



To,  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange (BSE Limited)  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

2656

**MONARCH**  
**NETWORK CAPITAL**  
*wealthcare redefined*

**SUB.: LETTER OF OFFER FOR THE OPEN OFFER OF 2,36,600 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 10/- PER FULLY PAID-UP EQUITY SHARE OF MODELLA WOOLLENS LIMITED (TARGET COMPANY) REPRESENTING 26% OF TOTAL PAID-UP AND VOTING EQUITY SHARE CAPITAL BY SUNDER SUVIDHA LLP (ACQUIRER), THROUGH THE STOCK EXCHANGE MECHANISM OF BOMBAY STOCK EXCHANGE (BSE LTD.)**

Sir/Madam,

With reference to the captioned subject, Public Announcement dated December 29, 2017; Detailed Public Statement published in the newspaper on January 05, 2018, Draft Letter of Offer dated January 12, 2018, and SEBI observation on Draft Letter of Offer dated March 13, 2018, enclosed herewith is the Letter of Offer for the proposed Open Offer to the Equity shareholders of Modella Woollens Limited by Sunder Suvidha LLP (Acquirer) pursuant to the share purchase agreement dated December 29, 2017 entered into by the Acquirer and current Promoters and public shareholders to acquire 45.47% stake of the Target Company.

In compliance with regulation 3(1) and 4 read with Regulation 18(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, this Letter of Offer is submitted herewith for your record along with following Annexures:

S. No.	Particulars	
1.	Copy of Public Announcement	Annexure - I
2.	Copy of Detailed public Statement	Annexure - II
3.	Draft Letter Of Offer	Annexure - III
4.	Letter of offer	Annexure - IV
5.	SEBI Observation letter on Draft Letter of Offer	Annexure - V
6.	Corrigendum to DPS	Annexure - VI
7.	Checklist of Compliance with SEBI SAST Regulations, 2011	Annexure - VII
8.	Due-Diligence Certificate	Annexure - VIII
9.	OTB Software usage undertaking by Promoter(s)/ Acquirers/PACs	Annexure - IX
10.	Undertaking by Promoter(s)/ Acquirers/PACs	Annexure - X
11.	Confirmation on Acceptance and Settlement dates	-
12.	Applicable Software usage fees	RTGS
13.	Compact Disk containing soft copies in pdf format	Enclosed
14.	Confirmation on contents of Compact Disk	Annexure - XI

Kindly take the same on your record.

Monarch Network Capital Limited  
Mumbai  
Ms. Sophia Jain  
Company Secretary

SEBI Reg. No.: MB/INM000011013

Monarch Network  
Capital Limited

Registered Office: Office No. 901/902/9<sup>th</sup> Floor, Atlanta Centre,  
Opp. Udyog Bhavan, Sionwala Road, Goregaon (E), Mumbai-400063.

DEBTreachus@mncigroup.com  
W: www.mncigroup.com  
0641600  
222250257

(Formerly Known as Network Stock Broking Ltd.)

CIN: L65920MH1993PLC075393

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer (LoF) is sent to you as an Equity Shareholder(s) of Modella Woollens Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LoF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."*

### OPEN OFFER BY

Sunder Suvridha LLP ("Acquirer") having its registered office at 2nd Floor, Bhangwadi Shopping Arcade, Kalbadevi Road, Mumbai – 400002, India; along with Mr. Pramod P. Shah ("PAC-1"); Mr. Sandeep P. Shah ("PAC-2"); and Mrs. Kalpana P. Shah ("PAC-3"); in their capacity as the person acting in concert with the acquirer, residing at Flat No. 11, Duru Mahal, 3rd Floor, F Road, Marine Drive, Mumbai - 400002, Tel. No- 022-40344034. Email - sandeep@sps.group. (Hereinafter collectively referred as "PAC") to acquire upto 2,36,600 Equity Shares of face value of Rs.10/- each representing 26.00% of the total voting share capital of

# MODELLA WOOLLENS LIMITED

**Registered Office:** "4c, Vulcan Insurance Bldg, Nariman Road, Mumbai, Maharashtra - 400020, India"

**Website:** www.modellawoollens.com **Tel. No-** 022-2204 7424/9879 **Email –** modellawoollens@gmail.com

At a price of Rs. 10/- (Rupees ten Only) per fully paid up equity share payable in cash, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011') and subsequent amendments thereof.

1. This Open Offer is being made by the Acquirer along with the PAC pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights.
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of SEBI (SAST) Regulations, 2011.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
4. As on the date of this Letter of Offer, to the best knowledge of the Acquirer and PAC, there are no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all statutory approval(s) as may be required and/or may subsequently become necessary to acquire at any later date.
5. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirers, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto March 27, 2018, the same would be informed by way of a public announcement in the same newspapers where the original Public Announcement and Detailed Public Statement appeared. The revised Offer Price would be payable for all the Equity Shares validly tendered anytime during the Tendering Period.
6. There is no Competing Offer as on the date of this Letter of Offer.
7. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer, Corrigendum, if any and Letter of Offer (including Form of Acceptance-cum-Acknowledgement) will be available on the website of Securities and Exchange Board of India ("SEBI") i.e. www.sebi.gov.in.

All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the address mentioned below:

#### MANAGER TO THE OFFER



**MONARCH NETWORK CAPITAL LIMITED,**  
**Address -** Monarch House, Opp., Ishwar Bhuvan, Commerce Six Road, Navrangpura, Ahmedabad - 380014. Gujarat.  
**Tel. No. –** 079 – 6600 0500/ 700  
**Website:** https://www.mnclgroup.com/  
**SEBI Regn. No.** MB/ INM000011013  
**Email:** shivam.patel@mnclgroup.com  
**Contact Person:** Mr. Shivam Patel

#### REGISTRAR TO THE OFFER



**PURVA SHAREGISTRY INDIA PRIVATE LIMITED**  
**Address:** Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha marg, Lower Parel (E), Mumbai - 400 011  
**Tel. No.:** 91-22-2301 8261 / 2518  
**Website:** www.purvashare.com  
**SEBI Regn. No.** INR000001112  
**Email id:** busicomp@gmail.com  
**Contact Person:** Ms. Deepali Dhuri

**Tendering Period commences on:** April 02, 2018

**Tendering Period closes on:** April 13, 2018

## SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Original	Revised
Issue of Public Announcement	Friday; December 29, 2017	Friday; December 29, 2017
Publication of Detailed Public Statement in newspapers	Friday; January 05, 2018	Friday; January 05, 2018
Last Date for Filing of draft letter of offer with SEBI	Friday; January 12, 2018	Friday; January 12, 2018
Last date for public announcement of a competing offer	Friday; January 19, 2018	Friday; January 19, 2018
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; February 05, 2018	Tuesday; March 13, 2018
Identified Date*	Thursday; February 08, 2018	Thursday; March 15, 2018
Last date for dispatch of the letter of offer to the Public Shareholders	Thursday; February 15, 2018	Thursday; March 22, 2018
Last date for upward revision of the Offer Price and/or the Offer Size	Friday; February 16, 2018	Tuesday; March 27, 2018
Last date of publication by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Tuesday; February 20, 2018	Wednesday; March 28, 2018
Advertisement of schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company at its registered office	Wednesday; February 21, 2018	Thursday; March 29, 2018
Date of Commencement of tendering period	Thursday; February 22, 2018	Monday; April 02, 2018
Date of Closure of tendering period	Thursday; March 08, 2018	Friday; April 13, 2018
Last date of communicating of rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted shares	Thursday; March 22, 2018	Friday; April 27, 2018
Issue of Post Offer Advertisement	Monday; April 02, 2018	Friday; May 04, 2018
Last Date of Filing the Final report to SEBI	Monday; April 02, 2018	Friday; May 04, 2018

\*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 owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and existing Promoters /Promoter Group of the Target Company) are eligible to participate in the offer anytime before the closure of the Offer.

### RISK FACTORS RELATING TO THE TRANSACTION, THE PROPOSED OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER AND THE PAC:

#### A. Relating to the transaction/Offer

- a) In the event that (a) any statutory approvals being required by the Acquirer along with the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer along with the PAC shall make the necessary applications for such approvals and in case of delay in receipt of any such statutory approvals; (b) there is any litigation leading to a stay on the Open Offer; or (c) SEBI instructs the Acquirer along with the PAC not to proceed with the Open Offer, then the 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 whose Equity Shares have been accepted in this Open Offer as well as return of the Equity Shares not accepted by the Acquirer along with the PAC may be delayed. In case of delay, due to non - receipt of statutory approval(s) in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer along with the PAC, grant extension for the purpose of completion of this Open Offer subject to Acquirer along with the PAC agreeing to pay interest to the Public Shareholders, as may be specified by SEBI.

- b) The Open Offer may be delayed in the event statutory approvals, if any required, is delayed in terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, 2011.
- c) The tendered Equity Shares in physical form with the related documents submitted therewith would be held in trust by the Registrar to the Offer and/or Clearing Corporation and in credit of the Depositories account until the process of acceptance of Equity Shares tendered and payment of consideration to the Public Shareholders is completed.
- d) Equity Shares cannot be withdrawn once tendered, even if the acceptance of Equity Share under the Offer and dispatch of consideration is delayed. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer and/or Clearing Corporation.
- e) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- f) The Acquirer along with the PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, DPS, DLOF, LOF and anyone placing reliance on any other sources of information would be doing so at his / her / its own risk.

## **B. Relating to Acquirer and the PAC**

- a) The Acquirer, the PAC and Manager to the Offer makes no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Open Offer.
- b) The Acquirer, the PAC and Manager to the Offer makes no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- c) The Acquirer, the PAC and Manager to the Offer does not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Open Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in this Open Offer.

**The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer along with the PAC, but are only indicative. The risk factors set forth above pertain to the transaction, acquisition and the Offer and do not pertain to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by Public Shareholder in the Offer. Public Shareholders of the Target Company are advised to consult their stockbroker, tax advisors or investment consultant, for further risks with respect to their participation in the Offer.**

## **CURRENCY OF PRESENTATION**

In this Letter of Offer, all references to Rs. / Rupees are to Indian Rupee(s), the official currency of India.

In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

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## 1. DEFINITIONS

Acquirer	Sunder Suvidha LLP
BSE	BSE Limited (Bombay Stock Exchange)
CDSL	Central Depository Services (India) Limited
Depositories	CDSL and NSDL
DLOF/ Draft Letter of Offer	The Draft Letter of Offer dated January 12, 2018.
DPS/Detailed Public Statement	Detailed Public Statement published in newspapers on January 05, 2018
DIN	Director Identification Number
DP	Depository Participant
EPS	Earnings per share
Equity Share(s)	Fully paid-up equity shares of the Target Company of face value of Rs. 10/- each
Escrow Agreement	Escrow Agreement dated January 01, 2018 entered into between the Acquirer, the PAC, Escrow Banker and Manager to the Offer
Escrow Banker	Indusind Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII	Foreign Institutional Investor as defined under FEMA
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent
Income Tax Act	Income Tax Act, 1961
Letter of Offer or LOF	This Letter of Offer dated March 20, 2018
LLP	Limited Liability Partnership
Manager to the Offer/Merchant Banker	Monarch Network Capital Limited
NRI	Non Resident Indian as defined under FEMA
NSDL	National Securities Depository Limited
Offer or Open Offer	Open Offer for acquisition of 2,36,600 Equity Shares being 26.00 % of fully paid-up equity share capital and voting capital of the Target Company at Offer Price of Rs.10/- (Rupees ten Only) per Equity Share payable in cash
Offer Price	Rs. 10/- (Rupees ten Only) per Equity Share payable in cash
Offer Size	2,36,600 Equity Shares being 26% of fully paid-up equity share capital and voting capital of the Target Company
PA	Public Announcement dated December 29, 2017.
Partners	Partners of Sunder Suvidha LLP, namely Mr. Pramod P. Shah, Mr. Sandeep P. Shah and Mrs. Kalpana P. Shah
Person Acting in Concert/PAC	Mr. Pramod P. Shah, Mr. Sandeep P. Shah and Mrs. Kalpana P. Shah
Public Shareholders	All the registered and unregistered public shareholders of the Target Company who own the Equity Shares at any time prior to the closure of Tendering Period, including the beneficial owners of the Equity Shares held in dematerialised form and physical form, except existing Promoter/Promoter group of the Target Company, Acquirer and the PAC including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations, 2011
RBI	The Reserve Bank of India
Registrar to the Offer	Purva Sharegistry India Private Limited
Rs. or Rupees	Indian Rupees
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendment thereto
SEBI LODR, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI Observations	SEBI Observation letter bearing reference number CFD/DCR2/OW/P/2018/7953/1 dated March 13, 2018
SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto

SPA	Share Purchase Agreement dated December 29, 2017
Target Company	Modella Woollens Limited
Tendering Period	Period commencing from April 02, 2018 (Monday) and closing on April 13, 2018 (Friday), both days inclusive.

## 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 REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MODELLA WOOLLENS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE PAC OR THE TARGET 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 ACQUIRER ALONGWITH THE PAC IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER ALONGWITH THE PAC DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “MONARCH NETWORK CAPITAL LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 11, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER ALONWITH THE PAC 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 of the Offer

- 3.1.1 This Offer is being made pursuant to the SPA in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 as a result of direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company by the Acquirer along with PACs.
- 3.1.2 On December 29, 2017, the Acquirer has entered into SPA with the Promoters and Mr. Nikhil Grover, a Public Shareholder, i.e. sellers as defined in the SPA (hereinafter collectively referred to "Sellers") to acquire 4,13,816 fully paid-up Equity Shares ("Sale Shares") of face value of Rs. 10 each representing 45.47% of the Issued, Subscribed, Paid Up and Voting Equity Share Capital of the Target Company at a Price of Rs. 04/- (Rupees four Only) per share aggregating to Rs. 16,55,264/- (Rupees sixteen lakhs fifty five thousand two hundred sixty four Only), subject to the terms and conditions as mentioned in the SPA. The Acquirer intends to complete the acquisition of Equity Shares and acquire control over the Target Company subsequent to expiry of twenty one working days from the date of Detailed Public Statement of this Open Offer as per regulation 22(2) of SEBI (SAST) Regulations and in accordance hereof.
- 3.1.3 As on date of this LoF, the total Promoter Group's shareholding in the Target Company is 3,79,441 Equity Shares equivalent to 41.70% of the fully paid up equity share capital of the Target Company. The Acquirers have executed "SPA" dated December 29, 2017 for acquisition of 3,79,421 Equity Shares of face value of Rs.10 each from the Promoters / Promoter group of the Target Company, representing 41.70% of the Issued, Subscribed, Paid Up and Voting Equity Share Capital of the Target Company and 34,395 Equity shares of face value of Rs. 10/- each from a public Shareholder, Mr. Nikhil Grover representing 3.78% aggregating to 4,13,816 equity shares ("Sale Shares") of Rs. 10 each representing 45.47 % of the Issued, Subscribed, Paid Up and Voting Equity Share Capital of the Target Company, which exceeds the stipulated threshold limit specified under Regulation 3(1) of the SEBI (SAST) Regulations and therefore in Compliance of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, this open offer has been made. The details of the Sellers are stated hereunder:

S. No.	Name	Part of Promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
			Pre Transaction		Post Transaction	
			Number	%	Number	%
1	Vinodkumar Grover	Yes	87,108	9.57	Nil	NA
2	Uday Kapilmuni Grover	Yes	79,754	8.77	Nil	NA
3	Novamod Trading Company Private Ltd	Yes	45,449	4.99	Nil	NA
4	Madhu Grover	Yes	43,180	4.75	Nil	NA
5	Rakhee Grover	Yes	27,016	2.97	Nil	NA
6	Bharat Vinod Grover	Yes	27,000	2.97	Nil	NA
7	Kusam Grover	Yes	25,601	2.81	Nil	NA
8	Ravinder Kumar Grover	Yes	16,801	1.85	Nil	NA
9	Pushpa Grover	Yes	16,624	1.83	Nil	NA
10	Gopee Grover	Yes	7,500	0.82	Nil	NA
11	Vanilla Satish Mehra	Yes	2,660	0.29	Nil	NA
12	Nina Hazarat	Yes	578	0.06	Nil	NA
13	Kahan Chand Narang	Yes	150	0.02	Nil	NA
14	Nikhil Grover	No	34,395	3.78	Nil	NA
	<b>Total</b>		<b>4,13,816</b>	<b>45.47</b>	Nil	NA

The difference if any in the percentages is due to rounding-off.

The Acquirer intends to complete the acquisition of Equity Shares and take control over the Target Company subsequent to expiry of twenty one working days from the date of Detailed Public Statement of this Open Offer as per regulation 22(2) of SEBI (SAST) Regulations 2011. Accordingly, the Acquirer has acquired 4,13,816 (45.47%) Equity Shares by way of off market transaction from the Sellers on February 07, 2018.

3.1.4 Accordingly, upon completion of the sale and purchase of the Sale Shares (as referred in clause 3.1.2 above) Sellers will not hold any Shares in the Target Company and the “Sellers forming part of Promoter group shall cease to be the ‘Promoters’ of Company and the Acquirer along with PACs shall become the new Promoters of the Target Company under the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in compliance with Regulation 31A (8) of SEBI LODR, 2015, if applicable.

3.1.5 The Salient Features of the SPA are as follows:

1. Acquirer has agreed to purchase the Sellers’ Shares and the Sellers have agreed to sell and transfer the Sellers’ Shares in terms of the SPA;
2. The Sellers are the legal and beneficial owner of Equity Shares held by them.
3. The Sale of Shares under the SPA are free and clear from all liens, claim, encumbrance, charge, mortgage and the like.
4. Sellers that are forming part of Promoter’s group shall cease to be the “Promoters” of the Target Company and the Acquirer along with the PACs shall become the new Promoters of the Target Company under the provisions of the SEBI (SAST) Regulations, 2011.
5. The Sellers shall transfer the Sellers’s Shares to the Purchasers through the stock exchange by way of negotiated trade, as may be mutually agreed upon by the parties, and the Purchasers shall pay to the Sellers the purchase consideration due to the Sellers for the transfer of such Sellers’ Shares
6. 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; the SPA shall not be acted upon.
7. The Sellers shall cause the Company to, convene and hold a board of directors meeting of the Company wherein the following resolutions will be passed and the following businesses will be transacted:
  - a. Approve the transfer of the Sale Shares in favour of the Acquirer and their nominee ensuring all necessary corporate actions and formalities necessary to duly and validly implement such transfer
  - b. Accept resignation of the directors nominated by the Sellers including alternate directors and appointment of Directors nominated by the acquirer and their nominee
  - c. Any other issues the Board of the Company wish to discuss

8. All the following actions will take place on the closing date which will be mutually decided by the parties.:
    - a. Acquirer will remit the entire purchase consideration to the Seller
    - b. Seller will transfer the Sale Shares to Acquirer
    - c. Acquirer will pay outstanding rent of the Company in respect of the Company's Registered Office premises and its Office premises at 5A Vulcan Insurance Building, Nariman Road, Mumbai City, Maharashtra 400020 up to the Closing date as defined in the SPA
  9. Long Stop Date before which the closing of the transaction is supposed to happen will be mutually decided by the parties. If required, the Long Stop Date may be extended by the Seller and the Acquirer after mutual agreement in writing.
- 3.1.6 As on the date of this LoF, the Acquirer and PACs does not hold any Equity Shares of the of the Target Company, The Acquirer has executed SPA dated December 29, 2017, pursuant to which the Acquirer will acquire 4,13,816 Equity Shares of the target Company which shall be acted upon only after twenty-one working days from the date of DPS in compliance with regulation 22(2) of SEBI SAST Regulations.
- 3.1.7 Since the Acquirer has deposited into the Escrow Account cash of an amount equal to 100% of the Consideration payable under the Offer assuming full acceptance of the Offer in accordance with the provisions of Regulation 22(2), the Acquirer may after the expiry of 21 days from the date of issue of the Detailed Public Statement, consummate the transaction in terms of Regulation 22(2) and accordingly the Acquirer has completed the acquisition of the Sale Shares from the Sellers on February 07, 2018 by way of Off-market transfer.
- 3.1.8 Apart from the consideration of Rs. 04/- (Rupees four Only) per Equity Share, no other compensation, directly or indirectly, is payable to the Sellers under the SPA or otherwise. The total Consideration is payable in cash for both the SPA and the present Offer.
- 3.1.9 Neither Acquirers nor PAC's has entered into any non-compete arrangement and/or agreement with anyone with respect to the operation of Target Company.
- 3.1.10 The Offer is not pursuant to any open market purchase or a global acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company.
- 3.1.11 There is no separate arrangement for the proposed change in control of the Target Company, except for the terms as mentioned in SPA.
- 3.1.12 Neither Acquirers nor PAC's has been prohibited by Securities Exchange Board of India (SEBI) from dealing in securities, in terms of directions issued under section 11B of SEBI Act, 1992 (as amended) or any other regulations made thereunder.
- 3.1.13 This Offer will result in a change in control. The Acquirers propose to make changes in the Board of Directors of the Target Company, in the ordinary course of business. The Acquirer along with PACs intend to take control over the Target Company and has appointed Mr. Sandeep P. Shah, Mrs. Kalpana P. Shah and Mr. Manish Dave as additional directors on the Board of Directors of the Target Company in compliance with the SEBI (SAST) Regulations, 2011.
- 3.1.14 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations 2011, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published. A copy whereof shall be sent to SEBI, Stock Exchanges and Manager to the Offer and in case of a competing offers to the Managers to the Open Offer for every competing offer.
- 3.1.15 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 2011, the board of directors of the Target Company constituted a committee of independent directors, to provide its written reasoned recommendation on the Offer, to the Public Shareholders of the Target Company and such recommendation has been published on January 22, 2018 in the same newspapers where the DPS was published.
- 3.1.16 Any Public Shareholder required to obtain any governmental or regulatory approval, if any, must obtain all such requisite approvals required to tender the Offer Shares held by them, in this Open Offer. Further, if holders of the Equity Shares who are not persons

resident in India (including NRIs, erstwhile OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer.

### 3.2. Details of the Proposed Offer

3.2.1 In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirers had made a Detailed Public Statement within 5 (five) working days from the date of Public Announcement. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement has been published in the following newspapers:

Name of the Newspaper	Edition	Date
Financial Express (English)	All Editions	January 05, 2018
Jansatta (Hindi)	All Editions	January 05, 2018
Mumbai Tarun Bharat (Regional - Marathi)	Mumbai Edition	January 05, 2018

3.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Manager to the Offer at [www.mnclgroup.com](http://www.mnclgroup.com).

3.2.3 The Acquirers are making a triggered Offer to the existing shareholders of the Target Company to acquire up to 2,36,600 (Two Lakhs Thirty six thousand six hundred only) equity shares of face value of Rs.10 (Rupees Ten only) ("Offer Shares"), representing 26.00% of the fully paid up Equity Share Capital of the Target Company ("Offer Size") at a price of Rs. 10/- (Rupees ten only), per fully paid up equity share payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, the DPS and this Letter of Offer.

3.2.4 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.

3.2.5 This is not a competing Offer in terms of regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this Letter of Offer.

3.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations, 2011.

3.2.7 The Acquirers will acquire upto 2,36,600 (Two lakhs thirty six thousand six hundred Only) Equity Shares that are validly tendered in accordance with the terms of the Offer at the offer price. In the event the Equity Shares tendered in the Offer are more than the Equity Shares proposed to be acquired under the Offer, the acquisition of Equity Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph 8.9/8.10 of this Letter of Offer.

3.2.8 The Equity Shares of the Target Company will be acquired by the Acquirers 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.

3.2.9 The Acquirer has acquired 4,13,816 Equity Shares of the Target Company on February 07, 2018 by way of Off-market transaction, pursuant to execution of SPA. Except as mentioned herein above, the Acquirer and PACs have not acquired any Equity Shares from the date of Public Announcement i.e. December 29, 2017 till the date of this Letter of Offer.

3.2.10 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Monarch Network Capital Limited as the Manager to the Offer.

3.2.11 As on the date of this Letter of Offer, the Manager to the Offer, Monarch Network Capital Limited, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirers, PACs and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

3.2.12 Upon completion of the Open Offer, assuming full acceptances, the public shareholding of the Target Company will not fall below minimum level of public shareholding as required to be maintained as per Rule 19A(1) of Securities Contract (Regulation) Rules, 1957 as amended and Regulation 38 of the, SEBI LODR, 2015.

3.2.13 SEBI has provided observations on the Draft Letter of Offer vide letter dated March 13, 2018 vide letter no. CFD/DCR2/OW/P/2018/7953/1 wherein SEBI has stated to disclose its observation regarding non-compliance of Chapter II of SEBI (SAST) Regulations, 2011 and SEBI may initiate appropriate action against the existing Promoters in terms of SEBI (SAST) Regulations and provision of SEBI Act.

### **3.3. Object of the Acquisition/Offer**

3.3.1 The prime objective of the Acquirer and PACs behind the acquisition is to have substantial holding of Equity Shares and Voting Rights accompanied with the change of control and management of the Target Company. The Acquirer along with PACs intend' s to take control over the Target Company and make changes in the Board of Directors of the Target Company. At present, the Company is not carrying on any business and the Acquirers have no intention to change the existing line of business of Target Company. However, no firm decision in this regard has been taken or proposed so far. 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 such change in the structure that may affect the larger interest of the shareholders will be done with prior consent of shareholders in terms of Regulation 25(2) of SEBI (SAST) Regulations and in accordance with the laws applicable. The Acquirers may diversify, reorganize and/or streamline the business of Target Company for commercial reasons and operational efficiencies.

3.3.2 The Acquirer do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. 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 the Regulations.

## **4. BACKGROUND OF THE ACQUIRER AND THE PAC**

### **4.1. Sunder Suvidha LLP ("Acquirer")**

4.1.1 The Acquirer, was incorporated as a Limited Liability Partnership Entity on April 29, 2011 as 'Sunder Suvidha LLP', under the provision of Limited Liability Partnership Act, 2008. The registered office of the Acquirer is situated at 2nd Floor, Bhangwadi Shopping Arcade, Kalbadevi Road, Mumbai – 400002. The LLP Identity Number of the Acquirer is AAA-4656. There has been no change in the name of Acquirer since incorporation.

4.1.2 The Acquirer is primarily in the business of development, promotion, construction building, multistoried building and altering, decorating, maintaining, furnishing, fitting up and improving building and by paying, draining and letting building on lease and on rent of apartments, flats, shops, hotels, restaurants, pub, cinema halls, multiplex complexes, malls, hospitals and nursing home's buildings, canals, reservoirs, mills and offices, huts, tenements, warehouse's, cold storage building's, industrial sheds, hydel projects, power houses, tunnels, culverts, channels sewage, roads, bridges, dams and to act as an agent for purchasing, selling and letting on hire, plot and houses, whether multistoried, commercial and or residential buildings on commission basis, upgradation, repair, operation and maintainance, renting of and dealing in all types of building, complexes and structures.

4.1.3 The Acquirer belongs to SPS group. SPS, a fourth generation broking house & one of the pioneer members of Bombay Stock Exchange was founded in 1945, as a proprietary concern in equity broking. It was registered with Bombay Stock Exchange Ltd. under the trade name of Shri Pramod P. Shah, who is a dominant share holder of the company. When the membership of Bombay Stock Exchange Ltd. got converted into a Corporate Entity in late 90's, SPS too became a corporate member of Bombay Stock Exchange Ltd. & National Stock Exchange of India Ltd. The leadership was then taken over by his young, dynamic son Shri Sandeep Pramod Shah. Although SPS' specialization have been lying in servicing retail & HNI clients into equity broking, the Company have expanded its areas of services into Commodity Trading on Multi Commodity Exchange of India Ltd. (MCX) & National Commodity & Derivatives Exchange Ltd. (NCDEX) and Currency Futures on MCX-SX & NSE. It has also started strengthening its base for Mutual Fund Distribution, Initial Public Offers and Insurance through our branches & franchisee outlets. The Company wouldl also be introducing Portfolio Management (PMS) and Investment Banking services in near future.

4.1.4 The Net Worth of Acquirer as on November 03, 2017 is Rs. 2,01,17,451/- (Rupees two crore one lakh seventeen thousand four hundred fifty one Only) as certified vide certificate dated December 30, 2017 issuer by CA Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W), situated at A/11, Alka, First Floor, Dadabhai Rd., Next to Flyover, Near CNMS School, Vile Parle, (W), Mumbai -56; Tel. No. –022- 26230400 / 26240400; Email: ca.gautamshah@gmail.com).

4.1.5 The Partners of the Acquirer are Mr. Pramod P. Shah, Mr. Sandeep P. Shah and Mrs Kalpana P. Shah who are also acting as Person Acting in Concert with the Acquirer, for the purpose of this Open Offer in terms of Regulations 2(1)(q) of the SEBI (SAST) Regulations, 2011.

4.1.6 The Capital Contribution by the Partners of Sunder Suvidha LLP is as follows:

S. No.	Name	Capital Contribution (Rs.)	Percentage
1	Mr. Pramod P. Shah	35,000	35 %
2	Mr. Sandeep P. Shah	30,000	30 %
3	Mrs. Kalpana P. Shah	35,000	35 %
<b>Total</b>		<b>1,00,000</b>	<b>100</b>

4.1.7 As on the date of this Letter of Offer, the Acquirer does not hold any Equity share of the Target Company. The Acquirer along with PAC has not acquired or sold any Equity shares of the Target Company earlier except acquisition made under SPA dated December 29, 2017. The details of the same is mentioned hereunder:

Opening Balance				Transaction Details							
Capital of Target Company		Holding of Acquirer		Date of Transaction (allotment/Purchase/Transfer)*	Shares Acquired		Shares Sold		Holding of Acquirer*		
No. of Shares	%	No. of Shares	%		No. of Shares	%	No. of Shares	%	No. of Shares	%	
910000	100%	Nil	Nil	December 29, 2017	4,13,816	45.47	Nil	Nil	4,13,816	45.47	

\*Since the Acquirer has deposited into the Escrow Account cash of an amount equal to 100% of the Consideration payable under the Offer assuming full acceptance of the Offer in accordance with the provisions of Regulation 22(2), the Acquirer may after the expiry of 21 days from the date of issue of the Detailed Public Statement, consummate the transaction in terms of Regulation 22(2) and accordingly the Acquirer has completed the acquisition of the Sale Shares from the Sellers on February 07, 2018 by way of Off-market transfer.

4.1.8 Since the Acquirer along with PAC has not acquired or sold any Equity shares of the Target Company earlier except acquisition made under SPA dated December 29, 2017, the provisions of the Chapter II of SEBI (SAST) regulations 1997 or Chapter V of SEBI (SAST) Regulations, 2011 was not applicable to the Acquirer. The Details of share acquired pursuant to SPA including the compliances/non-compliance are as follows:

Opening Balance		Shares Acquired/(Sold)				Closing Balance		Applicable Regulations of SEBI (SAST) Regulations	Compliance Status with SEBI (SAST) Regulations and other Regulations
No. of Shares	%	Date of Transaction (allotment/Purchase/Transfer)	No. of Shares	%	No. of Shares	%			
Nil	Nil	December 29, 2017	4,13,816	45.47	4,13,816	45.47	29(2)	Complied	

The Disclosure pursuant to Regulation 29 (1) of SEBI (SAST) Regulations, 2011 was made by the Acquirer to the Stock Exchange and the Target Company on January 08, 2018.



4.1.9 The details of other Companies / Firms where the Partners of the Acquirer are Directors or Partners:

S. No.	Name	Director Since
<b>Mr. Pramod P. Shah (Partner / PAC – 1)</b>		
1.	SPS Finquest Limited	May 20, 2010
2.	SPS Share Brokers Private Limited	July 10, 1997
3.	Pramodbhai Patanwala Real Estates (OPC) Private Limited	March 14, 2017
4.	SPS Multi-Commodity LLP	December 09, 2015
<b>Mr. Sandeep P. Shah (Partner / PAC - 2)</b>		
1.	SPS Finquest Limited	September 30, 2010
2.	SPS Multitrade Private Limited	January 29, 2010
3.	SPS Multi-commodity Private Limited	February 03, 2010
4.	SPS Capital Limited	February 06, 2010
5.	Revelation Portfolio Management Private Limited	June 07, 2010
6.	Sps Capital And Money Management Services Private Limited	September 06, 2003
7.	Sps Share Brokers Private Limited	July 10, 1997
8.	Sanrina Consultancy (Opc) Private Limited	March 15, 2017
9.	SKS M&A Consultancy LLP	September 29, 2015
10.	SPS Business Advisory LLP	October 07, 2015
11.	SPS Consultants Insurance Brokers LLP	October 12, 2015
12.	SPS Multi-Commodity LLP	December 09, 2015
<b>Mrs. Kalpana p. Shah (Partner / PAC – 3)</b>		
1.	SPS Capital Limited	February 06, 2010
2.	Sps Share Brokers Private Limited	November 20, 1997
3.	Kalpanaben Patanwala Real Estates (Opc) Private Limited	February 15, 2017
4.	SKS M&A Consultancy LLP	September 29, 2015
5.	KSS Consultants Real Estate LLP	September 30, 2015
6.	SPS Business Advisory LLP	October 07, 2015
7.	SPS Multi-Commodity LLP	December 09, 2015
8.	SPS Consultants Insurance Brokers LLP	October 12, 2015
9.	Arvama Edu Infra LLP	December 29, 2016

None of the above Companies / LLP are either participating or interested or acting in concert with the Acquirer for this Offer.

4.1.10 Summary of the un-audited standalone financial statements of the Acquirer (Sunder Suvidha LLP) for the six months ended September 30, 2017 and Un-Audited financial statements for the financial year ended March 31, 2017, March 31, 2016, March 31, 2015 are as follows:

Particulars	Six Months Ended September 30, 2017. (Un-Audited)	Financial Year ended March 31, 2017 (Un-Audited)	Financial Year ended March 31, 2016 (Un-Audited)	Financial Year ended March 31, 2015 (Un-Audited)
Profit and Loss Statement				
Revenue from Operations	-	-	-	-
Other Income	-	18,75,000	29,16,584	12,46,576
Total income	-	18,75,000	29,16,584	12,46,576
Total Expenditure	715	4,168	56,437	66,746
Profit before Depreciation, interest and Tax	(715)	18,70,832	28,60,147	11,79,830

Depreciation			-	-
Interest	(96,164)	18,00,000	27,98,165	11,53,973
Profit / (Loss) before Tax	(96,879)	70,832	61,982	25,857
Provision for Tax (including deferred tax & tax of earlier years)	-	-	-	-
<b>Profit //Loss) after Tax</b>	<b>(96,879)</b>	<b>70,832</b>	<b>61,982</b>	<b>25,857</b>
<b>Particulars</b>	<b>Six Months Ended September 30, 2017. (Un-Audited)</b>	<b>Financial Year ended March31, 2017</b>	<b>Financial Year ended March 31, 2016</b>	<b>Financial Year ended March 31, 2015</b>
Balance Sheet Statement				
Sources of Funds				
Capital Contribution	1,36,868	(1,98,21,914)	(2,01,97,562)	(13,04,86,431)
Reserves and Surplus (Excluding revaluation reserves)	-	-	-	-
Net Worth	1,36,868	(1,98,21,914)	(2,01,97,562)	(13,04,86,431)
Secured Loans	-	-	-	-
Unsecured Loans	-	2,00,00,000	2,00,00,000	13,10,38,576
<b>Total</b>	<b>1,36,868</b>	<b>1,78,086</b>	<b>(1,97,562)</b>	<b>5,52,145</b>
Uses of Funds				
Net Fixed Assets	-	-	-	-
Investments	-	-	-	-
Net Current Assets	1,36,868	1,78,086	(1,97,562)	5,52,145
Non-Current Assets	-	-	-	-
Total Miscellaneous Expenditure not Written of	-	-	-	-
<b>Total</b>	<b>1,36,868</b>	<b>1,78,086</b>	<b>(1,97,562)</b>	<b>5,52,145</b>
Other Financial Data	-	-	-	-
Dividend (%)	-	-	-	-
Earning Per Share	-	-	-	-

*(Source: Income Tax return for the assessment years 2017-18, 2016-17 and 2015-16 as certified by CA. Gautam Shah, Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W) situated at A/11, Alka, First Floor, Dadabhai Rd., Next to Flyover, Near CNMS School, Vile Parle, (W), Mumbai -56; Tel. No. – 022- 26230400 / 26240400; Email: ca.gautamshah@gmail.com) vide certificate dated December 30, 2017. The accounts of every LLP shall be audited in accordance with Rule 24 of LLP, Rules 2009. Such rules, inter-alia, provides that any LLP, whose turnover does not exceed, in any financial year, forty lakh rupees, or whose contribution does not exceed twenty five lakh rupees, is not required to get its accounts audited. Hence, it is not mandatory for Sunder Suvidha LLP to audit its Accounts.*

#### 4.2. Mr. Pramod P. Shah (PAC – 1)

- 4.2.1 Mr. Pramod P. Shah, aged 72 years, resides at Flat No. 11, Duru Mahal, 3rd Floor, F Road, Marine Drive, Mumbai - 400002, Tel. No.: 022-40344034; Email – sandeep@sps.group. He is the founder of SPS group and has over 40 years of experience in Capital markets.
- 4.2.2 Mr. Pramod P. Shah is one of the ultimate beneficiary of the Acquirer. He is the father of Mr. Sandeep P. Shah (PAC- 2) and spouse of Mrs. Kalpana P. Shah (PAC 3). Other than the relationship disclosed in this LoF, the PAC has no other relationship with Acquirer.
- 4.2.3 The net worth of Mr. Pramod P. Shah as on September 30, 2017 is of Rs. 32.93 Crore as certified vide certificate dated December 30, 2017 issued by Ms. Kiran Pancholi (Membership No.: 033218) partner of M/s. H. N. Mehta Associates, Chartered Accountants (Firm Registration No.: 106219W), having office at 50-51, Fourth Floor, Ali Chamber, Tamarind Lane, Flora Fountain, Mumbai - 400001; Tel. No.: 022-22653482 / 6089; Email: hnmehtaassociates@hotmail.com / hnmehtaassociates@mtnl.net.in.

- 4.2.4 As on the date of this LoF, Mr. Pramod P. Shah does not holds any Equity Shares of the Target Company. He has not acquired or sold any Equity shares of the Target Company prior to date of PA.
- 4.2.5 Since Mr. Pramod P. Shah has not acquired or sold any Equity shares of the Target Company earlier, the provisions of the Chapter II of SEBI (SAST) regulations 1997 or Chapter V of SEBI (SAST) Regulations, 2011 was not applicable to him.

#### **4.3. Mr. Sandeep P. Shah (PAC – 2)**

- 4.3.1 Mr. Sandeep P. Shah, aged 45 years, resides at Flat No. 11, Duru Mahal, 3rd Floor, F Road, Marine Drive, Mumbai - 400002, Tel. No.: 022-40344034, Email – sandeep@sps.group. He is a graduate in Commerce and has over 15 years of experience in Capital markets.
- 4.3.2 Mr. Sandeep P. Shah is also one of the ultimate beneficiary of the Acquirer. He is the son of Mr. Pramod P. Shah (PAC- 1) and Mrs. Kalpana P. Shah (PAC 3). Other than the relationship disclosed in this DPS, the PAC has no other relationship with Acquirer.
- 4.3.3 The net worth of Mr. Sandeep P. Shah as on September 30, 2017 is of Rs. 4.99 Crore as certified vide certificate dated December 30, 2017 issued by CA. Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W), situated at A/11, Alka, First Floor, Dadabhai Rd., Next to Flyover, Near CNMS School, Vile Parle, (W), Mumbai -56; Tel. No. – 022- 26230400 / 26240400; Email: ca.gautamshah@gmail.com)
- 4.3.4 As on the date of this Letter of Offer, Mr. Sandeep P. Shah does not holds any Equity of the Target Company. He has not acquired or sold any Equity shares of the Target Company prior to date of PA.
- 4.3.5 Since Mr. Sandeep P. Shah has not acquired or sold any Equity shares of the Target Company earlier, the provisions of the Chapter II of SEBI (SAST) regulations 1997 or Chapter V of SEBI (SAST) Regulations, 2011 was not applicable to him.

#### **4.4. Mr. Kalpana P. Shah (PAC – 3)**

- 4.4.1 Mrs. Kalpana P. Shah, aged 71 years, resides at Flat No. 11, Duru Mahal, 3rd Floor, F Road, Marine Drive, Mumbai - 400002, Tel. No.: 022-40344034; Email – sandeep@sps.group. She is a non-graduate and has over 20 years of experience in Capital markets.
- 4.4.2 Mrs. Kalpana P. Shah is also one of the ultimate beneficiary of the Acquirer. She is the spouse of Mr. Pramod P. Shah (PAC- 1) and mother of Mr. Sandeep P. Shah (PAC 2). Other than the relationship disclosed in this DPS, the PAC has no other relationship with Acquirer.
- 4.4.3 The net worth of Mrs. Kalpana P. Shah as on September 30, 2017 is of Rs. 31.81 Crore as certified vide certificate dated December 30, 2017 issued by Mr. Shailesh S. Shah (Membership No.: 16883) partner of M/s. S. J. Shah & Associates, Chartered Accountants, (Firm Registration No.: 109779W), having office at 114, Sarang Street, 1st Floor, Nr. Crawford Market, Mumbai - 400003; Tel. No.: 022-2344 7964 / 2343 2971; Email:shaileshshah1@hotmail.com.
- 4.4.4 As on the date of this Letter of Offer, Mrs. Kalpana P. Shah does not holds any Equity of the Target Company. She has not acquired or sold any Equity shares of the Target Company prior to date of PA.
- 4.4.5 Since Mrs. Kalpana P. Shah has not acquired or sold any Equity shares of the Target Company earlier, the provisions of the Chapter II of SEBI (SAST) regulations 1997 or Chapter V of SEBI (SAST) Regulations, 2011 was not applicable her.
- 4.5. As on the date of LoF, Acquirer and the PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (“SEBI Act”) as amended or under any other regulation made under the SEBI Act.
- 4.6. As on the date of LOF, Acquirers and the PAC are not in the list of willful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on willful defaulters issued by Reserve Bank of India.

## 5. BACKGROUND OF THE TARGET COMPANY

(Information relating to the Target Company mentioned under this section has been sourced from the Target Company and/or information published by the Target Company and/or publicly available sources)

5.1.1 Target Company was originally incorporated as a public limited company on July 28, 1961 as 'Modella Woollens Limited', under the provision of Companies Act, 1956 vide certificate of Incorporation from Registrar of Companies, Maharashtra, under the Companies Act, 1956. The registered office of the Target Company is situated at "4C, Vulcan Insurance Bldg, Nariman Road, Mumbai, Maharashtra - 400020, India. The ISIN of Equity Share of the Target Company is INE380D01012. There has been no change in the name of the Target Company since incorporation.

5.1.2 The Target Company was engaged in the trading of Textiles. The Target Company has not carried out any business activities from last few years. The Target Company was looking out for economic feasibility to carry on the operations of the Company. But the Target Company does not intend to carry on the operations of the Company and hence the Target company was searching for better options to operationalize the business of the Target Company for better interest of the stakeholders, thus, resulting to the execution of SPA dated December 29, 2017.

5.1.3 The authorized share capital of the Target Company is Rs 2,00,00,000/- (Rupees Two Crore Only) comprising of 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each. Issued, subscribed and paid-up share capital of the Target Company is Rs. 91,00,000/- (Rupees Ninety one Lakh Only) divided into 9,10,000 (Nine Lakh ten Thousand) Equity Shares.

5.1.4 Share capital structure of the Target Company as on the date of LoF is as follows:

Paid-up Equity Shares of Target Company	No. of Equity Shares/voting rights	% of Equity Shares/voting rights
Fully paid-up Equity Shares	9,10,000	100 %
Partly paid-up Equity Shares	0	0
Total paid-up Equity Shares	9,10,000	100 %
Total voting rights in Target Company	9,10,000	100 %

5.1.5 All the Equity Shares of the Target Company are presently listed on the BSE. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. The Equity Shares are placed under Group 'XD' having a Scrip Code of 503772 on BSE.

5.1.6 Currently, trading of Target Company's Equity Shares are not suspended from BSE.

5.1.7 There are no Equity Shares of the Target Company that are issued, allotted, but not listed on the BSE.

5.1.8 As on date of this LOF, the Target Company does not have any partly paid-up Equity Shares and there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.

5.1.9 The Board of Directors of the Target Company as on the date of LOF are as under:

Name	DIN	Designation	Date of Initial Appointment
Vinodkumar Grover	00434129	Managing Director	October 01, 2015
Binod Kumar Shyamal Khemka	00292252	Director	July 31, 2002
Gopee Grover	00560162	Director	July 31, 2002
Rajendrakumar Ramcharan Chaudhary	02916342	Director	April 30, 2010

5.1.10 There has been no merger/de-merger, spin off during last three years involving the Target Company.

5.1.11 Summary of the un-audited standalone financial statements of the Target Company for the six months ended September 30, 2017, subjected to limited review by the auditor and audited standalone financial statements for the financial year ended March 31, 2017, March 31, 2016, March 31, 2015 are as follows:

(Amount in Rs, except other financial data)

Particulars	Six Months ended September 30, 2017 (Un-Audited)	Financial year ended March 31, 2017 (Audited)	Financial year ended March 31, 2016 (Audited)	Financial year ended March 31, 2015 (Audited)
<b>Profit &amp; Loss Statement</b>				
Revenue from operations	0	0	0	0
Other Income	147	0	1,997	9,462
Increase / (Decrease) in Stock	-	-	-	-
<b>Total Revenue</b>	<b>147</b>	<b>0</b>	<b>1,997</b>	<b>9,462</b>
Total Expenses	17,96,928	30,85,519	40,69,559	34,19,629
<b>Profit/(Loss) before Depreciation, Interest, Tax and Exceptional Items</b>	<b>(17,96,781)</b>	<b>(30,85,519)</b>	<b>(40,67,562)</b>	<b>(34,10,167)</b>
Depreciation and amortization expense	658	1,519	1,520	1,520
Finance costs	0	8,03,833	7,67,670	4,73,075
<b>Profit/(Loss) before Tax and Exceptional Items</b>	<b>(17,97,439)</b>	<b>(38,90,871)</b>	<b>(48,36,752)</b>	<b>(38,84,762)</b>
Exceptional Items	0	0	0	0
<b>Profit/(Loss) before Tax</b>	<b>(17,97,439)</b>	<b>(38,90,871)</b>	<b>(48,36,752)</b>	<b>(38,84,762)</b>
Tax Expenses (Income Tax, Deferred Tax & Wealth Tax) (Net)		0	0	0
<b>Profit/(Loss) after Tax</b>	<b>(17,97,439)</b>	<b>(38,90,871)</b>	<b>(48,36,752)</b>	<b>(38,84,762)</b>
<b>Balance Sheet Statement</b>				
<b>Sources of Funds</b>				
Paid up share capital	91,00,000	91,00,000	91,00,000	91,00,000
Reserves and surplus	(3,11,51,158)	(2,93,53,719)	(2,54,62,848)	(2,06,26,096)
<b>Net Worth</b>	<b>(2,20,51,158)</b>	<b>(2,02,53,719)</b>	<b>(1,63,62,848)</b>	<b>(1,15,26,096)</b>
Secured Loans	-	-	-	-
Unsecured Loans	1,76,55,000	1,59,10,000	1,21,51,000	76,76,670
Non-current liabilities	44,22,408	43,23,906	41,76,153	39,06,821
Other long term liabilities	-	-	-	197
Short term provisions	2,21,382	2,74,027	2,59,164	3,11,566
Other current liabilities	73,506	60,375	45,800	48,646
<b>Total</b>	<b>3,21,138</b>	<b>3,14,589</b>	<b>2,69,269</b>	<b>4,17,804</b>
<b>Uses of funds</b>				
Net Fixed assets	3,503	4,161	5,680	7,200
Long-term loans and Advances	30,090	30,090	30,090	30,090
Other non-current assets	95,456	1,014	1,014	1,014
<b>Current Assets</b>				
Cash and cash equivalents	20,896	2,74,006	1,95,975	75,710
Short term loans and advances	1,71,193	5,318	36,510	3,03,790
<b>Total</b>	<b>3,21,138</b>	<b>3,14,589</b>	<b>2,69,269</b>	<b>4,17,804</b>
<b>Other Financial Data</b>				
<b>Dividend (%)</b>	0.00	0.00	0.00	0.00
<b>Earnings Per Share</b>	(1.98)	(4.28)	(5.32)	(4.27)
<b>Return on Net worth (%)</b>	Negative	Negative	Negative	Negative
<b>Book value Per Share</b>	(24.23)	(22.26)	(17.98)	(12.67)

(Source: The financial information set forth has been extracted from the Target Company's Annual Report for the financial year ended as on March 31, 2017, March 31, 2016, March 31, 2015 and the interim financial information set forth above has been extracted from the Target Company's unaudited financial statements as of and for the quarter ended September 30, 2017 approved by the Board of Directors of the Target Company in their meeting held on November 02, 2017. The limited review for the unaudited financial results for the half year ended September 30, 2017 has been completed by the Statutory Auditor of the Company by CA Sanjay R. Bhat (Membership No. 043376.) partner of Vinay Sanjay & Associates. (FRN. – 0112195W) and the same has been certified via certificate dated December 29, 2017.)

5.1.12 As on the date of this Letter of Offer, shareholding in the Target Company before and after the Offer (assuming full acceptances in the Offer) is given in the table below:

Shareholders' Category	Shareholding & voting rights prior to the agreement/acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding/ voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%*	No.	%*	No.	%*
<b>(1) Promoter and Promoter Group</b>								
a. Parties to agreement, if any	3,79,421	41.69	(3,79,421)	(41.69)	Nil	Nil	Nil	Nil
b. Promoters other than (a) above	20	0.00	Nil	Nil	Nil	Nil	20	0.00
<b>Total 1 (a+b)</b>	<b>3,79,441</b>	<b>41.69</b>	<b>(3,79,421)</b>	<b>(41.69)</b>	<b>Nil</b>	<b>Nil</b>	<b>20</b>	<b>0.00</b>
<b>(2) Acquirers and PACs</b>								
a. Main Acquirer:								
Sunder Suvridha LLP	Nil	Nil	4,13,816	45.47	2,36,600	26.00	6,50,416	71.47
<b>Total 2a</b>	<b>Nil</b>	<b>Nil</b>	<b>4,13,816</b>	<b>45.47</b>	<b>2,36,600</b>	<b>26.00</b>	<b>6,50,416</b>	<b>71.47</b>
b. PACs:								
Mr. Pramod P. Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Sandeep P. Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mrs. Kalpana P. Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total 2b</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total 2(a+b)</b>	<b>Nil</b>	<b>Nil</b>	<b>4,13,816</b>	<b>45.47</b>	<b>2,36,600</b>	<b>26.00</b>	<b>6,50,416</b>	<b>71.47</b>
<b>Total Promoter Group</b>	<b>3,79,441</b>	<b>41.69</b>	<b>(3,79,421)</b>	<b>(41.69)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
(3) Parties to agreement other than (1)& (2) - Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Nikhil Grover (Public)	34,395	3.78	(34,395)	(3.78)	Nil	Nil	Nil	Nil
(4) Public (other than parties to agreement, Acquirers & PAC)								
a) Individuals	3,01,405	33.12			(2,36,600)	(26.00)	2,59,564	28.53
b) Others	1,94,759	21.40	Nil	Nil				
<b>Total (4) (a + b )</b>	<b>5,30,559</b>	<b>58.30</b>	<b>(34,395)</b>	<b>(3.78)</b>	<b>(2,36,600)</b>	<b>(26.00)</b>	<b>2,59,564</b>	<b>28.53</b>
Total No. of Shareholders in Public category (except the Acquirers and Promoter Group)	4798							
<b>GRAND TOTAL (1 + 2 + 3 + 4)</b>	<b>9,10,000</b>	<b>100.00</b>					<b>9,10,000</b>	<b>100.00</b>

Based on the Shareholding Pattern as on September 30, 2017

5.1.13 The Acquirer and the PAC has not acquired any Equity Shares after date of PA till the date of LoF.

5.1.14 SEBI has provided observations on the Draft Letter of Offer vide letter dated March 13, 2018 vide letter no. CFD/DCR2/OW/P/2018/7953/1 wherein SEBI has stated to disclose its observation regarding non-compliance of Chapter II of SEBI (SAST) Regulations, 2011 and SEBI may initiate appropriate action against the existing Promoters in terms of SEBI (SAST) Regulations and provision of SEBI Act for the non-compliance of Regulation 10(6) of SEBI (SAST) Regulations pursuant to off market transfer of 15,378 equity shares (1.69%) to Vinod Amarnath Grover from Brijmohan Amarnath Grover on September 09, 2011; transfer of 21,717 equity shares (2.39%) to Uday Grover from Kapal Muni Grover on October 21, 2011 and transfer of 9,308 equity share (1.02%) to Indira Grover from kapal Muni Grover on October 22, 2011.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1 This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. The Equity Shares of the Target Company are listed on BSE. The Equity Shares are placed under Group 'XD' on BSE having a Scrip Code of 503772.

6.1.2 The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (November, 2016 to October, 2017) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of total Equity Shares listed)
BSE	3,196	9,10,000	0.35 %

(Source: [www.bseindia.com](http://www.bseindia.com))

6.1.3 Based on the above information, the Equity Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

The Offer Price of Rs. 10/- (Rupees ten Only) per Equity Share is justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

Sr. No.	Particulars	Price (in Rs. per Equity Share)
1	The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracting the obligation to make a PA of an open offer.	04.00
2	The volume-weighted average price paid or payable for acquisition by the Acquirer alongwith the PAC during 52 weeks immediately preceding the date of PA	N.A.
3	The highest price paid or payable for any acquisition by the Acquirer alongwith the PAC during 26 weeks immediately preceding the date of the PA	N.A.
4	The volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE, provided such shares are frequently traded	N.A.
5	Highest price per equity share of the Target Company quoted by the Acquirer in the purchase order issued to the Broker, pursuant to which the Offer is triggered	N.A.
6	Where the shares are not frequently traded, price determined by the Acquirer alongwith the PAC and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	10.00*



- 6.1.4 \*Mr. Haresh Shah, (Membership No. 032208) proprietor of M/s Haresh Upendra & Co., Chartered Accountants having office at Flat No. 1, Plot No. 27, Matruchaya Building, Mitramandal Colony, Parvati, Pune - 411009; Tel. No.: 020- 2442 0209, has valued the Equity Shares of Target Company and calculated the fair value per share at Rs. 8.53/- per share vide his Share Valuation certificate dated December 29, 2017.
- 6.1.5 In view of the parameters considered and presented in the table above and the certificate issued by the Mr. Haresh Shah, (Membership No. 032208) proprietor of M/s Haresh Upendra & Co., Chartered Accountants, in the opinion of the Acquirer along with the PAC and Manager to the Offer, the offer Price of Rs. 10.00 (Rupees ten Only) per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.
- 6.1.6 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.7 If the Acquirer and/or the PAC acquires 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 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. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, the Acquirer along with the PAC shall make (i) corresponding increases to the escrow amount (ii) announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office. Such revision shall be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011. In case of any revision in the Offer Price or Offer Size, the Acquirer along with the PAC shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Revised Offer Price or Offer Size.
- 6.1.8 If the Acquirer and/or the PAC acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer along with the PAC shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the 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 another open offer under the SEBI (SAST) Regulations, 2011, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 6.1.9 The Acquirer is permitted to revise the Offer Price upward at any time up to 3 Working Days prior to the commencement of the Tendering Period of this Offer in accordance with the Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such upward revision in the Offer Price, the Acquirer shall make further deposits into the Escrow Account, make a public announcement in the same newspapers where the original Detailed Public Statement has been published and simultaneously inform BSE, SEBI and Target Company at its registered office of such revision.
- 6.1.10 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 Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 6.1.11 If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders by public announcement in the same newspaper where the DPS was published.

## **6.2. Financial Arrangement**

- 6.2.1 In terms of Regulation 25(1), the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged.
- 6.2.2 Mr CA. Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W), situated at A/11, Alka, First Floor, Dadabhai Rd., Next to Flyover, Near CNMS School, Vile Parle, (W), Mumbai -56; Tel. No. – 022- 26230400 / 26240400; Email: ca.gautamshah@gmail.com) has certified via certificate dated December 30, 2017 that the Acquirer and Mr. Sandeep

P. Shah (PAC-2) has adequate resources to meet the financial requirement of the Open Offer and the Open Offer obligations to acquire 2,36,600 Equity Shares at the Offer Price of Rs. 10/- per Equity Shares, shall be met by the through internal accruals and no borrowings from any bank and /or financial institution are envisaged.

6.2.3 Ms. Kiran Pancholi (Membership No.: 033218) partner of M/s. H. N. Mehta Associates, Chartered Accountants (Firm Registration No.: 106219W), having office at 50-51, Fourth Floor, Ali Chamber, Tamarind Lane, Flora Fountain, Mumbai - 400001; Tel. No.: 022-22653482 / 6089; Email: hmehtaassociates@hotmail.com / hmehtaassociates@mtnl.net.in has certified via certificate dated December 30, 2017 that Mr. Pramod P. Shah (PAC-1) has adequate resources to meet the financial requirement of the Open Offer and the Open Offer obligations to acquire 2,36,600 Equity Shares at the Offer Price of Rs. 10/- per Equity Shares, shall be met by the through internal accruals and no borrowings from any bank and /or financial institution are envisaged.

6.2.4 Mr. Shailesh S. Shah (Membership No.: 16883) partner of M/s. S. J. Shah & Associates, Chartered Accountants, (Firm Registration No.: 109779W), having office at 114, Sarang Street, 1st Floor, Nr. Crawford Market, Mumbai - 400003; Tel. No.: 022-2344 7964 / 2343 2971; Email:shaileshshah1@hotmail.com. has certified via certificate dated December 30, 2017 that Mrs. Kalpana P. Shah (PAC-3) has adequate resources to meet the financial requirement of the Open Offer and the Open Offer obligations to acquire 2,36,600 Equity Shares at the Offer Price of Rs. 10/- per Equity Shares, shall be met by the through internal accruals and no borrowings from any bank and /or financial institution are envisaged.

6.2.5 Total consideration payable by Acquirer to acquire 2,36,600 Equity Shares from all the Public Shareholders of the Target Company at the Offer Price of Rs. 10/- (Rupees ten only) per Equity Share, assuming full acceptance of the Offer would be Rs. 23,66,000 (Rupees twenty three lakh sixty six thousand only) (“**Maximum Consideration**”).

6.2.6 In accordance with Regulation 17 of the SEBI (SAST) Regulations, 2011, the Acquirer has opened an escrow account under the name and style of “**Modella Woollens Limited Open Offer Escrow Account**” with “**Indusind Bank Limited**”, at their Fort Branch, Mumbai (“**Escrow Banker**”). In accordance with the Regulation 17(3)(a) of the SEBI (SAST) Regulations, 2011, the Acquirer and the PAC, has made therein a cash deposit of Rs. 23,66,000/- (Rupees twenty three lakh sixty six thousand only) in the escrow account, being 100% of the total consideration payable in the Offer, assuming full acceptance.

6.2.7 The Acquirer along with the PAC has duly authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.8 The Acquirer along with the PAC has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligations shall be met by the Acquirer along with the PAC through internal accruals and no borrowings from any bank and /or financial institution are envisaged.

6.2.9 Based on the aforesaid financial arrangements and on the confirmation received from the Escrow Banker dated January 05, 2018 and Chartered Accountants vide their respective certificate’s as stated above, the Manager to the Offer is satisfied about the ability of the Acquirer and the PAC to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer confirms that firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligation.

6.2.10 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the Regulations, prior to effecting such revision.

## 7. TERMS AND CONDITIONS OF THE OFFER

### 7.1. Operational terms and conditions

7.1.1 The LOF along with Form of Acceptance will be dispatched (through e-mail or physical mode) to all Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories at the close of business hours on March 15, 2018 (“**Identified Date**”). Accidental omission to dispatch the LOF to any Public Shareholder entitled to this Open Offer or non-receipt of the LOF by any Public Shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein. A copy of the Letter of Offer (along with Form of Acceptance) will also be available on SEBI’s website (www.sebi.gov.in). The Public Shareholders may also download LOF (along with Form of Acceptance) from SEBI website.

- 7.1.2 This Offer is not conditional upon any minimum level of acceptance in terms of the SEBI (SAST) Regulations, 2011. The Acquirer along with the PAC will acquire all the Equity Shares that are validly tendered and accepted in terms of this Offer upto 2,36,600 Equity Shares representing 26.00 % of fully paid- up equity share capital and voting capital of the Target Company.
- 7.1.3 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 7.1.4 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'no objection certificate' from lenders is attached with the Form of Acceptance.
- 7.1.5 The acceptance of the Offer made by the Acquirer along with the PAC is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirer along with the PAC will not be responsible in any manner for any loss of Equity Share certificate(s) and offer acceptance documents during transit and the Public Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.
- 7.1.6 The instructions and provisions contained in the Form of Acceptance constitute an integral part of the terms of this Offer.
- 7.1.7 Applications in respect of Equity Shares of the Target Company that are subject matter of litigation wherein the Public Shareholders of the Target Company may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 7.1.8 In terms of the Regulation 18(9) of the SEBI (SAST) Regulations, 2011, Public Shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.
- 7.1.9 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 Announcement(s) that may be issued with respect to the Offer.
- 7.1.10 The Equity Shares offered under this Offer shall be free from all liens, charges, equitable interests and encumbrances and are to be offered together with all rights in respect of dividends or bonuses, if any, from now on and declared hereafter.
- 7.2. Locked in Equity Shares:** The locked-in Equity Shares, if any acquired pursuant to the agreement or offer can be transferred to the Acquirer and the PAC, subject to the continuation of the residual lock-in period in the hands of the Acquirer and the PAC. The Manager to the Offer ensures that there shall be no discrimination in the acceptance of locked-in and not locked-in Equity Shares.
- 7.3. Eligibility for accepting the Offer**
- 7.3.1 Public Shareholders can participate in the Offer by offering their shareholding in whole or in part. The acceptance must be unconditional and should be absolute and unqualified. No indemnity shall be required from the unregistered shareholders. Incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected.
- 7.3.2 None of the Acquirer, the PAC, Manager to the Offer or Registrar to the Offer accept any responsibility for any loss of equity share certificates, Offer acceptance forms, share transfer forms etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.3.3 This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this LOF resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This 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 Acquirer, PAC or the Manager to the Offer to any new or additional registration requirements.
- 7.4. Statutory and other Approvals:**
- 7.4.1 The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any. Any Public Shareholder required to obtain any governmental or regulatory approval, if any, must obtain all such requisite approvals

required to tender the Offer Shares held by them, in this Open Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, erstwhile OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer.

- 7.4.2 To the best of the knowledge and belief of the Acquirer along with the PAC, as on the date of this LOF, there are no statutory or other approvals required to implement the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals. The Open Offer may be delayed in the event that such statutory approvals becoming applicable prior to completion of the Offer is delayed in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. In the event of delay (if known), a public announcement will be made within two working days of such due date, in the same newspapers in which the DPS has appeared.
- 7.4.3 If the 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, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer along with the PAC reserves the right to reject such Equity Shares tendered in this Offer.
- 7.4.4 In case of delay in receipt of any statutory approval(s) (including RBI approval under FEMA Regulations for the Equity Shares tendered by non-resident shareholders, as applicable) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.4.5 There are no conditions stipulated in the SPA between the Sellers and the Acquirer, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the offer might be withdrawn under regulation 23(1)(c) of the SEBI (SAST) Regulations.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1. The Offer is being made to all the Public Shareholders of the Target Company who own the Equity Shares at any time prior to the closure of Tendering Period, including the beneficial owners of the Equity Shares held in dematerialised form and physical form, except Acquirer and the PAC including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations, 2011. All registered owners holding Equity Shares in physical form can send duly completed Form of Acceptance, filled and signed in accordance with the instructions contained in the Letter of Offer and Form of Acceptance, before the closure of Tendering Period to the Registrar to the Offer at the collection centre mentioned below:

Name and Contact Details of the Collection Centre	Working days and timings	Mode of delivery
<b>Purva Shareregistry India Private Limited</b> <b>Address:</b> Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Lower Parel (E), Mumbai - 400 011 <b>Tel. No.:</b> 91-22-2301 8261 / 2518 <b>Website:</b> www.purvashare.com <b>SEBI Regn. No.</b> INR000001112 <b>Email id:</b> busicomp@gmail.com <b>Contact Person:</b> Ms. Deepali Dhuri	Monday to Friday 10:00 am to 1:00 pm and 2:00 pm to 5:00 pm.	Courier/ Hand Delivery

The center will be closed on Saturdays, Sundays and public holidays.

- 8.2. The Open Offer will be implemented by the Acquirer along with the PAC through stock exchange mechanism made available by the BSE in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations, 2011 and SEBI circulars CIR/CFD/POLICY/CELL/1/2015, dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, BSE notice no. 20170202-34 dated February 2, 2017 and BSE notice no. 20170210- 16 dated February 10, 2017.
- 8.3. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. The facility for acquisition of Equity Shares shall be available through Acquisition Window.
- 8.4. The Acquirer along with the PAC has appointed **SPS Share Brokers Pvt. Ltd. (“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:

<b>Name:</b>	<b>SPS Share Brokers Pvt. Ltd</b>
<b>Communication Address:</b>	4/5 Haji Kassam building, 1st floor, 66 Tamrind Lane, Fort Mumbai 400 001.
<b>Contact Person:</b>	Mr. Manish Dave
<b>Telephone:</b>	022-40344034
<b>Email ID:</b>	spshares@vsnl.com
<b>SEBI Reg. No.</b>	SEBI Regn. No. : BSE INB - 010979938   BSE - CM557   NSE INB 230979933 (Capital Market)   NSE CASH - 09799   NSE CDS - INE230979933

- 8.5. All Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker(s)**”), during the normal trading hours of the secondary market during the Tendering Period. The Selling Brokers can enter orders for dematerialized as well as physical Equity Shares.
- 8.6. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the acquisition window of the BSE. Before placing the bid, the concerned Public Shareholder / Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (“**Clearing Corporation**”), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- 8.7. The cumulative quantity tendered shall be displayed on the BSE website throughout the trading session, at specific intervals, during the Tendering Period.
- 8.8. Public Shareholders can tender their Equity Shares only through a stock broker with whom the Public Shareholder is registered as client (KYC Compliant).
- 8.9. Procedure for tendering Equity Shares held in dematerialized form:**
- 8.9.1 The Public Shareholders who are holding the Equity Shares in dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their Selling Brokers indicating the details of Equity Shares they intend to tender in the Open Offer.
- 8.9.2 The Selling Broker shall provide early pay-in of dematerialized Equity Shares (except for custodian participant orders) to the Clearing Corporation, before placing the orders and the same shall be validated at the time of order entry.
- 8.9.3 For custodian participant, an order for dematerialized 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 6.00 p.m. on the last day of the offer period (However bids will be accepted only upto 3.30 p.m.). Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.9.4 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 BSE / Clearing Corporation, before the opening of the Offer.
- 8.9.5 Upon placing the order, the Selling Broker(s) shall provide transaction registration slip (“**TRS**”) generated by the exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.

8.9.6 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.

**The Public Shareholders holding Equity Shares in dematerialized mode are not required to fill any Form of Acceptance. The Public Shareholders are advised to retain the acknowledged copy of the TRS till the completion of offer period.**

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

8.10.1 Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the following:

- a) The Form of Acceptance duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
- b) Original share certificates;
- c) Valid transfer form (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Public Shareholders) in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place, authorizing the transfer;
- d) Self-attested copy of the Public Shareholder's PAN Card;
- e) Any other relevant documents such as (but not limited to):
  - Duly attested power of attorney, if any person other than the Public Shareholder has signed the relevant Form of Acceptance;
  - Notarized copy of death certificate / succession certificate or probated will, if the original Public Shareholder has deceased;
  - Necessary corporate authorizations, such as board resolutions, etc., in case of companies.
- f) In addition to the above, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof, consisting of any one of the following documents: valid aadhar card, voter identity card or passport.

8.10.2 Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered, etc.

8.10.3 After placement of order, as mentioned in paragraph 8.9.2, the Selling Broker/Public Shareholder must ensure delivery of the Form of Acceptance, TRS, original share certificate(s), valid share transfer form(s) (Form SH-4) and other documents (as mentioned in paragraph 8.10.1 either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 8.1 not later than 2 (two) days from the Tendering Period (by 5 PM). The envelope should be superscribed as "**Modella Woollens Limited — Open Offer 2018**". One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Brokers/Public Shareholders.

8.10.4 Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares shall be subject to verification as per the SEBI (SAST) Regulations, 2011 and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical bids". Once Registrar to the Offer confirms the orders, it will be treated as "Confirmed Bids".

8.10.5 In case any person has submitted Equity Shares in physical form for dematerialization, such Public Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before the closure of Tendering Period.

8.10.6 Modification / cancellation of orders will not be allowed during the Tendering Period.

8.10.7 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.

**8.11.** Equity Share Certificate(s), Transfer Form(s) (Form SH-4), Form of Acceptance and other documents, if any should not be sent to the Acquirer, the PAC, the Target Company and the Manager to the Offer.

**8.12. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:**

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. A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in the Letter of Offer or in the Form of Acceptance. The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible Public Shareholders of the Target Company may download the same from the SEBI's website ([www.sebi.gov.in](http://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 of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, Public Shareholders holding Equity Shares may participate in the Offer by providing their application on plain paper, in writing, signed by all Public Shareholder, stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, Folio number, Distinctive number, number of Equity Shares tendered and accompanied with other relevant documents such as physical share certificate and transfer form (Form SH-4) in case of Equity Shares being held in physical form. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Tendering Period.

**8.13. Acceptance of Equity Shares:**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including dematerialized Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Size, the Acquirer and the PAC shall accept those Equity Shares validly tendered by the Public Shareholders 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 and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot. The minimum marketable lot for the purposes of acceptance of Equity Shares of the Target Company would be 1(One) Equity Share.

**8.14. Settlement Process**

On closure of the Tendering Period, 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 BSE to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of Clearing Corporation. The Equity Shares shall be directly credited to the pool account of the Buying Broker. The Acquirer and the PAC will pay the consideration to the Clearing Corporation on or before the pay-in date for settlement. Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the pool account of the Buying Broker. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholder would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such Equity Shares will be transferred to the Selling Broker's pool account for onward transfer to the Public Shareholders. In case of custodian participant orders, excess demat Equity Shares or unaccepted demat Equity Shares, if any, will be returned to the respective custodian participant. Any excess Equity Shares held in physical form pursuant to proportionate acceptance/ rejection will be returned back to the Public Shareholders directly by the Registrar through registered post/ speed post at the Public Shareholders sole risk to the sole / first Public Shareholder (in case of joint Public Shareholders), at the address recorded with the Registrar / Target Company.

**8.15. Settlement of Funds / Payment Consideration**

For Equity Shares accepted under the Open Offer, the Public Shareholders holding Equity Shares in dematerialized form will receive funds payout in the Public Shareholders bank account as provided by the depository system from Clearing Corporation and Selling Broker's (on behalf of the Public Shareholders holding Equity Shares in physical form), will receive funds payout in their settlement bank account from Clearing Corporation. The payment will be made to the Buying Broker by the Acquirer and the PAC for settlement. Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Public Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges, expenses (including brokerage), securities transaction tax and any other applicable taxes/charges and the Acquirer, the



PAC, Manager to the Offer, Registrar to the Offer and Buying Broker accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholder. In case of delay in receipt of any statutory approval(s) (including RBI approval under FEMA Regulations for the Equity Shares tendered by non-resident shareholders, , as applicable), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

## 8.16. Note On Taxation

*8.16.1* Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will be subject to capital gains tax in India, as long term capital gains. Long term capital gains arising are exempt subject to fulfillment of certain conditions. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.

*8.16.2* Public Shareholders are advised to consult their tax advisors for tax treatment arising out of the proposed Open Offer and appropriate course of action that they should take. The Acquirer and the PAC does not accept nor holds any responsibility for any tax liability arising to any Public Shareholder as a reason of this Open Offer.

*8.16.3* Tax deduction at source:

- a) In case of resident Public Shareholders, in absence of any specific provision under the Income Tax Act, 1961 (“**Income Tax Act**”) the Acquirer shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.
- b) In the case of non-resident Public Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Public Shareholder. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/ authorized dealers/ tax advisors appropriately.

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

*8.16.5* The tax rate and other provisions may undergo changes.

**PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDERS AS A REASON OF THIS OFFER**

## 9. DOCUMENTS FOR INSPECTION

The following material documents will be available for inspection by Public Shareholders of the Target Company at the office of the Manager to the Offer, Monarch Network Capital Limited, 901/902, 9th Floor, Atlanta Centre, Sonawala Road, Near Udyog Bhawan, Goregaon(East), Mumbai-400063 on any working day between 10.30 am to 1.00 pm during the Tendering Period.

- 9.1. Certified Financial Statements of the Acquirer (Sunder Suvidha LLP) for the financial year ended March 31, 2015, March 31, 2016 and March 31, 2017 and un-audited standalone financial statements for the six months ended September 30, 2017 as certified by Mr CA. Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates vide certificate dated December 30, 2017.
- 9.2. Network cum Financial Adequacy Certificate of the Acquirer (Sunder Suvidha LLP) issued by CA. Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W), Chartered Accountants, vide certificate dated December 30, 2017.
- 9.3. Network cum Financial Adequacy Certificate of Mr. Pramod P. Shah (PAC – 1) issued by Ms. Kiran Pancholi (Membership No.: 033218) partner of M/s. H. N. Mehta Associates, (Firm Registration No.: 106219W), Chartered Accountants vide certificate dated December 30, 2017.
- 9.4. Network cum Financial Adequacy Certificate of Mr. Sandeep P. Shah (PAC – 2) issued by CA. Gautam Shah, (FCA- 043211) Partner of Gautam Shah & Associates, (Firm Registration No.: 124844W), Chartered Accountants, vide certificate dated December 30, 2017.

- 9.5. Networth cum Financial Adequacy Certificate of Mrs. Kalpana P. Shah (PAC – 3) issued by Mr. Shailesh S. Shah (Membership No.: 16883) partner of M/s. S. J. Shah & Associates, (Firm Registration No.: 109779W), Chartered Accountants, vide certificate dated December 30, 2017.
- 9.6. Certificate of Incorporation and LLP Deed of Acquirer (Sunder Suvidha LLP).
- 9.7. Annual Reports for the financial year ended March 31, 2015, March 31, 2016, March 31, 2017 of the Target Company (Modella Woollens Ltd.)
- 9.8. Certified Financial Statements of the Target Company (Modella Woollens Ltd.) for the financial year ended March 31, 2015, March 31, 2016 and March 31, 2017 and un-audited standalone financial statements for the six months ended September 30, 2017 as certified by CA Sanjay R. Bhat (Membership No. 043376.) partner of Vinay Sanjay & Associates. (FRN. – 0112195W) vide certificate dated December 29, 2017.
- 9.9. Copy of Escrow Agreement dated January 01, 2018 entered into between the Acquirer, Escrow Banker and Manager to the Offer.
- 9.10. Copy of letter dated January 05, 2017 received from Indusind Bank Limited, confirming receipt of escrow amount of Rs. 23,66,000 /-.
- 9.11. Copy of Public Announcement dated December 29, 2017, and Detailed Public Statement published in the newspapers on January 05, 2018, Corrigendum to DPS dated March 17, 2018 and Issue Opening Public Announcement dated March 28, 2018.
- 9.12. A copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers on January 22, 2018..
- 9.13. Copy of SEBI Observation letter no CFD/DCR2/OW/P/2018/7953/1 dated March 13, 2018.

## **10. DECLARATION BY THE ACQUIRER AND THE PAC**

The Acquirer along with the PAC severally and jointly accept full responsibility for the information contained in this LOF and also for the obligations of the Acquirer along with the PAC as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereto. The Acquirer along with the PAC would be responsible for ensuring compliance with the concerned SEBI (SAST) Regulations, 2011.

**For and on behalf of Acquirer along with the PAC**

Sd/-

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**Sunder Suvidha LLP**  
**Mr. Sandeep P. Shah**  
**Designated Partner**

**Place:** Mumbai

**Date:** March 20, 2018

**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(All Public Shareholders holding Equity Shares in physical form are required to fill this Form of Acceptance-Cum-Acknowledgement. All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

<b>OFFER OPENS ON</b>	:	<b>APRIL 02, 2018</b>
<b>OFFER CLOSES ON</b>	:	<b>APRIL 13, 2018</b>
<b>Please read the Instructions overleaf before filling-in this Form of Acceptance</b>		
<b>FOR OFFICE USE ONLY</b>		
Acceptance Number		
Number of equity shares Offered		
Number of equity shares accepted		
Purchase consideration (Rs.)		
Cheque/Demand Draft/Pay Order No.		

**From:**

**Folio No./DP ID/Client ID:**

**Name:**

**Address:**

**Tel. No.:**

**Fax No.:**

**Email:**

To,

**Purva Sharegistry India Private Limited (Unit: Modella Woollens Limited)**

Unit no. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (E), Mumbai -400 011

Dear Sir,

**SUB.: OPEN OFFER TO THE SHAREHOLDERS OF MODELLA WOOLLENS LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "MWL") BY SUNDER SUVIDHA LLP (HEREINAFTER REFERRED TO AS THE "ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1), AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")**

- I / We, refer to the Letter of Offer dated March 20, 2018 for acquiring the equity shares held by me / us in Modella Woollens Limited.
- I/We, the undersigned have read the Public Announcement, the Detailed Public Statement and 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 the Target Company held by me/ us at a price of Rs. 10/- (Rupees ten Only) per fully paid-up equity share.
- Details of Equity Shares held and tendered/ offered under the offer:

	<b>In figures</b>	<b>In words</b>
Equity Shares held as on Identified Date (March 15, 2018)		
Number of Equity Shares Offered under the Open Offer		

- I / We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on my/our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I/We further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
- I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case maybe.
- I/ We hereby warrant that the Equity Shares comprised in this Tender Offer are offered under open Offer free from all liens, equitable interest, charges and encumbrance. If any claim is made by any third party in respect of the said equity shares, I / we will hold Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of Acquirers acquiring these equity shares. I / We agree that Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
- I / We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares under the Open Offer and that I/ We am/are legally entitled to tender the Equity Shares.
- I/ We agree that the Company will pay the Offer Price as per the Stock Exchange mechanism.

10. Details of Account with Depository Participant (DP):

Sr. No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Shares
			From	To	
1					
2					
3					
Total					

In case the number of folios and share certificates enclosed exceed 3 nos., please attach a separate sheet giving details in the same format as above.

11. Details of the other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares of Pioneer Agro Extracts Limited hereby tendered in the Open Offer
	Death Certificate		Succession Certificate
	Self-attested copy of PAN		Corporate authorizations
	Others (please specify):		

12. Equity Shareholders Details:

	1 <sup>st</sup> / Sole holder	Joint holder 1	Joint holder 2	Joint holder 3
Full Name(s)				
PAN				
Address of the 1 <sup>st</sup> / Sole holder				
Telephone of 1 <sup>st</sup> / Sole holder		e-mail id of 1 <sup>st</sup> / Sole holder		
Signature(s)*				

\* In case of joint holdings all the holders must sign and in case of Corporate, it must also affix rubber stamp and sign.

13. In order to avoid fraudulent encashment in transit, the Public Shareholders are requested to provide details of bank account of the sole/first Shareholder and the interest payment, if any, will be made accordingly.

Name of the Bank		Branch	
Account Number		Savings/Current/ (Others: please specify)	
9 digit MICR code		IFSC Code**	

\*\*only in case of RTGS and NEFT

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

**INSTRUCTIONS:**

- This Offer will open on Monday, April 02, 2017 and close on Friday, April 13, 2017.
- The Form of Acceptance should be filled-up in English only.
- This Form of Acceptance has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form of Acceptance.
- Eligible Persons who wish to tender their Equity Shares in response to this Open Offer should submit the following documents to the selling member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA:
  - The relevant Form of Acceptance duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - Original share certificates.
  - Copy of the Permanent Account Number (PAN) Card.
  - Transfer deed (Form SH-4) duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares and the signature is to be attested by the bank.
  - A self-attested copy of address proof consisting of any one of the following documents i.e., valid Aadhaar Card, Voter Identity Card, Passport or driving license.
  - Cancelled cheque.
- Eligible Persons should also provide all relevant documents in addition to above documents which may include (but not limited to):
  - Duly attested Power of Attorney if any person other than the Eligible Persons has signed the relevant Form of Acceptance.
  - Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
  - Necessary corporate authorisations, such as Board Resolution / Specimen Signature etc., in case of Companies.
- All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
- All documents as mentioned above shall be enclosed with the valid Form of Acceptance otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - If any other company share certificates are enclosed with the Form of Acceptance instead of the share certificate of the Company;
  - Non-submission of Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
  - If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
  - In case the signature in the Form of Acceptance and Form SH-4 doesn't match as per the specimen signature recorded with Company /Registrar.

**FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER THE LETTER OF OFFER.**

**ACKNOWLEDGEMENT SLIP**

**SHARES IN PHYSICAL FORM**

Received from Mr./Ms.....  
Ledger Folio No/ .....Number of certificates enclosed..... under the Letter of Offer dated  
....., Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	TO	
1.				
2.				
3.				
<b>Total no. of Equity Shares</b>				

Stamp of Registrar to the Offer:		Signature of the Official:		Date of Receipt:	
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All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:

**Purva Sharegistry India Private Limited**

Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Lower Parel (E), Mumbai -400 011

**Website:** www.purvashare.com      **Email id:** basicomp@gmail.com      **Tel. No.:**91-22-2301 8261 / 2518