provisions of the Takeover Regulations and therefore has made an Open Offer to the Shareholders of the Company vide public announcement dated September 06, 2019 ("the PA") to acquires up to 1050000 equity shares (35%) of ₹ 10/- each at an offer price of ₹ 7.50/- per equity shares, payable in cash.
7. The Transferee will acquire 1070600 equity shares from the existing promoter along with 1050000 equity shares from public shareholders. Assuming that the full response come from the Public in the Open Offer the Transferee shareholding will increase to 2120600 Equity Shares representing 70.69% of the Paid-Up Capital of the Company. The Transferee intent to venture into Consumer Finance activities initially & later on venture into Micro Finance activities. The proposed transaction will result in transfer of the ownership & control by sale of share along with the control in the Management of the Company. The existing promoters (Transferors) and directors (Umed Kumar Nahata, Lakhi Prasad Sarangi, Dimple Gupta and Deepak Banthia, all present directors of the Company) will cease as promoters and Directors of the Company. After the notice period is over the entire Board will be changed & Transferee will inducted on the Board of Directors of the Company.
8. Pursuant to completion of Open Offer formalities in accordance with the Takeover Regulations and in terms of the SPA, the Transferee will gain direct control over the management of the Company and will accordingly seek to be categorized as the new promoters of the Company.
9. In terms of the RBI circular No. DNBS(PD). CC.NO. 376/03.10.001/2013-14 and Notification No. DNBS(PD) 275/GM(AM)-2014 dated May 26, 2014 and RBI/2015-16/122 DNBR(PD). CC.No. 065/03.10.001/2015-16 dated July 09, 2015, the Company had made as application to the Regional Office of the Reserve Bank of India, Department of Non-Banking Supervision, Kolkata on September 12, 2019, seeking approval of the RBI for the proposed change in the control & management of the Company. The RBI vide its letter No. DNBS.RO.Kol.No. 734 / 08.02.400/2019-20 dated November 25, 2019 convey its approval to the proposed change in the control & management of the Company.
10. Notice is hereby given that any person whose interest is likely to be affected by the proposed acquisition & control of the Company by the Acquirers may intimate in writing to the Regional Office of the Reserve Bank of India, Department of Non-Banking Supervision, 5th Floor, 15 Netaji Subhas Road, Kolkata-700001 and also to the Company at its registered office within 30 days from the publication of this notice stating therein the nature of interest and ground for objection.
11. This notice is being given pursuant to RBI Circular in terms of Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015 issued in terms of Notification No. DNBS(PD) 275/GM(AM)-2014 dated May 26, 2014 and RBI/2015-16/122 DNBR(PD). CC.No. 065/03.10.001/2015-16 dated July 09, 2015 and other relevant regulations, jointly by the Transferee, the Company and the Transferors.

Issued by the Transferee, the Company and the Transferor above named.

For Orchid Securities Limited ("the Company")

Sd/-

Baboo Lal Birmecha

(Principal Officer)

Sd/-	Sd/-	Sd/-	Sd/-
Baboo Lal Birmecha	Simple Bachhawati	Dimple Gupta	Champa Birmecha
(Transferor)	(Transferor)	(Transferor)	(Transferor)
Sd/-	Sd/-	Sd/-	Sd/-
Adarsh Birmecha	Rajendra Kumar Nahata	Nirmal Kumar Lunia	Sunita R Nahata
(Transferor)	(Transferor)	(Transferor)	(Transferor)
		Sd/-	Sd/-
		Umed Kumar Nahata	Sangeeta Nahata
		(Transferor)	(Transferor)
		For Simplex Estates Pvt. Ltd.	For Tobular Impex Pvt. Ltd.
		(Transferor)	(Transferor)
		Sd/-	Sd/-
		Hanuman Baid	Umed Nahata
		(Authorized signatory)	(Authorized signatory)
		Sd/-	Sd/-
		Yatin Sanjay Gupte	Sojan V Avirachan
		(Transferee Acquirer 1)	(Transferee Acquirer 2)
			Venkata Ramana Revuru
			(Transferee Acquirer 3)

Date : 02/12/2019