

AGARWAL FINESTATE PRIVATE LIMITED

Regd. Office: 40-41, Community Centre, New Friends Colony, New Delhi-110 025

CIN: U74899DL1995PTC071700

Email: agarwalfspvtltd@gmail.com

Tel: 011-26831491, 26822997

Date: 14.12.2017

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir,

Sub.: Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of the SEBI (SAST) Regulations, 2011 ("Takeover Code")- Report to Stock Exchange in respect of acquisition made in reliance upon exemption provided for in Regulation 10 of the Takeover Code

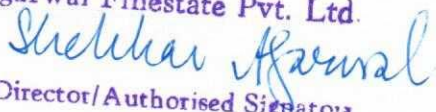
Pursuant to the Scheme of Arrangement/Amalgamation of Jyoti Knits Private Limited, Mayur Knits Private Limited, Raghav Knits and Textiles Private Limited, Essay Marketing Company Private Limited and Arshia Trademart Private Limited with Agarwal Finestate Private Limited under section 391 to 394 of the Companies Act, 1956 ("Scheme"), which was approved by the Hon'ble National Company Law Tribunal, Delhi Bench on 16th October, 2017, Please find enclosed herewith the disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of the SEBI (SAST) Regulations, 2011 ("Takeover Code"), in respect of increase in Agarwal Finestate Private Limited stake in Maral Overseas Limited pursuant to the Scheme.

This is for your information and records.

Thanking You,

For Agarwal Finestate (P) Ltd.

For Agarwal Finestate Pvt. Ltd.


Director/Authorised Signatory

(Shekhar Agarwal)

Director

DIN: 00066113

Encl. As above

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**Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii)-
Report to Stock Exchanges in respect of any acquisition made in reliance upon
exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of
Shares and Takeovers) Regulations, 2011**

| | | |
|---|--|--|
| 1 | Name of the Target Company (TC) | Maral Overseas Limited (MOL) |
| 2 | Name of the acquirer(s) | Agarwal Finestate Private Limited |
| 3 | Name of the stock exchange where shares of the TC are listed | National Stock Exchange of India Limited BSE Ltd. |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Off-market Transfer pursuant to the Scheme of Arrangement and Amalgamation of Jyoti Knits (P) Limited, Mayur Knits (P) Limited, Raghav Knits & Textiles (P) Limited, Essay Marketing Company Limited and Arshia Trade Mart (P) Limited with Agarwal Finestate (P) Limited, which has been approved by the Hon'ble National Company Law Tribunal, Delhi Bench on 16 th October, 2017. |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(d)(iii), which states that: The following acquisitions shall be exempt from the obligation to make an open offer under Regulation 3 and 4 subject to fulfillment of the conditions stipulated therefor- (d) acquisition pursuant to a scheme,- (i) (ii) (iii) of arrangement not directly involving the target company as a transferor company or as a transferee company, or not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a competent authority under any law or regulation, Indian or foreign, subject to,— (A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and |

For Agarwal Finestate Pvt. Ltd.

Shekhari Agarwal
Director/Authorised Signatory

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|---|--|--|--|---|--|
| | | (B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme | | | |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange. | No Not applicable Not applicable | | | |
| 7 | Details of acquisition | Disclosures made/required to be made under regulation 10(5) | | Whether the disclosures under regulation 10(5) are actually made | |
| 8 | a. Name of the transferor / seller | Not applicable | | Not applicable | |
| | b. Date of acquisition | Not applicable | | Not applicable | |
| | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | Not applicable | | Not applicable | |
| | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | Not applicable | | Not applicable | |
| | e. Price at which shares are proposed to be acquired / actually acquired | Not applicable | | Not applicable | |
| 9 | Shareholding details | Pre-Transaction | | Post-Transaction | |
| | | No. of shares held | % w.r.t. to total share capital of TC | No. of shares held | % w.r.t. to total share capital of TC |
| | - Each Acquirer/ Transferee(*) Agarwal Finestate (P) Limited | 7,70,301 | 1.86% | 73,96,056 | 17.82% |
| | - Each Seller/ Transferor Essay Marketing Company Limited | 33,56,700 | 8.09% | Nil | NA |

For Agarwal Finestate Pvt. Ltd.

Shekhar Agarwal

Director/Authorised Signatory

| | | | | |
|--|-----------|-------|-----|----|
| Jyoti Knits Private Limited | 19,78,200 | 4.77% | Nil | NA |
| Mayur Knits Private Limited | 7,45,855 | 1.80% | Nil | NA |
| Raghav Knits and Textiles Private Limited | 545000 | 1.31% | Nil | NA |

Note:

(* Shareholding of each entity shall be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For & on behalf of

Agarwal Finestate (P) Ltd.

For Agarwal Finestate Pvt. Ltd.

Shekhar Agarwal

Director/Authorised Signatory

(Shekhar Agarwal)

Director

DIN: 00066113

Place: New Delhi

Date: 14.12.2017