

BOMBAY SWADESHI STORES LIMITED

Registered Office: Western India House, Sir P M Road, Fort, Mumbai - 400 001, Maharashtra; Tel. No.: +91-22-4031 8888; Fax No.: +91-22- 4031 8800; Compliance Officer: Mr. John Varughese

This Public Announcement ("PA") is issued by Inga Capital Private Limited ("Manager to the Offer") on behalf of Ms. Madhu Chandak ("Acquirer I"), Ms. Manjri Chandak ("Acquirer II") and Ms. Jyoti Varun Kabra ("Acquirer III") (Acquirer I, Acquirer II and Acquirer III are collectively referred to as the "Acquirers") to the public shareholders of Bombay Swadeshi Stores Limited ("Company") pursuant to Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and subsequent amendments thereto ("Delisting Regulations") in respect of the proposed acquisition and delisting of the equity shares of the Company.

For the purposes of the PA, the following terms would have the meaning assigned to them herein below:

"Equity Shares" shall mean fully paid-up equity shares of the Company of face value of ₹ 2/- each.

"Other Seller" shall mean Fidelity Multitrade Private Limited.

"Promoter Sellers" shall mean Mr. Milan Bhupendra Dalal ("Seller 1"), Mr. Asim Dalal ("Seller 2"), Mr. Satyen B Dalal ("Seller 3"), Mr. Bhupendra C Dalal ("Seller 4"), B C Dalal HUF ("Seller 5") and CIFCO Ltd ("Seller 6").

"Sellers" shall mean Promoter Sellers and Other Seller.

"SPA I" shall mean Share Purchase Agreement dated April 24, 2015, executed amongst, the Acquirers and the Promoter Sellers to acquire 25,58,964 Equity Shares representing 51.80% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 126/-.

"SPA II" shall mean Share Purchase Agreement dated April 24, 2015, executed amongst, the Acquirers and Other Seller to acquire 7,40,000 Equity Shares representing 14.98% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 126/-.

"SPAs" shall mean SPA I and SPA II.

1. BACKGROUND OF THE DELISTING OFFER

1. On April 24, 2015, the Acquirers have entered into SPA I. Pursuant to the SPA I, the Acquirers agreed to acquire 25,58,964 Equity Shares representing 51.80% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 126/- (Rupees One Hundred and Twenty Six Only) aggregating to ₹ 32,24,29,464/- (Rupees Thirty Two Crore Twenty Four Lacs Twenty Nine Thousand Four Hundred and Sixty Four Only) payable in cash as below:

Sr. No.	Name of the Promoter Sellers	Number of Equity Shares	% of fully paid-up equity share capital
1	Mr. Milan Bhupendra Dalal	14,26,666	28.88%
2	Mr. Asim Dalal	3,33,620	6.75%
3	Mr. Satyen B Dalal	3,33,353	6.75%
4	Mr. Bhupendra C Dalal	2,09,286	4.24%
5	B C Dalal HUF	2,00,000	4.05%
6	CIFCO Ltd	56,039	1.13%
	Total	25,58,964	51.80%

1.2. Further, on April 24, 2015, the Acquirers have entered into SPA II with Other Seller. Pursuant to the SPA II, the Acquirers agreed to acquire 7,40,000 Equity Shares representing 14.98% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 126/- (Rupees One Hundred and Twenty Six Only) aggregating to ₹ 9,32,40,000/- (Rupees Nine Crore Thirty Two Lacs Forty Thousand only) payable in cash.

1.3. Consequent to the SPAs, the Acquirers have triggered the open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011") made an open offer for acquisition of 10,31,357 (Ten Lacs Thirty One Thousand Three Hundred and Fifty Seven) Equity Shares representing 20.88% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 126/- per Equity Shares ("Offer Price") held by the Public Shareholders, in terms of Regulations 3(1), 4 and 5A of the SEBI (SAST) Regulations, 2011 ("Open Offer").

1.4. As on the date of PA Acquirers hold 38,82,415 Equity Shares representing 78.59% of fully paid-up equity share capital and voting capital of the Company.

1.5. The Acquirers have declared their intention to delist the Equity Shares of the Company in public announcement dated April 24, 2015 issued under SEBI (SAST) Regulations, 2011.

1.6. The Acquirers vide a letter dated April 24, 2015, had informed the Company of their intention in terms of Regulation 5A of the SEBI (SAST) Regulations, 2011 to make a Delisting Offer and requested the board of directors of the Company to take all actions as required under the Delisting Regulations.

1.7. The Acquirers seeks to acquire 10,31,357 Equity Shares representing 20.88% of fully paid-up equity share capital and voting capital of the Company ("Offer Shares") from the public shareholder (defined to mean all the shareholders other than the Acquirers and other members of the promoter & promoter group of the Company, hereinafter referred to as "Public Shareholders") and proposes to delist the Equity Shares of the Company from BSE Limited ("BSE"/"Stock Exchange") pursuant to the Delisting Regulations ("Offer"/"Delisting Offer").

1.8. The board of directors of the Company at their meeting held on June 3, 2015 considered and approved the delisting proposal received from the Acquirers, subject to applicable law and approval of the shareholders of the Company. A special resolution has been passed by the shareholders of the Company through postal ballot, the result of which was declared on July 10, 2015, approving the proposed voluntary delisting of the equity shares from the Stock Exchange in accordance with the Delisting Regulations. The votes cast by the Public Shareholders in favour of Delisting Offer were 4,72,398 Equity Shares being more than two times of the votes casted by Public Shareholders against it (62,120 Equity Shares).

1.9. The Company has made an application to BSE for seeking in-principle approval for delisting vide letter dated July 16, 2015 and BSE has granted in-principle approval for the proposed delisting vide its letter No. DCS/DEL/BM/15/589/2015-2016 dated September 7, 2015.

1.10. The PA is being issued in the following newspapers as required under Regulation 10(1) of the Delisting Regulations.

Newspapers	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

1.11. Any material changes, modifications or amendments to the PA, if any, will be notified by issuing a notice in all of the aforesaid newspapers.

1.12. The Acquirers reserve the right to withdraw the Delisting Offer in certain cases as more fully set out in Paragraph 14(a) of the PA.

2. OBJECTIVE OF DELISTING

The prime objective of the Acquirers for making the Delisting Offer is (i) Substantial acquisition of Equity Shares and voting rights accompanied with control over the management of the Company, which will provide the Acquirers with increased operational flexibility to support the Company's business and meet the needs of its customers; (ii) to provide an exit opportunity to the Public Shareholders. In this respect, the Acquirers believe that Delisting Offer is in the best interests of the Public Shareholders, as it provides them an exit opportunity.

3. BACKGROUND OF THE ACQUIRERS

3.1. Ms. Madhu Chandak ("Acquirer I"), aged 35 years, wife of Mr. Abhay Chandak, residing at C-501, Vastu CHSL, Plot No. 49, Military Road, Nr. Devanand Bunglow, Juhu, Mumbai - 400 049, Maharashtra. She is having degree in Master in Finance from Cardiff University, United Kingdom and has around five years of experience in the field of finance and accounts.

3.2. Ms. Manjri Chandak ("Acquirer II") aged 29 years, wife of Mr. Aditya Chandak, residing at C-501, Vastu CHSL, Plot No. 49, Military Road, Nr. Devanand Bunglow, Juhu, Mumbai - 400 049, Maharashtra. She is having degree in MBA in finance and investment from University of Nottingham, United Kingdom and is a director of Avenue Supermarkets Limited since 2011 and has around five years of experience in the field of finance and accounts.

3.3. Ms. Jyoti Varun Kabra ("Acquirer III") aged 28 years, wife of Mr. Varun Kabra, residing at Gopi Kunj, 46, Vitthal Nagar CHSL, 11th Road, JVPD Scheme, Vile Parle West, Mumbai - 400 049, Maharashtra. She is having degree in MBA in marketing from Prin. L. N. Welingkar Institute of Management Development and Research, Mumbai and has around three years of experience in the field of management.

3.4. Acquirer I, Acquirer II and Acquirer III are sisters.

3.5. As on the date of the PA, shareholding of Acquirers are as below:

Sr. No.	Acquirers	Number of Equity Shares	% of fully paid-up equity share capital
1	Ms. Madhu Chandak	12,94,138	26.20
2	Ms. Manjri Chandak	12,94,139	26.20
3	Ms. Jyoti Varun Kabra	12,94,138	26.20
	Total	38,82,415	78.59

Note: The above shareholding of Acquirers includes the Equity Shares acquired under SPAs under Regulation 22(2) of SEBI (SAST) Regulations, 2011.

3.6. The net worth of Acquirer I, Acquirer II and Acquirer III as certified vide certificate dated April 22, 2015 issued by Mr. Anuj Golecha (Membership No.: 117617) partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Opp. Amasons, Off Linking Road, Bandra (W), Mumbai - 400 050; Tel. No.: +91-22-2651 1215, Fax No.: +91-22-2651 1197 are as below:

Acquirer I	₹ 12,46,84,906/- (Rupees Twelve Crore Forty Six Lacs Eighty Four Thousand Nine Hundred and Sixty Only)
Acquirer II	₹ 16,66,07,015/- (Rupees Sixteen Crore Sixty Six Lacs Seven Thousand and Fifteen only)
Acquirer III	₹ 8,66,00,059/- (Rupees Eight Crore Sixty Six Lacs and Fifty Nine only)

3.7. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") or any other Regulations made under the SEBI Act.

4. BACKGROUND OF THE COMPANY

4.1. The Company was originally incorporated on December 11, 1905, as 'The Bombay Swadeshi Co-Operative Stores Company Limited' under the Indian Companies Act, 1882. The name of Company was changed to 'Bombay Swadeshi Stores Limited' w.e.f. March 3, 1967, and a Fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Maharashtra, Bombay. The registered office of the Company is situated at Western India House, Sir P M Road, Fort, Mumbai - 400 001, Maharashtra; Tel. No.: +91-22-4031 8888; Fax No.: +91-22-4031 8800. The ISIN of Equity Share of the Company is INE595B01027.

4.2. The Company under its flagship brand name, "The Bombay Store", is engaged in the business of operating retail stores (by itself or through franchisee arrangements) across various cities in India as well as an e-commerce website www.thebombaystore.com.

4.3. As on the date of the PA, the Company has no outstanding instruments or securities or employee stock options which are convertible into the same class of Equity Shares that are sought to be delisted.

4.4. Summary of the audited standalone financial statements for the financial year ended March 31, 2013, March 31, 2014 and March 31, 2015 are as follows:

Particulars	(Amount in lacs except EPS and Book Value)		
	Financial year ended March 31, 2013	Financial year ended March 31, 2014	Financial year ended March 31, 2015
Profit & Loss Statement			
Income from Operation	1,292.10	1,278.65	1,314.91
Other Income	60.51	38.70	9.11
Total Income	1,352.60	1,317.35	1,324.02
Total Expenditure	1,179.24	1,161.43	1,198.57
Profit/(Loss) before Depreciation Interest and Tax	173.36	155.92	125.45
Depreciation and amortisation expense	32.39	25.94	19.48
Finance Cost	121.13	106.89	95.69
Profit/(Loss) before Tax	19.84	23.09	10.29
Tax expenses	4.10	7.10	1.19
Profit after Tax	15.74	15.99	9.10
Less: Prior year Expenditure	0.55	0.00	0.00
Profit/(Loss) after Tax	15.19	15.99	9.10
Balance Sheet Statement			
Paid-up equity share capital	98.80	98.80	98.80
Reserves & Surplus	1,169.67	1,185.66	1,154.43
Shareholder's Funds	1,268.47	1,284.46	1,253.23

Non Current Liabilities	246.38	231.53	106.94
Current Liabilities	717.10	681.91	1,120.49
Total Liabilities	963.48	913.44	1,227.43
Total Equity & Liabilities	2,231.95	2,197.90	2,480.67
Non Current Assets	323.45	295.58	210.78
Current Assets	1,908.49	1,902.32	2,269.89
Total Assets	2,231.95	2,197.90	2,480.67
Other Financial Data			
Earnings per Share - Basic & Diluted	0.32	0.32	0.18
Net worth	1,268.47	1,284.46	1,253.23
Return on Net Worth (%)	1.20%	1.25%	0.73%
Book Value	25.68	26.00	25.37

(Source - Annual Reports for the financial year ended March 31, 2013, March 31, 2014 and audited accounts for the year ended March 31, 2015 as submitted with the BSE).

*Net worth/Shareholders' funds = Share capital + Reserves and surplus

5. STOCK EXCHANGES FROM WHICH THE EQUITY SHARES ARE PROPOSED TO BE DELISTED

5.1. All the Equity Shares are presently listed on the BSE only and are proposed to be delisted from BSE.

5.2. Public Shareholders should note that as per the Delisting Regulations:-

- No application for listing shall be made in respect of the Equity Shares which have been delisted pursuant to the Delisting Offer, for a period of five years from the date of delisting from Stock Exchange, except where a recommendation in this regard has been made by the Board for Industrial and Financial Reconstruction under the Sick Industrial Companies (Special Provisions) Act, 1985.
- Any application for listing made in future by the Company in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to provisions of law relating to listing of equity shares of unlisted companies.

5.3. The facility for acquisition of shares through stock exchange mechanism pursuant to Delisting Offer shall be available on the BSE on a separate window "Acquisition Window" or "OTB".

6. MANAGER TO THE OFFER

6.1. The Acquirers have appointed Inga Capital Private Limited having its office at Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013; Tel. No.: +91-22-4031 3489; Fax No.: +91-22-4031 3379, as the Manager to the Offer ("Manager to the Offer").

6.2. The Manager to the Offer does not hold any Equity Share of the Company.

7. REGISTRAR TO THE OFFER

The Acquirers have appointed Link Intime India Private Limited having its office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078; Tel. No.: +91-22-6171 5400; Fax No.: +91-22-2596 0329, Contact Person: Mr. Ganesh Mhatre, Email: bssl.offer@linkintime.co.in, as the Registrar to the Offer ("Registrar to the Offer").

8. DETAILS OF THE BUYER BROKER

For implementation of Delisting Offer, the Acquirers have appointed Antique Stock Broking Limited having its office at 20th floor, Naman Midtown, A Wing, Senapati Bapat Marg, Elphinstone (W), Mumbai - 400013, Tel. No.: +91-22-4031 3300, Fax No.: +91-22-4031 3400, Contact Person: Mr. Anil Agarwal, Email: anil@antiquelimited.com, through whom the purchases and settlement on account of Delisting Offer would be made by the Acquirers ("Buyer Broker").

9. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

9.1. The Authorised Share Capital of the Company is ₹ 5,00,00,000/- comprising of 1,50,000,000 equity shares of ₹ 2/- each and 2,00,000 preference shares of ₹ 100/- each. The issued, subscribed and paid up capital of the Company is ₹ 98,80,000 comprising of 49,40,000 paid up equity shares of face value of ₹ 2/- each.

9.2. As on date of this PA, the Company has no outstanding convertible instruments, partly paid up Equity Shares, convertible instruments or stock options that will result in issuance of any fresh Equity Shares. None of the Equity Shares are subject to lock-in requirements.

9.3. The shareholding of the Company as on date is as under:

Particulars	No. of Equity Shares	% of Equity Capital
Promoter and promoter group	26,228	0.53
Acquirers	38,82,415	78.59
Public	10,31,357	20.88
Grand Total	49,40,000	100.00

10. LIKELY POST DELISTING CAPITAL STRUCTURE

The likely post delisting capital structure of the Company, assuming all the Offer Shares are acquired pursuant to Delisting Offer will be as under:

Particulars	No. of Equity Shares	% of Equity Capital
Promoter and promoter group	26,228	0.53
Acquirers	49,13,772	99.47
Public	Nil	NA
Total	49,40,000	100.00

11. INFORMATION REGARDING STOCK MARKET DATA

11.1. The Equity Shares of the Company are listed on BSE. The high, low and average market prices (in ₹ per share) of the Equity Shares during the preceding three financial years on BSE (March 1, 2012 to March 31, 2015) are as follows:

Year	High*	Low*	Average**
April 1, 2014 - March 31, 2015	80.50	17.05	38.94
April 1, 2013 - March 31, 2014	25.80	16.50	21.35
April 1, 2012 - March 31, 2013	33.50	22.75	29.22

*High of intra-day highs/low of intra-day lows during the period

**Volume Weighted Average Market Price during the period

(Source: www.bseindia.com)

11.2. The monthly high and low market prices (in ₹ per share) of the Equity Shares and the trading volumes (number of Equity Shares) for six calendar months immediately preceding the date of PA on BSE (i.e. March, 2015 to August, 2015) are as follows:

Month	High*	Low*	Volume for the month
August 2015	145.90	123.50	54,101
July 2015	148.00	128.50	45,773
June 2015	150.00	126.00	11,40,600
May 2015	162.80	119.00	2,18,100
April 2015	116.70	82.10	6,01,866
March 2015	80.50	63.55	28,340

*High of intra-day highs/low of intra-day lows during the period

(Source: www.bseindia.com)

12. DETERMINATION OF THE FLOOR PRICE

12.1. This being a Delisting Offer under Regulation 5A of the SEBI (SAST) Regulations, 2011 and as per the explanation to Regulation 15(2) of the Delisting Regulations, the floor price for the Delisting Offer is equivalent to the Offer Price determined for the Open Offer.

12.2. The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are placed under Group 'T' having a Scrip Code of 531276 on BSE.

12.3. The annualized trading turnover in the Equity Shares of the Company on BSE based on trading volume during the twelve calendar months prior to the month of public announcement made for Open Offer on April 24, 2015 (April, 2014 to March, 2015) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of public announcement	Total no. of listed Equity Shares	Annualised trading turnover (as % of total Equity Shares listed)
BSE Limited	1,54,459	49,40,000	3.13%

(Source: www.bseindia.com)

12.4. Based on the above information, the Equity Shares of the Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 21(1)(i) of the SEBI (SAST) Regulations, 2011.

12.5. The floor price of ₹ 126/- (Rupees One Hundred and Twenty Six Only) per Equity Share ("Floor Price") is justified in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
1	Highest negotiated price for acquisition of Equity Shares under the SPAs	126/-
2	The volume-weighted average price paid or payable for acquisition by the Acquirers during 52 weeks immediately preceding the date of public announcement made for Open Offer on April 24, 2015	94.10
3	The highest price paid or payable for any acquisition by the Acquirers during 26 weeks immediately preceding the date of the public announcement made for Open Offer on April 24, 2015	94.10
4	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement made for Open Offer on April 24, 2015 as traded on BSE	Not Applicable
	Other financial parameter as at March 31, 2014:	
5	(i) Return on Net worth (%)	1.25%
	(ii) Book value per Equity Shares	26/-
	(iii) Earnings Per Share (Basic and diluted)	0.32
6	Price determined after taking into account valuation parameters as are customary for valuation.	18.83

*The fair value of Equity Share of the Company is ₹ 18.83 per Equity Share as certified vide valuation report dated April 24, 2015 issued by Mr. Anuj Golecha (Membership No.: 117617) partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Opp. Amasons, Off Linking Road, Bandra (W), Mumbai - 400 050; Tel. No.: +91-22-2651 1215, Fax No.: +91-22-2651 1197.

12.6. In view of the parameters considered and presented in the table above and fair value of Equity Share as certified vide valuation report dated April 24, 2015 issued by Mr. Anuj Golecha (Membership No.:

- b. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Public Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, price at which the Bid was placed, etc.
- c. The Seller Member/Public Shareholder should ensure to deliver the documents as mentioned in paragraph 18.5 (a) above along with TRS either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned at paragraph 7) within 2 (two) days of bidding by Seller Member. The envelope should be superscribed as "Bombay Swadeshi Stores Limited - Delisting Offer".
- d. Public Shareholders holding Equity Shares in physical form should note that Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares by the Acquirers shall be subject to verification of documents. Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once, Registrar to the Offer confirms the bids it will be treated as 'Confirmed Bids'. Bids of Public Shareholders whose original share certificate(s) & other documents (as mentioned in Paragraph 18.5 (a) above) along with TRS are not received by the Registrar to the Offer two days after the Bid Closing date shall liable to be rejected.
- e. The Registrar to the Offer will hold in trust the share certificate(s) & other documents (as mentioned in Paragraph 18.5 (a) above) until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- 18.6 Public Shareholders, who have tendered their Equity Shares by submitting Bids pursuant to the terms of the PA and the Offer Letter, may withdraw or revise their bids upwards not later than one day before the Bid Closing Date. Downward revision of bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than one day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of secondary market on one day before the Bid Closing Date will not be accepted.
- 18.7 Public Shareholders should note that the Bids should not be tendered to the Manager to the Offer or the Registrar to the Offer or to the Acquirers or to the Company.
- 18.8 The cumulative quantity tendered shall be made available on BSE Limited's website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the Bid Period.
- 18.9 The Equity Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
- 18.10 Public Shareholders holding Equity Shares under multiple folios are eligible to participate in the Delisting Offer and their Bids would not be rejected.

19. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Delisting Regulations:

- a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- b. For consideration towards the Equity Shares accepted under the Delisting Offer, the Acquirers will pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation, which will be released to the respective Seller Member(s)/ Custodian Participants as per the secondary market payout in their settlement bank account. The Seller Member(s)/Custodian Participants would pay the consideration to their respective clients.
- c. The Equity Shares acquired in the demat form would either be transferred directly to the Acquirers' account provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the Acquirers' account on receipt of the Equity Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. In case of Equity Shares acquired in the physical form will be transferred directly to the Acquirers by Registrar to the Offer.
- d. In case of rejected demat Equity Shares, if any, tendered by the Public Shareholders, the same would be returned to the respective Seller Member by Clearing Corporation in payout. The Seller Member/Custodian Participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed. In case of rejection of physical Equity Shares will be returned back to the respective Public Shareholders directly by Registrar to the Offer.
- e. The Seller Member would issue contract note & pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer. Buyer Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Delisting Offer.
- f. Public Shareholders who intend to participate in the Delisting offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering Equity Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers, Company, Buyer Broker, Registrar to the Offer or Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.

20. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

Once the Equity Shares have been delisted, all Public Shareholders whose Equity Shares have not been acquired by the Acquirers may validly tender their Equity Shares to the Acquirers at the Exit Price upto a period of one year from the date of delisting of the Equity Shares from BSE ("Exit Window"). A separate offer letter in this regard will be sent to the remaining Public Shareholders which will contain terms and conditions for participation in Exit Window. Such remaining Public Shareholders may tender their Equity Shares by submitting the required documents to the Registrar to the Offer within the stipulated time period.

21. DETAILS OF ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 21.1. The estimated consideration payable under the Delisting Regulations, being the Floor Price of ₹ 126/- (Rupees One Hundred and Twenty Six only) per Equity Share multiplied by the number of Equity Shares outstanding with the Public Shareholders (i.e. 10,31,357 Equity Shares), is ₹ 12,99,50,982/- (Rupees Twelve Crore Ninety Nine Lacs Fifty Thousand Nine Hundred and Eighty Two only).
- 21.2. In accordance with the Delisting Regulations, the Acquirers, HDFC Bank Limited ("Escrow Bank") and the Manager to the Offer have entered into an escrow agreement dated April 28, 2015 and replacement agreement dated August 3, 2015. The Acquirers have opened an escrow account under the name and style of 'BSSL OFFER ESCROW ACCOUNT' with the Escrow Bank at their branch at Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai - 400 001 ("Escrow Account") in terms of the Regulation 17(3)(a) of the SEBI (SAST) Regulations, 2011 and deposited cash of ₹ 3,25,00,000/- (Rupees Three Crore Twenty Five Lacs only) on April 28, 2015 and ₹ 9,75,57,000/- (Rupees Nine Crore Seventy Five Lacs Fifty Seven Thousands Only) on June 5, 2015. As this Delisting Offer is in terms of Regulation 5A of the SEBI (SAST) Regulations, 2011, the aggregate amount deposited in the Escrow Account ₹ 13,00,57,000/- (Rupees Thirteen Crore Fifty Seven Thousands only), which represents more than 100% of the estimated consideration payable as calculated in paragraph 21.1 above and the same is in accordance with Regulation 11(1) of the Delisting Regulation.
- 21.3. The Manager to the Offer has been solely authorized by the Acquirers to operate and realize the value of Escrow Account in terms of Delisting Regulations.
- 21.4. If the Acquirers accept the Discovered Price or offer an Exit Price under Regulation 18 of the Delisting Regulations, the Acquirers shall forthwith deposit in the Escrow Account such additional sum as may be sufficient to make up the entire sum due and payable as consideration in respect of Offer Shares in compliance of Regulation 11(2) of the Delisting Regulations. The Acquirers along with the Manager to the Offer, will instruct the Escrow Bank to open a special account ("Special Account"), which shall be used for payment to the Public Shareholders who have tendered Offer Shares in the Delisting Offer.

22. PROPOSED TIMETABLE FOR THE OFFER

Activity	Day	Date
Publication of PA by the Acquirers	September 9, 2015	Wednesday
Specified Date for determining the names of Public Shareholders to whom the Offer Letter shall be sent	September 9, 2015	Wednesday
Dispatch of Offer Letter/Bid Form to the Public Shareholders as on specified date	September 11, 2015	Friday
Bid Opening Date	September 21, 2015	Monday
Last date for withdrawal or upward revision of bids	September 24, 2015	Thursday
Bid Closing Date	September 28, 2015	Monday
Last date of making public announcement of Discovered Price/Exit Price and the Acquirers acceptance/rejection of Discovered Price/Exit Price	October 6, 2015	Tuesday
Last date for payment of consideration for the Offer Shares to be acquired in case of successful Delisting Offer	October 13, 2015	Tuesday
Last date for return of Offer Shares to Public Shareholders in case of failure of Delisting Offer/rejection of Bids	October 13, 2015	Tuesday

- All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to Public Shareholders by way of corrigendum in all the newspaper in which the PA has appeared.
- Specified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom Offer Letter will be sent. However, all Public Shareholders (registered or unregistered) of Offer Shares are eligible to participate in the Delisting Offer any time on or before the Bid Closing Date.
- Last date of payment is subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Acquirers.

23. STATUTORY AND REGULATORY APPROVALS

- 23.1. To the best of Acquirers' knowledge, as on date, there are no statutory or regulatory approvals required to acquire the Offer Shares and implementing the Delisting Offer. If any statutory or regulatory approvals become applicable, the acquisition of the Offer Shares by the Acquirers and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.

- 23.2. The Acquirers reserve the right to not to proceed with the Delisting Offer in the event that any of the statutory or regulatory approvals, if any required, are not obtained or conditions which the Acquirers consider in their sole discretion to be onerous are imposed in respect of such approvals.
- 23.3. It shall be the responsibility of the Public Shareholders to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any, prior to tendering of the shares in the Delisting Offer. The Acquirers assume no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable.
- 23.4. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
- 23.5. In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Acquirers may, with such permission as may be required, make changes to the proposed timetable or may delay the Delisting Offer and any such change shall be intimated by the Acquirers by issuing an appropriate corrigendum in all the newspapers in which the PA has appeared.
24. **CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY**
The Board of Directors of the Company hereby certifies that:
- 24.1. the Company has not raised any funds by issuance of securities during last five years preceding the date of this PA;
- 24.2. all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant Listing Agreement have been disclosed to the BSE, as applicable;
- 24.3. the Company is in compliance with the applicable provisions of securities laws;
- 24.4. the Acquirers or the promoter or promoter group of the Company or their related entities have not carried out any transactions during the past two years to facilitate the success of the Delisting Offer which is not in compliance with the provisions of Regulation 4(5) of the Delisting Regulations; and
- 24.5. the Delisting Offer is in the interest of the Public Shareholders.
25. **COMPLIANCE OFFICER**
- 25.1. The Compliance Officer of the Company is:
Mr. John Varughese,
Bombay Swadeshi Stores Limited
Western India House, Sir P M Road, Fort, Mumbai - 400 001, Maharashtra
Tel. No.: +91-22-4031 8888; Fax No.: +91-22- 4031 8800;
Email: investor@bombaystore.com
- 25.2. In case Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting process and procedure, they may address the same to the Registrar to the Offer or Manager to the Offer.

26. GENERAL DISCLAIMER

Every person who desires to participate in the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with this Delisting Offer and tender their shares through OTB whether by reason of anything stated or omitted to be stated or any other reason whatsoever.

This PA is issued on behalf of the Acquirers by the Manager to the Offer:

MANAGER TO THE OFFER



INGA CAPITAL PRIVATE LIMITED

Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013.

Tel. No.: +91-22-4031 3489; Fax No.: +91-22-4031 3379

Contact Person: Mr. Ashwani Tandon; Email: delisting.bsll@ingacapital.com

Website: www.ingacapital.com; SEBI Registration Number: MB/INM000010924

Sd/-
Madhu Chandak

Sd/-
Manjari Chandak

Sd/-
Jyoti Varun Kabra

Date : September 8, 2015

Place : Mumbai