

LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a public equity shareholder(s) of **Mahaan Impex Limited**. If you require any clarification about action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in **Mahaan Impex Limited**, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was effected.

OPEN OFFER ("Offer")

BY

Mr. Manishkumar Raichand Shah

Residing at B-11, West Park, Nr. Gurudwara, S.G. Highway, Ahmedabad-380054, Gujarat, India,
 (Tel No: +91- 9904884444)

And

Mr. Sameer Amit Shah

Residing at Street No. 4, Oswal Colony, Summair Club Road, Digvijay Plot, Jamnagar-361005, Gujarat, India,
 (Tel No: +91- 9725395799)

(hereinafter collectively referred to as "**Acquirers**")

TO ACQUIRE

Upto 5,83,700 Equity Shares of Rs.10/- each at an Offer Price per equity share of Rs 15.15 p each payable in cash, representing 26% of the issued, subscribed, paid up and voting capital pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof, from the public shareholders.

OF

MAHAAN IMPEX LIMITED("Target Company"/"MIL")

Registered Office: BSafal House, Near Tej Motors, Behind Mirch Masala Restaurant, Off. S G Highway, Ahmedabad - 380059
 Corporate Identification Number (CIN): L67120GJ1982PLC105654

Tel: +91 6351988376; Email: mahaanimpex@gmail.com; Website: www.mahaanimpex.com

Please Note:

- This Offer is being made by the Acquirers pursuant to regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations, 2011**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
- To the best of the knowledge of the Acquirers, there are no statutory approvals required for the purpose of this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
- If there is any upward revision in the Offer Price/Size at any time prior to the commencement of the last one working day before the commencement of the tendering period in terms of the SEBI (SAST) Regulations, 2011 the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement had appeared. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.
- This Offer is not a competing bid.
- Upward revision/withdrawal, if any, of the Open Offer would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement ("DPS") has appeared. The Acquirers are permitted to revise the Open Offer Price upwards only at any time prior to the commencement of the last one working day before the commencement of the tendering period. Such revised Open Offer Price would be payable for all the Shares validly tendered anytime during the tendering period of the Open Offer.
- The Public Announcement, Detailed Public Statement and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

MANAGER TO THE OFFER

REGISTRAR TO THE OFFER



Finshore Management Services Limited,

Anandlok Block A, Room-207,

227, AJC Bose Road,

Kolkata-700020

Tel: +91- 033-22895101/9831020743

Website: www.finshoregroup.com

Investor Grievance email id : info@finshoregroup.com

Contact Person: Mr. S Ramakrishna Iyengar

SEBI Registration No: INM000012185

Skyline Financial Services Private Limited,

D-153 A, 1st Floor,

Okhla Industrial Area, Phase - I,

New Delhi - 110 020

Tel. : 011-40450193-97; 26812683(Fax),

Website:www.skylinerta.com

Investor Grievance email id : compliances@skylinerta.com

Contact Person: Mr. Khan Mohd Ubed

SEBI Registration No: INR000003241

OFFER OPENS ON: Tuesday, 17th March, 2020

OFFER CLOSES ON: Tuesday, 31st March, 2020

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Nature of the Activity	Original Schedule of Activities (as disclosed in the Draft Letter of Offer)	Revised Schedule of Activities
Date of Public Announcement	Friday, 22 nd November, 2019	Friday, 22 nd November, 2019
Publication of Detailed Public Statement in newspapers	Friday, 29 th November, 2019	Friday, 29 th November, 2019
Filing of draft letter of offer with SEBI along with soft copies of Public Announcement and detailed Public Statement	Friday, 06 th December, 2019	Thursday, 5 th December, 2019
Last date for a competing offer	Friday, 20 th December, 2019	Friday, 20 th December, 2019
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Monday, 30 th December, 2019	Thursday, 27 th February, 2020**
Identified Date*	Wednesday, 01 st January, 2020	Monday, 2 nd March, 2020
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company as on the identified Date	Wednesday, 08 th January, 2020	Monday, 9 th March, 2020
Last date for upward revision of the Offer Price and / or the Offer Size	Monday, 13 th January, 2020	Friday, 13 th March, 2020
Last date by which the recommendation of the committee of independent directors of the Target Company will be published.	Friday, 10 th January, 2020	Thursday, 12 th March, 2020
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published.	Tuesday, 14 th January, 2020	Monday, 16 th March, 2020
Date of Commencement of tendering period	Wednesday, 15 th January, 2020	Tuesday, 17 th March, 2020
Date of Closing of tendering period	Tuesday, 28 th January, 2020	Tuesday, 31 st March, 2020
Last date of communicating rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted Equity Shares.	Tuesday, 11 th February, 2020	Monday, 20 th April, 2020

(*) Identified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All shareholders (registered or unregistered) of equity shares of the Target Company (except Acquirers and Seller) are eligible to participate in the Offer any time before the closure of the Offer.

(**) Actual date of receipt of SEBI's final observations on the Draft Letter of offer

RISK FACTORS

The risk factors set forth below pertain to the underlying transaction, this Open Offer and are not intended to be a complete analysis of all risks in relation to this Open Offer or in association with the Acquirers or the Target Company, but are only indicative. The risk factors set forth below do not relate to the present or future business or operations of the Target Company and any other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in this Open Offer, but are merely indicative. Public Shareholders are advised to consult their stock brokers, tax advisers and/ or investment advisers/consultants, for analysing all the risks with respect to their participation in this Open Offer.

Relating to the Transaction:

- a. On 22nd November, 2019 the Acquirers have entered into a Share Purchase Agreement (“SPA”) with Safal Constructions India Private Limited (Formerly known as Bsafal Infraheights Private Limited) Promoter of the Target Company (“**Seller**”), where the Acquirers have agreed to acquire 13,29,700 Equity Shares (“**Sale Shares**”) from the Seller, constituting to 59.23% of the Issued, Subscribed and Voting Capital of the Target Company. The said sale is agreed to be completed at a price of Rs. 15.15 p (Rupees Fifteen and paise fifteen only) per Equity Share (“**Negotiated Price**”), aggregating to Rs. 2,01,44,955/- (Rupees two crores one lakh forty four thousand nine hundred and fifty five only) (“**Purchase Consideration**”) payable in cash.
- b. In accordance with the terms and conditions of the SPA and the acquisition of Offer Shares, there will be a change in control and management of the Target Company which may have significant effect on the business, financial condition and the results of the operations of the Target Company.
- c. The SPA is subject to the compliance of provisions of the SEBI (SAST) Regulations, 2011 and in case of non compliance with the provisions of the SEBI (SAST) Regulations, 2011 the SPA shall not be acted upon.
- d. The consummation of the acquisition of the Sale Shares by the Acquirers, as envisaged under the SPA, is subject to satisfaction of all the conditions of the SPA and receipt of the statutory or regulatory approvals as set out herein.

Relating to the Open Offer:

- a. To the best of the knowledge and belief of the Acquirers, no statutory or regulatory approvals are required by the Acquirers to complete this Open Offer. However, in case of any statutory or regulatory approvals being required by the Acquirers at a later date, this Open Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirers shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders.
- b. The acquisition of the Offer Shares from NRIs and erstwhile OCBs is subject to the approval or exemption from the RBI. Where any such statutory or regulatory approval or exemption extends to some but not all of the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory or regulatory approvals or exemptions are required in order to complete this Offer. Notwithstanding the RBI approval sought by the Acquirers, any NRIs and OCBs may also choose to apply for all requisite approvals required to tender their respective Offer Shares and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer.

- c. In the event that either (a) the statutory or regulatory approvals, if any required, are not received in a timely manner (b) there is any order of a governmental authority or litigation leading to a stay/injunction on the Open Offer or that restricts/restrains the Acquirers from performing its obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of Target Company, whose Equity Shares have been accepted in the Open Offer as well as the return of Equity Shares not accepted by the Acquirers in the Open Offer, may be delayed.
- d. Public Shareholders who have lodged their acceptance to this Open Offer shall not be entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Open Offer and dispatch of consideration are delayed.
- e. The Equity Shares tendered in the Offer and documents will be held in the pool account of the broker/ in trust by the Clearing Corporation/Registrar to the Offer, till the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirers make no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
- f. In the case of the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, acceptance will be determined by the Acquirers in consultation with the Manager to the Offer, on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in this Open Offer will be accepted.
- g. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- h. Public Shareholders are advised to consult their respective stockbroker, legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case and further risks with respect to their participation in the Open Offer, and related transfer of Equity Shares to the Acquirers, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer, and all shareholders should independently consult their respective tax advisors.
- i. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, and this Letter of Offer or in any advertisement or any materials issued by or at the instance of the Acquirers. Any persons placing reliance on any other source of information (not released by the Acquirers or the Manager to the Offer) will be doing so at his/her/their own risk.

Relating to the Acquirers:

- a. The Acquirers makes no assurances with respect to his investment/divestment decisions relating to his proposed shareholding in the Target Company.
- b. The Acquirers makes no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.
- c. The Acquirers makes no assurances with respect to the market price of the Equity Shares before, during or after the Offer expressly disclaims any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not to participate in the Offer.
- d. For the purpose of disclosures in the PA or DPS or this Letter of Offer in relation the Target Company and/or the Seller, the Acquirers have relied on the information published or provided by the Target Company and/or the Seller, as the case may be, or publicly available sources and have not independently verified the accuracy of details of the Target Company and/or the Seller. The Acquirers do not accept any responsibility with respect to any misstatement by the Target Company and/or the Seller in relation to such information.

Currency of Presentation:

- a. In this Letter of Offer, all references to "Rs."/"Rupees"/"INR" are references to Indian Rupee(s), the official currency of India.
- b. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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1. DEFINITIONS AND ABBREVIATIONS

Term	Definition/Abbreviation
Acquirers	Mr. Manishkumar Raichand Shah and Mr. Sameer Amit Shah
Acquirer 1	Mr. Manishkumar Raichand Shah, s/o Mr. Raichand Nathubhai Shah, aged about 50 years, residing at B-11, West Park, Nr. Gurudwara, S.G. Highway, Ahmedabad-380054, Gujarat, India
Acquirer 2	Mr. Sameer Amit Shah, s/o Mr. Amit Raichand Shah, aged about 27 years, residing at Street No. 4, Oswal Colony, Summar Club Road, Digvijay Plot, Jamnagar-361005, Gujarat, India
Board of Directors	The Board of Directors of the Target Company
Book Value	Book Value of each Equity Share as on the date referred to
BSE	BSE Limited, Mumbai
Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. R.L.P. Securities Private Limited, having registered office at 402, Nirmal Towers, Dwarakapuri Colony, Punjagutta, Hyderabad - 500 082
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CSE	Calcutta Stock Exchange Limited
Companies Act	The Companies Act, 1956, as amended and the Companies Act, 2013, as amended, as the case may be
Clearing Corporation	Clearing Corporation of Stock Exchanges
Detailed Public Statement or DPS	Detailed Public Statement of the Open Offer made by the Acquirers, which appeared in the newspapers on 29 th November, 2019.
Depositories	CDSL and NSDL
DIN	Director Identification Number
DP	Depository Participant
Draft Letter of Offer/DLOF	The Draft Letter of Offer dated 5 th December, 2019
Eligible Person(s) / Eligible Shareholder(s) for the Offer/Public Shareholders	All shareholders / beneficial owners (registered or otherwise) of the shares of the Target Company except the Acquirers and the Seller. All the owners (registered or unregistered) of the Equity Shares of the Target Company other than the parties to the SPA.
EPS	Earnings per Equity Share
Escrow Account	The account opened with Escrow Bank under the name and title "MIL FMSL-Open Offer Escrow Account" bearing Account No. 8613345259
Escrow Agreement	Escrow Agreement dated 25 th November, 2019 entered amongst the Acquirers, Escrow Bank and Manager to the Offer.
Escrow Bank	Kotak Mahindra Bank Limited
Equity Shares	Fully paid-up equity share of the Target Company of face value Rs.10/- each
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time.
FII	Foreign Institutional Investor registered with SEBI
Finshore/ /Manager to the Offer/MB/Merchant Banker	Finshore Management Services Limited the Merchant Banker appointed by the Acquirers pursuant to Regulation 12 of the SEBI (SAST) Regulations, 2011 having registered office at Anandlok Block A, Room-207, 227, AJC Bose Road, Kolkata-700020
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement
FY	Financial Year
Identified Date	The date, falling on the 10 th Working Day prior to the commencement of the Tendering Period, for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent.
Income Tax Act	The Income Tax Act, 1961 as amended.

KYC	Know Your Client
Listing Agreement	Equity Listing Agreement with each of the stock exchanges in India, as amended from time to time.
LOF	Letter of Offer
Mahaan Impex Limited / MIL/ Target Company	A company incorporated under the Companies Act, 1956 and having its registered office at BSafal House, Near Tej Motors, Behind Mirch Masala Restaurant, Off. S G Highway, Ahmedabad - 380059.
NAV	Net Asset Value per Equity Share
Negotiated Price	Rs. 15.15 p (Rupees fifteen and paise fifteen only) per fully paid-up Equity Share of face value of Rs.10/- each.
NRIs	Non Resident Indians and Persons of Indian origin residing abroad
NSDL	National Securities Depository Limited
Offer /Open Offer	This Open Offer, being made by the Acquirers to the public shareholders of the Target Company (other than parties to the SPA,) to acquire upto 5,83,700 fully paid-up equity shares of face value of Rs.10/- each, constituting 26% of the issued, subscribed and voting capital of the Target Company.
Offer Price	Rs. 15.15 p (Rupees fifteen and paise fifteen only) per fully paid up equity share of Rs.10/- each.
Offer Period	Period from the date of entering into Share Purchase Agreement to the date on which the payment of consideration to the shareholders whose Equity Shares are accepted in this Open Offer, is made, or the date on which this Open Offer is withdrawn, as the case may be.
PA /Public Announcement	Public Announcement of the Open Offer issued by the Manager to the Offer, on behalf of the Acquirers on 22 nd November, 2019.
PAN	Permanent Account Number
PAT	Profit after Tax
PBDIT	Profit Before Depreciation, Interest and Tax
PBT	Profit Before Tax
Promoters/ Seller	Safal Constructions India Private Limited (Formerly known as Bsafal Infraheights Private Limited)
Public Shareholders	All equity shareholders of the Target Company other than members of the Promoter and Promoter Group of the Target Company.
RBI	Reserve Bank of India.
Registrar/ Registrar to the Offer	Skyline Financial Services Private Limited
Regulations / SEBI (SAST) Regulations, 2011/ SAST Regulations/ Takeover Code	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Rs. Or Rupees or INR	Indian Rupees.
RTGS	Real Time Gross Settlement.
Sale Shares	13,29,700 fully paid-up equity shares of face value of Rs.10/- each, constituting 59.23% of the issued, subscribed and voting capital of the Target Company to be sold by the Seller to the Acquirers, in terms of the SPA.
SCRR	Securities Contract (Regulations) Rules, 1957 and subsequent amendments thereto.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.

SEBI Listing Obligations Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereof
SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
Selling Broker	Respective stock brokers of all Shareholders who desire to tender their Equity Shares under the Open Offer
SPA / Share Purchase Agreement	Share Purchase Agreement dated 22 nd November, 2019 entered amongst the Acquirers, Seller and Target Company.
Stock Exchanges	BSE Limited and CSE
Tendering period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from 17 th March, 2020 to 31 st March, 2020.
Working Day	A working day of SEBI, as defined in the SEBI (SAST) Regulations, 2011.

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations, 2011 unless specified.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF MAHAAN IMPEX LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR FOR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, FINSHORE MANAGEMENT SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 5th DECEMBER, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background to the Offer

3.1.1 This Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 and is being made as a result of a direct substantial acquisition of Equity Shares and voting rights in and control over the Target Company by the Acquirers, pursuant to the Share Purchase Agreement.

3.1.2 The Acquirers have entered into a Share Purchase Agreement (“SPA”) on 22nd November, 2019 with the Seller and the Target Company, wherein it is proposed that the Acquirers shall purchase 13,29,700 fully paid up equity shares of the Target Company of face value Rs.10/- each, which constitutes 59.23% of the issued, subscribed, paid-up and voting share capital. The said sale is proposed to be executed at a price of Rs. 15.15 p (Rupees fifteen and Paise fifteen only) per fully paid-up equity share (“**Negotiated Price**”) aggregating to Rs. 2,01,44,955/- (Rupees two crores one lakh forty four thousand nine hundred and fifty five only) (“**Purchase Consideration**”) payable in cash. Consequent to the changes in control and management of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulation 3(1), 4 and other applicable provisions of SEBI (SAST) Regulations, 2011.

3.1.3 A summary of some of the salient features of the Share Purchase Agreement, which are all subject to detailed terms in the Share Purchase Agreement (“SPA”) is as follows:

- a. The Acquirers have agreed to purchase from the sellers 13,29,700 equity shares (sale shares) of Rs.10/- each being 59.23% of the total issued, prescribed, paid-up and voting capital of the target company at a price of Rs. 15.15 p per equity share payable in cash and entered into SPA dated 22nd November, 2019.
- b. The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations, 2011 and in case of non compliances with the provisions of SEBI (SAST) Regulations, 2011, the SPA shall not be acted upon.

c. The Acquirers would acquire the Sale Shares in the following proportion:

(1) Mr. Manishkumar Raichand Shah	11,30,245
(2) Mr. Sameer Amit Shah	1,99,455
Total	13,29,700

d. Upon Completion of Open Offer Formalities, a Board Meeting of the Target Company shall be called, convened and conducted to transact the following business:

- i. Recording of the transfer of Sale Shares from the Seller to the Acquirers in terms of the Agreement;
- ii. the appointment of the Acquirers' nominees as Additional Directors on the Board of Directors of the Company subject to compliance with Regulation 24 of the Takeover Code;
- iii. approval for change in bank signatories;
- iv. approval for revocation of power of attorney; and
- v. authorize the filing of statutory forms with any Governmental Authority required under applicable Law;

3.1.4 The Acquirers do not hold any Equity Shares in the Target Company as on date.

3.1.5 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

3.1.6 Neither the Acquirers nor the Seller have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.7 The Acquirers may, after completion of the acquisition of Sale Shares and in compliance with the first proviso to Regulation 24(1) of the SEBI (SAST) Regulations, reconstitute the Board of Directors of the Target Company by appointing their representatives, as they may deem fit. As on date, the Acquirers have not decided on the names of persons who may be appointed on the Board of Directors of the Target Company pursuant to the acquisition of Sale Shares.

3.1.8 As per Regulations 26(6) and 26(7) of the SEBI (SAST) Regulations, 2011, the Board of Directors of the Target Company is required, upon receipt of the Detailed Public Statement, to constitute a Committee of Independent Directors to provide their reasoned recommendations on the Offer. The reasoned recommendations are required to be published in the same newspapers in which the Detailed Public Statement was published by no later than 12th March, 2020, and simultaneously a copy of such recommendations is required to be sent to SEBI, the Stock Exchange and to the Manager to the Offer.

3.1.9 This Open Offer is not pursuant to any open market purchase or a global acquisition resulting in an indirect acquisition of the Equity Shares.

3.2 Details of the Proposed Offer

3.2.1 A Detailed Public Statement as per Regulation 14(3) of SEBI (SAST) Regulations, 2011 pursuant to Public Announcement made by the Acquirers has appeared in the following Newspapers, on 29th November, 2019:

Name of the Newspaper	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Financial Express	Gujarati	Ahmedabad
Mumbai Lakshadeep	Marathi	Mumbai
Arthik Lipi	Bengali	Kolkata

3.2.2 A copy of the PA and DPS for the Open Offer is also available on the SEBI website (www.sebi.gov.in)

3.2.3 This Offer is being made by the Acquirers, in accordance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011, to the Public Shareholders of the Target Company, to acquire up to 5,83,700 Equity Shares ("Offer Shares"), constituting 26% of the issued, subscribed, paid-up and voting share capital of the Target Company at a price of Rs. 15.15 p (Rupees fifteen and Paise fifteen only) ("**Offer Price**") aggregating to Rs. 88,43,055/- (Rupees eighty eight lakhs forty three thousand fifty five only) ("**Offer Consideration**"). The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

3.2.4 The Acquirers have not acquired any shares of the Target Company after the date of Public Announcement upto the date of this Letter of Offer.

3.2.5 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011 and there is no competing offer.

3.2.6 The Open Offer is unconditional and not subject to any minimum level of acceptance from the shareholders of the Target Company, in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.

3.2.7 There are no Persons acting in Concert in relation to this Offer and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirers only.

3.2.8 The Manager to the Offer, Finshore Management Services Limited does not hold any Equity Shares in the Target Company as at the date of PA. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

3.2.9 The Acquirers vide letter dated 2nd March, 2020, have confirmed that they have not acquired any Equity Shares of the Target Company after the date of PA i.e. 22nd November 2019, and up to the date of this Letter of Offer.

3.2.10 The Equity Shares of the Target Company acquired by the Acquirers shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.11 All Equity Shares validly tendered by the Public Shareholders will be acquired by the Acquirers in accordance with the terms and conditions contained in the DPS and this Letter of Offer. In the event that the Equity Shares validly tendered in the Open Offer by the Public Shareholders are more than the Offer Size, the acquisition of Equity Shares from each Public Shareholder will be on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.

3.2.12 Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of Sale Shares in accordance with the SPA, the Acquirers, will hold 19,13,400 Equity Shares constituting 85.23% of the issued, subscribed, paid up and voting capital of the Target Company. As per Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE and CSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that its shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

3.3 Object of the Acquisition

3.3.1 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

3.3.2 After the completion of this Open Offer and pursuant to the acquisition of shares under SPA, the Acquirers will hold the majority of Equity Shares by virtue of which the Acquirers shall be in a position to exercise effective control over the management and affairs of Target Company.

3.3.3 The object of acquisition is to acquire substantial shares/voting rights accompanied with change in management and control of the Target Company. The Acquirers reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with the laws applicable.

3.3.4 The Acquirers have no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRERS

A.1 MANISHKUMAR RAICHAND SHAH (Acquirer 1)

4.A.1.1 Mr. Manishkumar Raichand Shah, s/o Mr. Raichand Nathubhai Shah, aged about 50 years is residing at B-11, West Park, Nr. Gurudwara, S.G. Highway, Ahmedabad-380054, Gujarat, India. He has promoted Seacoast Shipping and Marine Services, a Partnership Firm which provides logistic services to importers and exporters. He has around 25 years experience in this line of business. Mr. Manishkumar Raichand Shah is SSC pass from Gujarat Secondary and Higher Secondary Education Board.

4.A.1.2.CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants, (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061, has certified vide certificate dated 23rd November, 2019 that the Networth of Mr. Manishkumar Raichand Shah as on 30th September, 2019 is Rs. 1470.82 lakhs (Rupees fourteen crores seventy lakhs and eighty two thousand only).

4.A.1.3. As on the date of this Letter of Offer, Mr. Manishkumar Raichand Shah does not hold equity shares in the Target Company.

4.A.1.4.Mr. Manishkumar Raichand Shah has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992 as amended (“SEBI Act”) or under any other regulation made under the SEBI Act.

4.A.1.5 As on the date of this Letter of Offer, Mr. Manishkumar Raichand Shah is neither a Promoter nor a part of the Promoter Group of the Target Company. Further he is not holding any directorship in any listed company.

A.2. SAMEER AMIT SHAH (Acquirer 2)

4.A.2.1 Mr. Sameer Amit Shah, s/o Mr. Amit Raichand Shah, aged about 27 years is residing at Street No. 4, Oswal Colony, Summar Club Road, Digvijay Plot, Jamnagar-361005, Gujarat, India. He is a partner in Seacoast Shipping and Marine Services, a Partnership Firm which provides logistic services to importers and exporters. and a Promoter Director of Sea Coast Shipping And Marine Services Pte. Ltd., He has around 4 years experience in the logistics business. Mr. Sameer Amit Shah holds a Post Graduate Diploma in Management from Indira School of Business Studies, Pune.

4.A.2.2. CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants, (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061 has certified vide certificate dated 23rd November, 2019 that the Networth of Mr. Sameer Amit Shah as on 30th September, 2019 is Rs. 227.25 lakhs (Rupees Two Crores twenty seven lakhs and twenty five thousand only).

4.A.2.3. As on the date of this Letter of Offer, Mr. Sameer Amit Shah does not hold equity shares in the Target Company.

4.A.2.4. Mr. Sameer Amit Shah has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992 as amended (“SEBI Act”) or under any other regulation made under the SEBI Act.

4.A.2.5.As on the date of this Letter of Offer, Mr. Sameer Amit Shah is neither a Promoter nor a part of the Promoter Group of the Target Company. Further, he is not holding any directorship in any listed company.

Further, the Acquirers confirm that

- There is no Person acting in concert (PACs) with the Acquirers in this Open Offer.
- they never held the Equity Shares of the Target Company in past. Hence compliance with the SEBI Takeover Regulations were not applicable.
- They have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
- They have not been declared as willful defaulters by Reserve Bank of India
- There are no directions subsisting or proceedings pending under the SEBI Act 1992 and Regulations made thereunder
- There are no Contingent Liabilities

5. BACKGROUND OF THE TARGET COMPANY, AS CONFIRMED BY THE TARGET COMPANY

5.1 Mahaan Impex Limited was incorporated as a public limited company on 15th October, 1982 under the provisions of the Companies Act, 1956. The CIN of Target Company is L67120GJ1982PLC105654. MIL commenced its business from 16th November, 1982. The registered office of the MIL is presently situated at BSafal House, Near Tej Motors, Behind Mirch Masala Restaurant, Off. S G Highway, Ahmedabad – 380059. The Target Company is presently carrying wholesale trading business in textile industry. The name of the Target Company has not undergone any change in the last three years.

5.2 The main objects of the Target Company as per Memorandum of Association are as under:

5.2.1 To carry on the business of exporters, importers, buyers, sellers, producers, brokers, buying agents, selling agents, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers in all classes and kinds of chemicals organic and/or inorganic fine of heavy, their mixtures and formulations pesticides and insecticides of all kinds, including its formulations, jute, jute goods, jute cuttings, jute rejections, cotton, cotton textiles, yarn, wool, silk, handicrafts, flax, rayon, nylon and other fibrous materials and man-made fibres, ready-made garments, foodgrains, food products. Vegetable products, iron, steel, cement, paper, paper board, newsprint, straw board, hard board, tea, coffee, fertilizers, electrical goods, sugar, sugarcane, plant and machinery, vehicles and other automobile spare parts, tractors and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber product, plastic products, lather and lather products, foot wears, metals and minerals and all other goods made thereof or therefrom, electrical, chemical, photographic, surgical and scientific apparatuses, instruments, goods and materials, drugs, tannins, essence and pharmaceuticals, mineral and other waters, oils paints, and varnishes, compounds, dye stuff, organic or mineral intermediaries, paints and colour grinders, proprietary articles of all kinds and for which to carry on business of financiers, contractor, guarantors and warehousemen and generally to carry on business of merchants traders, dealers, export house of any goods commodities and merchandise of any other description whatsoever, as are incidental or conducive to the carting on to all such business in India or abroad.

5.2.2 To carry on investment business and to purchase, acquire hold and dispose of or otherwise invest in shares, debentures, debentures stocks, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debenture stock, bonds, obligations and securities issued or guaranteed by any government, state, dominion, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise in India or elsewhere and to deal in real estate or properties either out of its own funds or out of funds that the Company might borrow and to vary or otherwise dispose of exchange, transfer or alienate any of the investments, real estate and properties of the Company.

5.2.3 To act as investors, guarantors, underwriters, financiers and to lend or deal with money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve. Provided that the Company shall not do any banking business as defined under Banking Regulation Act, 1949.

5.3 The Authorized Share Capital of MIL as on 30th September, 2019 is Rs.225.00 lakhs, comprising of 22,50,000 equity shares of face value Rs.10 (Rupees Ten Only) each. The issued, subscribed, paid-up and voting share capital of MIL as on date stands at Rs.224.50 lakhs comprising of 22,45,000 fully paid up equity share of face value of Rs.10 (Rupees Ten only) each. As per the shareholding pattern for the quarter ended 30th September, 2019, filed by the Target Company with BSE 20,63,700 Equity Shares are under lock-in. Of the same, 7,34,000 Equity Shares are held by the Public Shareholders of the Target Company. (Source: www.bseindia.com).

- a. The equity shares of MIL are listed on CSE and BSE (Security ID:MAHAANIMP Security Code: 542753). ISIN: INE277T01016.
- b. There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

5.6 The Share Capital of the Target Company is as follows:-

Paid up Equity shares of Target Company	No. of shares/ voting rights	% of shares/ voting rights
Fully Paid up equity Shares	22,45,000	100%
Partly Paid up equity shares	---	-
Total paid up equity shares	22,45,000	100%
Total Voting rights in Target Company	22,45,000	100%

5.7 The Board of Target Company as on the date of this Letter of Offer, comprises of 5(five) Directors.

Name & Designation	DIN	Date of Appointment	Residential Address
Mr. Rajeshkumar Balwantbhai Brahmbhatt Managing Director	00055260	01.06.2018	21, Rambaug, Behind Karnavati Club Near Club House, S G Highway, Ahmedabad - 380058
Mr. Himanshu Madanmohan Patel Director (Independent)	00200501	01.06.2018	Haridwar, Behind Sumel - II, Near Gueudwara, Thaltej, Ahmedabad - 380059
Mr. Rupeshbhai Balwantbhai Brahmbhatt Director	00329835	01.06.2018	3, Rambaug, Behind Karnavati Club, Mahmadpura Road, Ahmedabad - 380058
Ms. Nila Jitendrakumar Gohel Director (Independent)	03435616	25.02.2015	T-1, Jaysurya Flat, Vastrapura Railway Crossing, Vejalpur, Ahmedabad - 380051
Ms. Ankita Dineshbhai Soni Additional Director(Independent)	08126490	12.11.2019	A-12,Vaibhav Apartment Part 1, Opp Bombay Garage Near Underbridge Shahibaug Ahmedabad,Gujarat-380004

Note: As on the date of this Letter of Offer, there are no persons representing the Acquirers on the Board of Directors of the Target Company.

- 5.8 There was no merger/ demerger, spin off during last three years involving the Target Company.
- 5.9 The trading of Equity Shares of the Target Company has not been suspended on the Stock Exchanges where Equity Shares of the Target Company are listed in last three years.
- 5.10 The Target Company has been in compliance with Listing requirements of the Stock Exchanges except that SEBI vide adjudication order no. Order/PM/AB/2019-20/6114 has imposed a penalty of Rs.1,00,000/- under Section 15HB of the SEBI Act, 1992, for delay in obtaining SCORES authentication. There was a delay of around 18 months by the Target Company in obtaining SCORES authentication. There are no directions subsisting or proceedings pending against the Target Company under the SEBI Act 1992 and Regulations made thereunder.
- 5.11 As of this date of this Letter of Offer, all the Equity Shares of the Target Company are listed on CSE and BSE.
- 5.12 Brief audited financials for the years ending March 31, 2019, 2018 and 2017 and Half Year ended 30th September 2019 are as follows:-

Profit & Loss Account
(Amount in Rs.)

Particulars	Half Year ended 30th September, 2019	Year ended March 31		
		2019	2018	2017
Income from Operations	-	26,71,266	1,29,36,717	1,74,65,593
Other Income	6,16,663	15,47,450	11,60,739	13,89,358
Total Income	6,16,663	42,18,716	1,40,97,456	1,88,54,951
Total Expenditure (excluding Depreciation, Interest and Tax)	2,28,332	39,39,061	1,36,68,626	1,84,13,634
Profit/(Loss) before Depreciation, Interest and Tax	3,88,331	2,79,655	4,28,830	4,41,317
Depreciation	88,939	1,77,877	1,77,879	1,75,248
Finance Costs	-	172	590	6,103
Profit before Tax, extraordinary and exceptional items	2,99,392	1,01,606	2,50,361	2,59,966
Extraordinary and Exceptional Items	-	-	-	-
Profit before Tax and after extraordinary and exceptional items	2,99,392	1,01,606	2,50,361	2,59,966
Provision for Tax	75,058	-	-	80,328
Profit/(loss) after tax	2,24,334	1,01,606	2,50,361	1,79,638

Balance Sheet Statement
(Amount in Rs.)

Particulars	Half Year ended 30th September, 2019	As at March 31		
		2019	2018	2017
Sources of funds				
Paid up Equity Share Capital	2,24,50,000	2,24,50,000	2,24,50,000	2,24,50,000
Reserves & Surplus	1,14,75,236	1,12,50,901	1,11,23,964	1,08,88,909
Net Worth	3,39,25,236	3,37,00,901	3,35,73,964	3,33,38,909
Secured loans	-	-	-	-
Unsecured loans	29,70,000	24,70,000	46,73,862	31,13,420
Other Long Term Liabilities (Deferred tax liability)	33,913	33,913	33,913	33,913
Total	3,69,29,149	3,62,04,814	3,82,81,739	3,64,86,242
Uses of funds				
Net Fixed Assets	13,24,641	14,13,579	15,91,456	17,45,735
Investments	-	-	-	8,90,000
Net Current Assets	78,83,121	1,43,17,991	1,49,93,861	1,26,26,888
Long Term Loans & Advances	2,77,21,387	2,04,73,244	2,16,96,422	2,12,23,619
Total	3,69,29,149	3,62,04,814	3,82,81,739	3,64,86,242

Other Financial Data

Particulars	September 30,2019	March 31, 2019	March 31, 2018	March 31, 2017
Dividend (%)	-	-	-	-
Earnings per share (Rs.)	0.10*	0.05	0.11	0.08
Return on Net Worth (%)	0.66	0.30	0.75	0.54
Book Value per Share (Rs.)	15.11	15.01	14.95	14.85

*not annualized

There are no contingent liabilities on the Target Company as on 30th September 2019.

5.13 Pre and Post-Offer shareholding pattern of the MIL is as per the following table:-

S. No.	Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shareholding & Voting Rights acquired through SPA		Shares/Voting rights to be acquired in open offer (assuming full acceptances)		Share holding / voting rights after the acquisition and offer	
		No.	%	No.	%	No.	%	No.	%
(1) Promoter Group									
a. Parties to agreement (*)									
	Safal Constructions (India) Private Limited (Formerly known as Bsafal Infraheights Private Limited)	13,29,700	59.23	(13,29,700)	(59.23)	-	-	-	-
	b. Promoters other than (a) above	--	--	--	--	--	--	--	--
	Total 1 (a+b)	13,29,700	59.23	(13,29,700)	(59.23)	--	--	--	--
(2) Acquirers									
	a. Mr. Manishkumar Raichand Shah	Nil	Nil	11,30,245	50.34	4,96,400	22.11	16,26,645	72.46
	b. Mr. Sameer Amit Shah	Nil	Nil	1,99,455	8.8.89	87,300	3.89	2,86,755	12.77
	c. PACs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total 2(a+b)	Nil	Nil	13,29,700	59.23	5,83,700	26.00	19,13,400	85.23
(3) Public (other than parties to agreement, Acquirers)									
	a) Institutions (Mutual Funds / FIs/ Banks/ FIIs)	Nil	Nil	Nil	Nil	(5,83,700)	(26.00)	3,31,600	14.77
	b) Others	9,15,300	40.77	Nil	Nil				
	Total (3) (a+b)	9,15,300	40.77	Nil	Nil	(5,83,700)	(26.00)	3,31,600	14.77
	GRAND TOTAL (1+2+3)	22,45,000	100.00	Nil	Nil	--	--	22,45,000	100.00

Notes:

- 1) Shareholding Pattern is based on Quarter ended 30th September, 2019.
- 2) All percentages are calculated on the Total Equity Paid up Shares Capital of the Target Company, as on 10th working day after closing of tendering period.

5.14 The number of shareholders in MIL in public category is 512 as on 30th September, 2019.

5.15 **Compliance Officer**

Mr. Parin Nayanbhai Shah
Mahaan Impex Ltd
Company Secretary cum Compliance Officer
BSafal House, Near Tej Motors, Behind Mirch Masala Restaurant, Off. S G Highway, Ahmedabad – 380059
Phone no: +91-9265777283
Mail id: parinshah.100393@gmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 The equity shares of the Target Company are listed on BSE and CSE.

6.1.2 The trading turnover in the equity shares of the Target Company on BSE and CSE, during the twelve calendar months preceding the month in which the PA was issued (i.e., November 2018 to October 2019) is given below:-

Name of the Exchange	Traded turnover of equity shares of the Target Company during the Twelve Months period ("A")	Total Number of Equity Shares listed ("B")	Total Turnover% (A/B)
BSE*	Nil	22,45,000	Nil
CSE	Nil	22,45,000	Nil

*The Target Company's shares were listed on BSE Limited with effect from August 23, 2019

(Source: www.bseindia.com and <https://www.cse-india.com/>)

Based on the above, the equity shares are infrequently trade in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

6.1.3 The Offer Price of Rs. **15.15 p** per equity share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011 being the highest of the following:

(a)	The Negotiated Price under the Agreement	Rs.15.15 p
(b)	The volume-weighted average price paid or payable for acquisition, by the Acquirers during the 52 weeks immediately preceding the date of the PA.	Nil
(c)	The highest price paid or payable for any acquisition, by the Acquirers, during the 26 weeks immediately preceding the date of the PA.	Nil
(d)	The volume-weighted average market price of the equity shares of the Target Company for a period of 60 trading days immediately preceding the date of the PA on BSE and CSE	Nil
(e)	Other financial parameters as at 30th September, 2019	
	Return on networth (%)	0.66
	Book value per share (Rs.)	15.11 p
	Earnings per share (Rs.)	0.10 p

Value per share as per Profit Earning capacity method	0.41 p
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As per CA Vikash Goel, Registered Valuer, Regn no: IBBI/RV/01/2018/10339 having its office at Diamond City North, 11-5C, 68 Jessore Road, Kolkata-700055, the fair value of the equity shares of Target Company is Rs.15.11 p per share.

- 6.1.4 In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 15.15 p (Rupees fifteen and paise fifteen only) per fully paid-up equity share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.
- 6.1.5 As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 6.1.6 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.7 If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at the price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, 2011 or pursuant to SEBI (Delisting of Equity Shares), Regulations, 2009 or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.8 If the Acquirers acquire or agrees to acquire any equity shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price pursuant to future purchases / competing offers shall stand revised to the highest price paid or payable for any such acquisition in terms of regulation 8(8) of SEBI (SAST) Regulations, 2011. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

6.2 Details of Financial Arrangements:

- 6.2.1 The maximum consideration payable by the Acquirers to acquire 5,83,700 fully paid-up equity shares at the Offer Price of Rs. 15.15 p (Rupees fifteen and paise fifteen only) per equity share, assuming full acceptance of the Offer would be Rs. 88,43,055/- (Rupees eighty eight lakhs forty three thousand fifty five only).
- 6.2.2 As on the date of PA, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth. CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061, has certified vide certificate dated 23rd November, 2019 that the Acquirers have sufficient funds to discharge the purchase obligations under the Open Offer.
- 6.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of "MIL FMSL-Open Offer Escrow Account" with Kotak Mahindra Bank Limited, Nariman Point Branch, Mumbai ("Escrow Banker") and made therein a cash deposit of Rs.25,21,000/- (Rupees Twenty Five Lakhs Twenty One Thousand Only) on 26th November, 2019 being more than 25% of the total consideration payable in the Open Offer, assuming full acceptance.

- 6.2.4 The Acquirers have authorized the Manager to the Offer to operate the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7.0 TERMS AND CONDITIONS OF THE OFFER

- 7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 7.1.3 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholder(s) of the Target Company (except the Acquirers and Seller) whose name appear on the Register of Members and whose names appear on the beneficial records of the Depository Participant, at the close of business hours on 2nd March 2020 (“Identified Date”).
- 7.1.4 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.5 Eligible persons can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of Closing of Tendering Period i.e. 31st March, 2020, Alternatively, the LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI’s website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 7.1.6 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7 The shareholders to whom the Open Offer is being made are free to offer their Equity Shares in whole or in part while accepting the Open Offer.
- 7.1.8 No indemnity would be required from unregistered shareholders regarding the title to the shares.
- 7.1.9 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where a ‘no objection certificate’ from lenders is attached with the Form of Acceptance-cum-Acknowledge.
- 7.1.10 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance cum Acknowledgement sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.11 The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges, equitable interests and encumbrances and are tendered together with all rights attached thereto, including the rights to all dividends, bonus and rights offers, if any, declared thereafter and the tendering Public Shareholder shall have obtained any necessary consents (including any statutory approvals, if required) for it to sell the Equity Shares on the foregoing basis.

- 7.1.12 The Acquirers shall not be responsible in any manner for any loss of equity share certificate(s) and Open Offer acceptance documents during transit. The Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.13 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.
- 7.1.14 Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.15 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the shareholders who have accepted this Open Offer by tendering the Equity Shares held by them and requisite documents in terms of the PA, DPS and Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Open Offer

7.2 Locked in shares -

- 7.2.1 As on date, of the existing Voting Share Capital of the Target Company 20,63,700 Equity Shares are under lock in, as detailed below:

Particulars	Number of Shares under lock in	% of existing Voting Share Capital
Safal Constructions India Private Limited	13,29,700	59.23
Public Shareholders	7,34,000	32.69
Total	20,63,700	91.92

- 7.2.2. The Manager to the Offer confirms that there shall be no discrimination in the acceptance of locked in and non-locked in shares. The Acquirers confirm that the Shares accepted in the Offer will be subject to continuation of the residual lock -in period in the hands of the Acquirers.
- 7.2.3. The Shares under lock in will be released by the Exchange only during the Offer Period for the Public Shareholders enabling them to tender their shares under Open Offer to the Acquirers. The Public Shareholders shall not transfer/sell their shares to third party(ies) other than to the Acquirers under the Open Offer during Tendering Period.
- 7.2.4 Public Shareholders whose shares are subject to lock-in will be required to fill the Form of Acceptance-cum-Acknowledgment and provide a copy of the same to the Manager to the Offer immediately on submission of the same to the Selling Brokers.

7.3 Persons eligible to participate in the Offer

All the owners of the equity shares of the Target Company, registered or unregistered, except the parties to SPA, are eligible to participate in this Open Offer, at any time during the Tendering Period for this Open Offer.

- 7.4 There has been no revision in the Offer Price as of the date of this Letter of Offer. Further revisions in the Offer Price for any reason including competing offers shall be done prior to the commencement of the last one working day before the commencement of the tendering period and will be notified to the Shareholders by (i) notification to the Stock Exchanges, SEBI and the Target Company at its registered office, and (ii) public announcement in the same newspapers in which the DPS has been published. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.

7.5 Statutory and Other Approvals

- 7.5.1 As of the date of the LOF, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to acquire the equity shares tendered pursuant to this Offer other than an approval of the Reserve Bank of India, if any, for the acquisition of the Equity Shares from the non resident shareholders (Non-Resident Indians (“NRIs”) or Overseas Corporate Bodies (“OCBs”)/Foreign Shareholders) of the Target Company. NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this 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.
- 7.5.2 However, in case of any statutory approvals being required by the Acquirers at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011.
- 7.5.3 In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Provided where the statutory approvals extend to some but not all public shareholders, the Acquirers have the option to make payment to such shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of willful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI (SAST) Regulations, 2011.
- 7.5.4 There are no conditions stipulated in the SPA between the Acquirers and Seller, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the offer may be withdrawn under Regulation 23 of SEBI (SAST) Regulations, 2011.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 All the shareholders, registered or unregistered, of the Target Company, except the Acquirers and the Seller, owning equity shares any time before the date of Closure of the Offer, are eligible to participate in the Offer.
- 8.2 Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- 8.3 The Open Offer will be implemented by the Acquirers through a stock exchange mechanism made available by Stock Exchanges in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on the Stock Exchanges in the form of the Acquisition Window.

- 8.4 BSE shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.5 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window ("**Acquisition Window**").
- 8.6 The Acquirers have appointed RLP Securities Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:

RLP Securities Limited

Address: 402, Nirmal Towers, Dwarakapuri Colony, Punjagutta, Hyderabad - 500 082

Email ID: rlpsecurities@yahoo.com Contact Person: Mr. G Muralidhar Tel No: +91 40 23352485

- 8.7 All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period. The Acquisition Window will be provided by the Stock Exchange to facilitate placing of sell orders.

8.8. Procedure for tendering shares held in Dematerialized Form.

- a) Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer.
- b) Shareholders shall submit delivery instruction slip ("**DIS**") duly filled in specifying the appropriate market type in relation to the "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.
- c) The Selling Broker would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay-in mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker. Upon placing the order, the Selling Broker shall provide TRS generated by the Stock Exchange bidding system to the holder of the Equity Shares.
- c) modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- d) For custodian participant, orders for demat equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- e) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.
- f) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("**TRS**") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- g) The public shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

- h) The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period

8.9. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

As per the proviso to Regulation 40(1) of the LODR Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with the press release dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form with a Depository. Therefore, the Shareholders desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned DP to have their Equity Shares dematerialized.

8.10. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:

- a) Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b) A Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance cum Acknowledgement Form.
- c) The Letter of Offer alongwith Form of Acceptance cum Acknowledgement Form will be dispatched to all the Eligible Shareholders of the Target Company as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
- d) Alternatively, in case of non-receipt of the Letter of Offer, the Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the Letter of Offer. Such Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

8.11. Acceptance of Equity Shares

- a) Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- b) In the event that the number of Equity Shares validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

8.12. Settlement Process

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- b) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- c) Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- d) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Shareholders. If relevant Shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI / relevant bank due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- e) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to the relevant Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- f) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares under the Offer. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to them by the Clearing Corporation.
- g) Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirers and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders.
- h) Buying Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Offer.
- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirers. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- j) In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, 2011 grant an extension of time to the Acquirers pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the public shareholders of Target Company at the office of the Manager to the Offer, Finshore Management Services Limited, Kolkata on any day (except Saturdays, Sundays and public holidays) between 10.30 a. m. to 2.00 p.m. during the period from the Date of Commencement of the Tendering Period till the Date of Closing of the Tendering Period.

1. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company
2. Audited Financials of Mahaan Impex Limited for the years ended March 31, 2019, 2018, 2017, and half year ended 30th September, 2019.
3. Networth certificate dated 23rd November, 2019 for Mr. Manishkumar Raichand Shah as on 30th September, 2019 issued by CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants, (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061.
4. Networth certificate dated 23rd November, 2019 for Mr. Sameer Amit Shah as on 30th September, 2019 issued by CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants, (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061.
5. CA Sandip Pavankumar Gupta, Proprietor of Sandip Kumar & Co., Chartered Accountants, (FRN: 148694W & Membership No. 132319) having office at 803, Gulab Tower, Opp. J.G. International School, Nr. Sattadhar Cross Road, Thaltej-380061 has certified vide certificate dated 23rd November, 2019 that the Acquirers have sufficient networth to discharge the purchase obligations under the open offer.
6. Copy of Letter dated 3rd December, 2019 from Kotak Mahindra Bank Limited confirming the cash deposit of Rs.25,21,000(Rupees Twenty Five Lakhs Twenty One Thousand Only) in the escrow account.
7. Copy of Escrow Agreement amongst the Acquirers, Kotak Mahindra Bank Limited and Finshore Management Services Limited dated 25th November, 2019.
8. Copy of the SPA dated 22nd November, 2019 among the Acquirers, Seller and Target Company for acquisition of Equity Shares, which triggered the Open Offer.
9. Copy of the Public Announcement dated 22nd November, 2019 and published copy of the Detailed Public Statement dated 29th November, 2019.
10. Copy of the recommendation made by Committee of Independent Directors of the Target Company, as required under Regulation 26(7) of SEBI (SAST) Regulations, 2011.
11. Memorandum of Understanding dated 22nd November, 2019 between Lead Manager i.e. Finshore Management Services Limited and Acquirers.
12. SEBI Observation Letter dated 26th February, 2020, bearing reference number SEBI/HO/CFD/DCR1/OW/P/2020/07463/1

10. DECLARATION BY THE ACQUIRERS

10.1 The Acquirers namely, Mr. Manishkumar Raichand Shah and Mr. Sameer Amit Shah accept full responsibility, severally and jointly, for the information contained in this Letter of Offer and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011. The Acquirers are responsible for ensuring compliance with the SEBI (SAST) Regulations, 2011. All information pertaining to the Target Company has been obtained from publicly available sources or confirmed by the Target Company and the accuracy thereof has not been independently verified by the Manager to the Offer.

10.2 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.

Sd/-
Manishkumar Raichand Shah

Sd/-
Sameer Amit Shah

Date: 2nd March, 2020
Place: Kolkata

Encl.:

1. Form of Acceptance-cum-Acknowledgement

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(Capitalised terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)

(Please send this Form with TRS generated by selling broker and enclosures to Registrar to the Offer, Skyline Financial Services Private Limited, at their address given in the Letter of Offer as per the mode of delivery mentioned in the Letter of Offer)

TENDERING PERIOD FOR THE OFFER		
OFFER OPENS ON	:	17 th March, 2020
OFFER CLOSES ON	:	31 st March, 2020

To,

Mr. Manishkumar Raichand Shah & Mr. Sameer Amit Shah

C/o. Skyline Financial Services Private Limited

Unit: Mahaan Impex Limited – Open Offer

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,

New Delhi - 110 020

Tel. : +91-11-40450193-97

Dear Sir(s),

Sub: Open Offer for acquisition of upto 5,83,700 Equity Shares, constituting 26% of the Issued Subscribed, Paid-up and Voting Capital of Mahaan Impex Limited (“Target Company”) from the Public Shareholders of the Target Company by Mr. Manishkumar Raichand Shah and Mr. Sameer Amit Shah (“Acquirers”) under the SEBI (SAST) Regulations, 2011 (“Offer”).

I / we, refer to the Letter of Offer dated 2nd March, 2020 for acquiring the Equity Shares held by me / us in **M/s. Mahaan Impex Limited.**

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

NAME (in BLOCK LETTERS)	HOLDER	NAME OF THE SHAREHOLDER(S)	PERMANENT ACCOUNT NUMBER (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel. No. (with STD Code):		Mobile No.:
Full address of the First Holder with pincode			
Email address of			

the First Holder:	
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I / we, the undersigned, have read PA, DPS and the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to the Acquirers the following equity shares in Target Company held by me/ us at a price of Rs.15.15 p (Rupees fifteen and paise fifteen only) per fully paid-up equity share.

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/We have obtained any necessary consents to sell the Equity Shares on the foregoing basis.

I/We confirm that I/We are not persons acting in concert with the Acquirers.

I/We also note and understand that the obligation on the Acquirers to pay the purchase consideration arises only after verification of the certification, documents and signatures submitted along with this Form of Acceptance-cum-Acknowledgment.

I/We are not debarred from dealing in Equity Shares.

I/We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961. I/We are not debarred from dealing in Equity Shares.

I/we confirm that my/our shares are subject to lock in and wish to tender my shares under the Open Offer.

I/we confirm that I/we will not sell/transfer my locked in shares to third party other than the Acquirers under this Open Offer

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/apellate authority.

I/We note and understand that the Equity Shares will be held in trust for me/us by the Registrar to the Offer/Clearing Corporation until the time the Acquirers pay the purchase consideration as mentioned in the Letter of Offer.

I/We note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer. I/We authorise the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirers to return to me / us, Equity Shares in respect of which the Open Offer is not found valid/not accepted without specifying the reasons thereof.

BANK DETAILS

Name of the Bank	
Branch	
Account Number	
IFSC Code	
MICR Code	
Savings/Current/(Others: Please specify)	

Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

In case of interest payments, if any, by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed & Delivered:

	Full Name	PAN	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary Board resolutions should be attached.

Place:

Date:

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS, THE TARGET COMPANY OR THE MANAGER TO THE OFFER

1. This Form should be filled in English.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling broker by indicating the details of Equity Shares they intend to tender under the Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Shareholder(s) along with all the documents received at the time of submission.
6. All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.
8. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before close of Tendering Period.
9. ***Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:***
Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-cum-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.
10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.
11. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgment would also be available at SEBI's website, (www.sebi.gov.in), and shareholders can also apply by downloading such forms from the said website.
12. The Letter of Offer along with Form of Acceptance-cum-Acknowledgment will be dispatched/ sent through electronic mail to all the Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
13. The Form of Acceptance cum Acknowledgement and TRS is not required to be submitted to the Acquirers or the Target Company. However, Public Shareholders whose shares are subject to lock-in will be required to fill the Form of Acceptance-cum-Acknowledgment and provide a copy of the same to the Manager to the Offer immediately on submission of the same to the Selling Brokers.
14. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act.
15. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)

- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable.
For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- Self-attested copy of PAN card
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers before remitting the amount of interest.
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration.

In an event of non-submission of certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Shareholder belongs, by the Acquirer.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING EQUITY SHARES IN THIS OFFER, PLEASE REFER TO THE LETTER OF OFFER