

# SPS

January 19, 2024

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai — 400 001  
  
Script Code: 538402

Dear Sir/Madam,

**Sub.:** Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and Regulation 8 of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (“Delisting Regulations”) expressing the intention to delist the equity shares of SPS Finquest Limited (the “Company”).

The Company is in receipt of the initial public announcement dated 19 January, 2024, (“Initial Public Announcement”), by Monarch Network Capital Limited, manager to the offer, for and on behalf of, Mr. Sandeep Shah (“Acquirer 1” or “Promoter”) and Sanrina Consultancy Private Limited (“Acquirer 2” or “Promoter Group”), in accordance with Regulation 8 of the Delisting Regulations expressing Acquirers’ intention to: (a) acquire all equity shares of the Company that are held by public shareholders (as defined under the Delisting Regulations) either individually or collectively, as the case may be; and (b) consequently voluntarily delist the equity shares from the BSE Limited, by making a delisting offer in accordance with the Delisting Regulations (“Delisting Proposal”).

A copy of the Initial Public Announcement in relation to the Delisting Proposal is enclosed for your reference and records.

Thanking you,

Yours faithfully,

For SPS FINQUEST LIMITED



**GIRISH TULSHIRAM JAJOO**

**Managing Director**

**DIN: 03108620**

**Mumbai**



**Encl: As above**

**Annexure**

**[IPA]**

**SPS FINQUEST LIMITED**

R-514, On 5th Floor Of Rotunda Building, B.S. Marg, Fort, Mumbai-400001.

E-mail: [info@spsfinquest.co.in](mailto:info@spsfinquest.co.in)

CIN L67120MH1996PLC098051 Website: [www.spsfinquest.co.in](http://www.spsfinquest.co.in) Phone Telefax: 022-22722488



**MONARCH**  
NETWORK CAPITAL

January 19, 2024

To

**Board of Directors**  
SPS Finquest Limited  
R-514, 5th Floor, Rotunda Building,  
B. S. Marg, Fort,  
Mumbai, Maharashtra, 400001

Dear Sir/Madam,

**Subject: Initial public announcement dated 19 January, 2024 (the "Initial Public Announcement") under Regulation 8 of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") expressing the intention to delist the equity shares of face value of Rs 10 (Rupees Ten only) each ("Equity Shares") of SPS Finquest Limited (the "Target Company") ("Delisting Proposal").**

We would like to bring to your attention that Mr. Sandeep Shah ("Acquirer 1" or "Promoter") and Sanrina Consultancy Private Limited ("Acquirer 2" or "Promoter Group") (Acquirer 1 and Acquirer 2 hereinafter collectively referred to as "Acquirers") have expressed their intention to: (a) acquire all the Equity Shares that are held by its public shareholders, either individually or collectively, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the stock exchange where Equity Shares are presently listed i.e., BSE Limited ("BSE"), by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal").

We are pleased to inform you that Monarch Network Capital Limited (SEBI Registration No: MB/INM000011013) has been appointed by the Acquirers as the Manager to the Delisting Proposal pursuant to and in accordance with Regulation 9 of Delisting Regulations.

As required under Regulation 8(2) of the Delisting Regulations, we are enclosing herewith a copy of the Initial Public Announcement in relation to the Delisting Proposal.

We request you to kindly upload the Initial Public Announcement on your website at the earliest.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed Initial Public Announcement.

Thanking You

For Monarch Network Capital Limited

**Authorized Signatory**

**Name:** Saahil Kinkhabwala

**Designation:** Vice President - Investment Banking

Enclosure: as above

**Monarch Network Capital Limited (CIN: L65920GJ1993PLC120014)**

**Regd. Off.:** Unit No. PO4-01D, 4th Floor, Tower A WTC GIFT CITY, Block No. 5 I, Road 5 E, Zone-5, Gandhinagar - 382355, Gujarat  
**Corp. Off.:** "Monarch House", Opp Prahladbhai Patel Garden, Near Ishwar Bhuvan, Commerce Six Roads, Navrangpura, Ahmedabad - 380009  
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**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

**SPS FINQUEST LIMITED**

**Registered Office:** R-514, 5th Floor, Rotunda Building, B. S. Marg, Fort, Mumbai, Maharashtra 400001

**Corporate Identity Number:** L67120MH1996PLC098051

**Tel. No.:** (022)22722488

This initial public announcement (“**Initial Public Announcement**”) is being issued by Monarch Network Capital Limited (“**Manager**” or “**Manager to the Offer**”) for and on behalf of Mr. Sandeep Shah (“**Acquirer 1**” or “**Promoter**”) and Sanrina Consultancy Private Limited (“**Acquirer 2**” or “**Promoter Group**”), (**Acquirer 1 and Acquirer 2 hereinafter collectively referred to as “Acquirers”**) to the Public Shareholders (*as defined below*) of SPS Finquest Limited expressing the Acquirers’ intention to: (a) acquire all the Equity Shares (as defined below) that are held by Public Shareholders, either individually or collectively, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the stock exchange where Equity Shares are presently listed i.e., BSE Limited (“**BSE**”), by making a delisting offer in accordance with the Delisting Regulations (as defined below) (“**Delisting Proposal**”).

For the purpose of this Initial Public Announcement, the following terms have the meanings assigned to them below:

- a) “**Board**” shall mean the board of directors of the Target Company;
- b) “**Delisting Regulations**” shall mean the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended;
- c) “**Equity Shares**” shall mean fully paid-up equity shares of the Target Company, each having the face value of INR 10 (Indian Rupees Ten only);
- d) “**Promoter Group**” shall mean the members of the promoter and promoter group of the Target Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- e) “**Public Shareholders**” shall mean the public shareholders of the Target Company as defined under Regulation 2(1)(t) of the Delisting Regulations;
- f) “**SEBI**” shall mean the Securities and Exchange Board of India;
- g) “**Stock Exchange**” shall mean BSE Limited; and
- h) “**Target Company**” shall mean SPS Finquest Limited.

**1. Details of the Delisting Proposal:**

- 1.1. As on date, (a) the aggregate shareholding of the members of Promoter and the Promoter Group ( including Acquirers) is 59,75,733 Equity Shares aggregating to 58.94% of the fully paid-up equity share capital of the Target Company; (b) the aggregate shareholding of Mr. Sandeep Shah, the Promoter of the Target Company, is 26,71,746 equity shares aggregating to 26.35%; (c) Sanrina Consultancy Private Limited, promoter group of the Target Company does not hold any Equity Share in the Target Company.
- 1.2. The board of directors of the Acquirer 2, pursuant to its meeting held on January 19, 2024, approved the acquisition of Equity Shares along with Mr. Sandeep Shah.
- 1.3. The Acquirers intend to voluntarily delist the Equity Shares in accordance with the Delisting Regulations by acquiring Equity Shares, either individually or collectively, as the case may be.
- 1.4. In view of the above, as required under Regulation 8 of the Delisting Regulations, this Initial Public Announcement is being made by the Manager for and on behalf of the Acquirers to express the intention of the Acquirers to undertake the Delisting Proposal.

## 2. **Rationale for Delisting Proposal:**

2.1. In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationale for the Delisting Proposal is as follows:

- (a) The proposed delisting would enable the Acquirers along with members of the promoter and promoter group of the Target Company to obtain full ownership of the Target Company which will in turn provide increased operational flexibility to support the Target Company's business and make investments in the Target Company;
- (b) The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares. The price will be determined in accordance with the reverse book building mechanism set out in the Delisting Regulations to; and
- (c) The delisting of Equity Shares will result in reduction of the on-going substantial compliance costs which includes the costs associated with listing of Equity Shares such as annual listing fees and fees payable to share transfer agents or such other expenses required to be incurred as per the applicable securities law.

## 3. **Undertakings/ Confirmations:**

3.1. In terms of Regulation 8(3)(b) of the Delisting Regulations, the Acquirers hereby undertakes and confirms that the Acquirers:

- (a) have not sold the Equity Shares during the period of 6 (six) months prior to the date of this Initial Public Announcement; and
- (b) will not directly or indirectly, in connection with proposed delisting,
  - (i) employ any device, scheme or artifice to defraud any shareholder or other person; or
  - (ii) engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - (iii) engage in any act or practice that is fraudulent, deceptive or manipulative.

## 4. **Price/ Consideration:**

4.1. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'floor price' which will be determined in terms of Regulation 20(2) and 20(3) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. We will separately inform the floor price determined in accordance with the aforesaid provisions, in due course.

4.2. In terms of the Delisting Regulations, the 'discovered price' will be determined as the price at which Equity Shares are accepted through eligible bids, that takes the shareholding of the Acquirers and other members of the Promoter Group to 90% of the total issued shares of the Target Company excluding the shares which are held by following:

- a) custodian(s) holding shares against which depository receipts have been issued overseas;
- b) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
- c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

4.3. The Acquirers shall have the sole discretion to accept or reject the discovered price or make a counter-offer in accordance with Delisting Regulations.

5. **Conditions:**

5.1. The acquisition of Equity Shares by the Acquirers, either individually or collectively, as the case may be, from the Public Shareholders will be conditional upon the following:

- a) the Board approving the Delisting Proposal in accordance with Regulation 10 of the Delisting Regulations;
- b) the approval of the shareholders of the Target Company by way of a special resolution in accordance with the Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
- c) receipt of the approval of Stock Exchange in accordance with the Delisting Regulations and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal;
- d) the acceptance by the Acquirers of the discovered price determined by the reverse book building process in accordance with the Delisting Regulations including other rights and obligations in terms of the Delisting Regulations or in case the discovered price is not acceptable to the Acquirers, a counter offer may be made by the Acquirers to the Public Shareholders within 2 (two) working days of the closure of bidding period;
- e) the number of Equity Shares being validly tendered in the Delisting Proposal/ counter-offer, if any, being sufficient enough to result in the Delisting Proposal being successful in accordance with the Delisting Regulations; and
- f) such other terms and conditions as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made/ dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with the Delisting Regulations.

6. **Other Details:**

6.1. The Acquirers hereby confirm that they have firm financial arrangements for fulfilling the payment obligations under the Delisting Proposal and are able to implement the Delisting Proposal, subject to any statutory approvals for the Delisting Proposal that may be necessary.

6.2. The Acquirers accept full responsibility for the information contained in this Initial Public Announcement and confirm that such information is true, fair and adequate in all material aspects. The Acquirers are aware of and will comply with their obligations under the Delisting Regulations.

6.3. All the information pertaining to the Target Company contained in this Initial Public Announcement has been obtained from publicly available sources, and the accuracy thereof has not been independently verified by the Manager or the Acquirers.

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



**Monarch Network Capital Limited**

Laxmi Towers, B Wing, 4th Floor, G Block,  
Bandra Kurla Complex, Bandra East, Mumbai,  
Maharashtra – 400051

Tel. No: 022-66476400

Email: [investmentbanking@mnclgroup.com](mailto:investmentbanking@mnclgroup.com)

Contact Person: Saahil Kinkhabwala

SEBI Registration: MB/INM000011013

Sandeep Shah (Acquirer 1)

Sd/-

For and on behalf of Sanrina Consultancy Private Limited (Acquirer 2)

Sandeep Shah

Authorised Signatory

Sd/-

Place: Mumbai

Date: 19 January 2024