THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (LOF) is sent to you as a shareholder(s) of **CHPL Industries Limited ("Target Company" / "TC").** If you require any clarification(s) about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer/ Registrar to the Offer. In case you have recently sold your Shares in the Target 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 sale was effected.

OPEN OFFER by Mrs Rashmi Ravi Sharma, residing at C-601 Salom Garden CHS, 100 Feet Road, Near Cinemax, Mira Road, Dist Thane – 401107, Tel +91-7045358534; e-mail : rashmiparmar0123@gmail.com; **Mr. Sanjaykumar Rameshbhai Bhalani**, residing at B-7 Laxmannagar Society, Punagam, TA-Choryasi, Surat – 394210, Tel : +91-9879858902; e-mail : sanjaybhalani2143@gmail.com; **AND Mr. Jignesh B. Rajpara**, residing at A-404 Madhav Palace, Satelight Road, Motavarachha, Chorasi, Surat - 394101, Tel +91-9377558861; e-mail : urvajignesh777@gmail.com

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

to the existing shareholders of **CHPL INDUSTRIES LIMITED** [CIN: L65921TG1989PLC010151]

Regd Office: Shop No. 2, Budha Bhavanam, MCH Complex, M G Road, Secunderabad – 500003, Tel : 040-27542651; e-mail : chplindustries@gmail.com

TO ACQUIRE

7,92,113 Equity Shares of Rs.10/- each, representing in aggregate 26% of the Issued, Subscribed, Paid up and Voting Equity Share Capital of the Target Company, for cash at a price of Re. 1/- per Equity Share.

Notes:

1. The Offer is being made by the Acquirers pursuant to the Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**SEBI SAST Regulations**)
2. This Offer is not conditional to any minimum level of acceptance.
3. This is not a competing offer.
4. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer.
5. The Acquirers may revise the Offer Price at anytime upto 3 working days prior to the opening of the tendering period of the Offer. Any upward revision/withdrawal, if any, of the Offer would be informed by way of another Announcement in the same newspapers and editions in which the original Detailed Public Statement had appeared. Consideration at the same rate will be paid by the Acquirers for all equity shares tendered anytime during the Offer.
6. **There was no competing offer**
7. A copy of the Public Announcement (PA), Detailed Public Statement (DPS) and the LOF (including Form of Acceptance-cum-Acknowledgement) are also available on Securities and Exchange Board of India's (SEBI) website: www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ARIHANT capital markets ltd. **Merchant Banking Division** SEBI REGN NO.: INM 000011070 #1011, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai – 400 093 Tel : 022-42254800/862; Fax : 022-42254880 Email: mbd@arihantcapital.com **Contact Persons: Mr Amol Kshirsagar/ Mr Satish Kumar P**	**Purva Shareregistry (India) Pvt. Ltd.** SEBI Registration No. INR000001112 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp Kasturba Hospital Lower Parel, Mumbai – 400 011. Tel No.: +91-22-23012518/8261 Email: busicomp@gmail.com Website : www.purvashare.com **Contact Person: Mr. V B Shah**

The Schedule of activities is as follows:

Activity	Original Schedule	Revised Schedule
Public Announcement Date	Friday, March 4, 2016	Friday, March 4, 2016
Detailed Public Statement Date	Monday, March 14, 2016	Monday, March 14, 2016
Filing of draft Letter of Offer with SEBI	Monday, March 21, 2016	Monday, March 21, 2016
Last date for competing offer	Wednesday, April 6, 2016	Wednesday, April 6, 2016
SEBI observations on draft LOF	Monday, April 18, 2016	Friday, April 22, 2016
Identified Date (Identified date is only for the purpose of determining the shareholders to whom the LOF shall be sent)	Thursday, April 21, 2016	Tuesday, April 26, 2016
Date by which LOF will be despatched to the shareholders	Thursday, April 28, 2016	Tuesday, May 3, 2016
Last date by which the Board of TC shall give its recommendation	Tuesday, May 3, 2016	Friday, May 6, 2016
Issue Opening Advertisement Date	Wednesday, May 4, 2016	Monday, May 9, 2016
Date of commencement of tendering period (open date)	Thursday, May 5, 2016	Tuesday, May 10, 2016
Date of expiry of tendering period (closure date)	Wednesday, May 18, 2016	Monday, May 23, 2016
Date by which all requirements including payment of consideration would be completed	Wednesday, June 1, 2016	Monday, June 6, 2016

RISK FACTORS

Risk Factors relating to the transaction

1. The Share Purchase Agreement (SPA) dated March 4, 2016 contains a clause that it is subject to the provisions of SEBI SAST Regulations and in case of non-compliance with any of the provisions of the SEBI SAST Regulations, the Sellers or the Acquirers shall not act upon the agreement for such sale.

Risk Factors relating to the proposed Offer

1. In the event that either (a) the regulatory approvals are not received in a timely manner; (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirers to comply with certain conditions before proceeding with the offer, then the offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of the Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI SAST Regulations.
2. **As per Regulation 18(9) of SEBI SAST Regulations, Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.**
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The tendered shares and the documents would be held in trust with the Clearing Corporation / Registrar to the Offer until the completion of Offer formalities and during this period, shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the Stock Exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
5. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

Probable risks involved in associating with the Acquirers

1. The Acquirers make no assurance with respect to the financial performance of the Target Company after change of control of management and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2. The Acquirers make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirers do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer.

The risk factors set forth above, pertain to the Offer and associating with the Acquirer, and are not in relation 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 a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer

TABLE OF CONTENTS

1. DEFINITIONS/ABBREVIATIONS

The following definitions apply through this document, unless the context requires otherwise:

1.	Acquirers	Mrs Rashmi Ravi Sharma, Mr. Sanjaykumar Rameshbhai Bhalani and Mr. Jignesh B. Rajpara
2.	ASE	Ahmedabad Stock Exchange Limited
3.	Book Value	Book Value of each Equity Share as on the date referred to
4.	BSE	BSE Limited
5.	DPS/ Detailed Public Statement	Announcement of this Offer published on behalf of the Acquirers to the Shareholders of the Target Company on March 14, 2016 in Financial Express, English all editions, Jansatta, Hindi, all editions, Nava Telangana, Secunderabad edition and Mumbai Lakshadweep, Mumbai edition
6.	Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Target Company (other than the Acquirer, deemed PACs and the Sellers) anytime before the closure of the Offer
7.	EPS	Earnings per Equity Share
8.	FOA/Form of Acceptance	Form Of Acceptance Cum Acknowledgement
9.	Identified Date	Being the date for the purpose of determining the names of the Shareholders to whom the Letter of Offer will be sent
10.	Letter of Offer / LOF	This Letter of Offer
11.	Maximum Consideration	Total consideration payable by the Acquirers under this Offer assuming full acceptance by Eligible Person(s) for the Offer, amounting to Rs. 7,92,113/-
12.	Merchant Banker/ Manager to the Offer	Arihant Capital Markets Limited
13.	MOA / AOA	Memorandum and Articles of Association
14.	NAV	Net Asset Value per Equity Share
15.	NRI(s)	Non Resident Indians and persons of Indian origin residing abroad
16.	Offer	Open Offer being made by the Acquirers for acquisition of 7,92,113 Equity Shares to the public shareholders, representing 26% of the paid up voting equity share capital of the Target Company at the Offer Price payable in cash.
17.	Offer Price	Re. 1/- per Equity Share
18.	Public Announcement or PA	Public Announcement dated March 4, 2016 filed with BSE Limited, ASE, Securities and Exchange Board of India and CHPL Industries Limited
19.	PAT	Profit after Tax

20.	PBDIT	Profit Before Depreciation, Interest and Tax
21.	PBT	Profit Before Tax
22.	RBI	Reserve Bank of India
23.	Registrar to the Offer	Purva Sharegistry (India) Pvt Ltd
24.	SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended till date
25.	SEBI	Securities and Exchange Board of India
26.	Sellers	Mr. A V K S Prasad, Mr. B N Sistla and Mr. S K Pathki
27.	Share(s)	Fully paid-up Equity Shares of face value of Rs. 10/- each of the Target Company
28.	Shareholders	Shareholders of the Target Company
29.	SPA	The Share Purchase Agreement dated March 4, 2016 entered into by the Acquirers with the Sellers, for purchase of 9,22,608 Shares of the Target Company from the Sellers representing 30.28% of the paid up and voting equity share capital of the Target Company.
30.	Total paid-up Capital / Equity Capital of the Target Company	Consisting of 30,46,588 fully paid up Equity Shares of Rs. 10/- each of the Target Company as on the date of this Letter of Offer
31.	Target Company/ the Company	Company whose Equity Shares are proposed to be acquired viz. CHPL Industries Limited
32.	Tendering Period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from May 10, 2016 to May 23, 2016

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT 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 CHPL INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE 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 THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER M/S. ARIHANT CAPITAL MARKETS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 21, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer is being made by Mrs Rashmi Ravi Sharma, Mr. Sanjaykumar Rameshbhai Bhalani and Mr. Jignesh B. Rajpara (collectively referred to as the "Acquirers"). Mrs Sharma holds 6,25,000 Equity Shares constituting 20.52% in the Target Company. Apart from this, the Acquirers currently do not hold any equity shares in the Target Company. This offer to acquire 7,92,113 Equity Shares of face value of Rs.10/- each at a price of Re. 1/- per Equity Share, representing 26% of the fully diluted voting Equity Share capital of the Target Company is being made in terms of Regulation 3(1) and 4 of SEBI SAST Regulations for the purpose of substantial acquisition of Equity Shares and voting rights of the Target Company accompanied with the change in control and management. The aggregate equity stake of the Acquirers in the paid up equity share capital of the Target Company will be more than the stipulated threshold of 25% consequent to the acquisition of Shares by the Acquirers through the Share Purchase Agreement (SPA) dated March 4, 2016.

3.1.2 The Acquirers have entered into SPA on March 4, 2016 with the following shareholders ("Sellers") who are also the Promoters of the Target Company, to acquire in aggregate 9,22,608 Equity Shares of Rs.10/- each constituting 30.28% of the paid-up equity and voting share capital of the Target Company at a price of Re. 1/- per equity share ("Negotiated Price") :

Name	Shares	% of paid-up capital
Mr. A V K S Prasad	1,31,406	4.31
Mrs. S K Pathki	4,67,941	15.36
Mr. B N Sistla	3,23,261	10.61
	9,22,608	30.28

This agreement has necessitated the Open Offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations. The total consideration for the shares being acquired under the SPA is Rs. 9,22,608/-.

The shareholding of the Sellers (pre and post SPA) in the Target Company would be as under :

Name	Pre-SPA		Post-SPA	
	Shares	%	Shares	%
Mr. A V K S Prasad	1,31,406	4.31	-	-
Mrs. S K Pathki	4,70,541	15.44	2,600	0.09
Mr. B N Sistla	3,37,401	11.07	14,140	0.46
	9,39,348	**30.82**	**16,740**	**0.55**

3.1.3 The salient features of the SPA are:

1. The total consideration for 9,22,608 Equity shares ('Sale Shares') representing 30.28% of the Equity and Voting Share Capital, at the negotiated price of Re 1/- per fully paid up equity share is Rs. 9,22,608/-.
2. The SPA shall not be acted upon in case any of the provisions of the SEBI Takeover Regulations are not complied with.

3.1.4 Apart from the consideration of Re. 1/- 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 Open Offer.

3.1.5 The Acquirers intend to gain control over the Target Company and make changes in the Board of Directors of the Target Company in accordance with the provisions of SEBI SAST Regulations. As on date, the Acquirers have not decided on the names of persons who may be appointed on the Board of Directors of the Target Company.

3.1.7 There is no person acting in concert (PAC) with the Acquirers in respect of this Open Offer within the meaning of Regulation 2(1)(q) of the SEBI SAST Regulations.

3.1.8 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act.

3.1.9 The Board of Directors of the Target Company has in accordance with Regulation 26(6) of the SEBI SAST Regulations, constituted a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company. In accordance with Regulation 26(7), the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open offer to its shareholders and the Target Company shall in accordance with Regulation 26(6), cause to publish such recommendation atleast two working days before the commencement of the tendering period, in the same newspapers where the DPS of the Offer was published.

3.2 Details of the proposed Offer

3.2.1 A detailed public statement, as per Regulation 14 (3) of the SEBI SAST Regulations, was made in the following Newspapers, on March 14, 2016 :

Newspaper	Language of the Newspapers	Editions
Financial Express	English	All
Jansatta	Hindi	All
Nav Telangana	Telugu	Secunderabad
Mumbai Lakshadweep	Marathi	Mumbai

Copy of the detailed public statement is also available at SEBI's website: www.sebi.gov.in

3.2.2 The Acquirers are making an open offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations as aforesaid, to the public equity shareholders of the Target Company to acquire up to 7,92,113 Equity Shares of Rs. 10/- each representing 26% of the paid up equity voting share capital of the Target Company, at a price of Re 1/- per Share (“Offer Price”) payable in cash subject to the terms and conditions set out in the Public Announcement, DPS and this Letter of Offer

3.2.3 The Offer price is Re. 1/- per Equity Share. There are no partly paid up shares.

3.2.4 There is no differential pricing for the shares proposed to be acquired under the open offer.

3.2.5 This is not a competing offer.

3.2.6 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a conditional offer and the Acquirers will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 7,92,113 Equity Shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer (“LOF”) to be mailed to the shareholders of the Target Company.

3.2.7 All the shares to be tendered in the Open Offer shall be free from lien, charge and encumbrances of any kind whatsoever.

3.2.8 There was no competing offer.

3.2.9 The Acquirers have not purchased any Shares of the Target Company after the date of Public Announcement (PA).

3.3 Object and Purpose of Acquisition/offer and Future Plans

3.3.1 The Acquirers intend to gain control over the Target Company and make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer or in accordance with Regulation 24(1) and other applicable provisions of SEBI SAST Regulations as they may deem fit.

3.3.2 The main objects of the Target Company inter-alia includes carrying on the business of selling / purchasing, export / import and act as agents, representatives of manufacturers, dealers, merchants etc. and deal in goods, stores, consumable articles / merchandise or properties of any kind. The Acquirers, upon completion of the present open offer, intend to pursue these objects and may undertake new business with the approval of Shareholders of the Target Company.

3.3.3 The Acquirers do not currently have any plans to dispose off or otherwise encumber any assets of the Target Company in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business. The Acquirers undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the Shareholders in compliance with Regulation 25(2) of the SEBI SAST Regulations.

4 BACKGROUND OF THE ACQUIRERS

The Offer is being made by Mrs Rashmi Ravi Sharma, Mr. Sanjaykumar Rameshbhai Bhalani and Mr. Jignesh B. Rajpara .

4.1 <u>Mrs Rashmi Ravi Sharma (PAN : DZUPS8481K; DIN : 06618645)</u>

4.1.1 Mrs. Rashmi Ravi Sharma, aged about 32 years, is residing at C-601 Shalom Garden CHS, 100 Feet Road, Near Cinemax, Mira Road, Dist Thane – 401107; Tel +91-7045358534; e-mail : rashmiparmar0123@gmail.com. Mrs. Sharma, a Commerce Graduate from Mumbai University is a first generation entrepreneur with a decade of experience in trading of textiles and garments and its allied products. She has also promoted a private limited Company Blaster Multi Trading Private Limited having main objects of dealing in diverse product range viz. textiles, food items, tea etc. This Company has been incorporated in the year 2013 and is yet to commence any business operations.

4.1.2 Mrs. Sharma holds 6,25,000 Equity Shares in the Target Company representing 20.52% of its paid-up capital. The said Shares were acquired by her on February 22, 2016 through off-market transaction @ Re. 1/- per Equity Share. Requisite compliance under Regulation 29(1) of the SEBI SAST Regulations have been made by Mrs Sharma within the stipulated time. Save for this, Mrs. Sharma had not held any Equity Shares in the Target Company in the past.

4.1.3 Mr. Vijay Mutha, Chartered Accountant, Proprietor, Vijay Mutha & Co., having their office at B-4, Shantiganga Apartment, Opp Railway Station, Bhayander East, Dist. Thane 401105, (Membership No. 39544); Tel: 022-28043131; has certified vide certificate dated February 29, 2016 that the net worth of Mrs Rashmi Ravi Sharma as on February 29, 2016 is Rs. 87,07,600/- (Rupees Eighty Seven Lakhs Seven Thousand Six Hundred only) and that she has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer.

4.1.4 Mrs Sharma does not hold any position in the Board of Directors of any listed company. She is a Director on the Board of Blaster Multi Trading Private Limited. Save for this, she does not hold any directorship in any of the companies.

4.2 Mr. Sanjaykumar Rameshbhai Bhalani (PAN : AREPB4789N; DIN : 07446020)

4.2.1 Mr. Sanjaykumar Bhalani, aged about 27 years, is resident of B-7 Laxmannagar Society, Punagam, TA-Choryasi, Surat – 394210; Tel : +91-9879858902; e-mail : sanjaybhalani2143@gmail.com. Mr. Bhalani, non-matriculate, has active interests in real estate and infrastructure sectors. He is working on development of projects in Surat and Bardoli.

4.2.2 Save for the Equity Shares proposed to be acquired under the SPA, Mr. Bhalani does not hold any Equity Shares in the Target Company and has not held any Equity Shares in the Target Company in the past. In view of this, compliances of applicable provisions of SEBI SAST Regulations, 1997 / 2011 are not applicable.

4.2.3 M/s K N Sheladiya & Co., Chartered Accountants, having their office at A-411, Yash Plaza Opp Dhana Mill, Varachha Road, Surat – 395006; (Membership No. 155974), Tel: +91-9824630817; email:kaushiksheladiya@yahoo.in have certified vide their certificate dated February 29, 2016 that the net worth of Mr. Sanjaykumar Rameshbhai Bhalani as on February 29, 2016 is Rs. 14,97,576/- (Rupees Fourteen Lakhs Ninety Seven Thousand Five Hundred Seventy Six only) and that he has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer

4.2.4 Mr Bhalani does not hold any position in the Board of Directors of any listed company. Further, he does not hold any directorship in any of the companies.

4.3 Mr. Jignesh B. Rajpara (PAN : AGMPR8697J; DIN : 07446138)

4.2.1 Mr. Jignesh Rajpara, aged about 30 years, is resident of A-404 Madhav Palace, Satelight Road, Motavarachha, Chorasi, Surat – 394101; Tel +91-9377558861; e-mail : urvajignesh777@gmail.com. Mr. Rajpara, a matriculate, belongs to a family having interests in real estate and infrastructure. He is presently working on projects in partnership for development of projects in and around Surat.

4.2.2 Save for the Equity Shares proposed to be acquired under the SPA, Mr. Rajpara does not hold any Equity Shares in the Target Company and has not held any Equity Shares in the Target Company in the past. In view of this, compliances of applicable provisions of SEBI SAST Regulations, 1997 / 2011 are not applicable.

4.2.3 M/s M Sojitra & Associates, Chartered Accountants, having their office at 608/609 6th floor, APMC Building, Krushi Bazar, Sahara Gate, Ring Road, Surat – 395002; (Membership No. 136187), Tel: 0261-3004742; email:msojitraassociates@gmail.com have certified vide their certificate dated February 29, 2016 that the net worth of Mr. Jignesh Bhupatbhai Rajpara as on February 29, 2016 is Rs. 17,34,394/- (Rupees Seventeen Lakhs Thirty Four Thousand Three Hundred Ninety Four only) and that he has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer.

4.2.4 Mr Rajpara does not hold any position in the Board of Directors of any listed company. Further, he does not hold any directorship in any of the companies.

4.3 None of the Acquirers are on the Board of the Target Company.

4.4 There are no persons acting in concert with the Acquirers for the present Open Offer.

4.5 The Acquirers do not belong to any group.

4.6 Besides the shareholding as detailed under para 4.1.2 and as proposed to be acquired under the SPA dated March 4, 2016, the Acquirers do not have any other interest in the Target Company.

4.7 The Acquirers have not been prohibited by the Securities and Exchange Board of India (hereinafter referred to as "SEBI") from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") or under any of the Regulations made under the SEBI Act.

5. BACKGROUND OF THE TARGET COMPANY

5.1 Share Capital Structure of the Target Company

Paid-up Equity Shares	No. of Shares/voting rights	% of shares/voting rights
Fully paid-up Equity Shares	30,46,588	100.00
Partly paid-up Equity Shares	Nil	-
Total paid-up Equity Shares	30,46,588	100.00
Total voting rights	30,46,588	100.00

5.2 All the shares of the Target Company are listed and permitted for trading on BSE and ASE. They are not suspended for trading.

5.3 There are no outstanding convertible instruments / partly-paid up Equity Shares in the Target Company.

5.4 Composition of the Board of Directors :

Name	DIN	Designation
Viral Kishanbhai Chavda	06747412	Executive Director & CFO
Dinesh Hargyansingh Bainwal	06361230	Independent Director
Shital Mutha	03157346	Independent Director
Santosh Kumar Pathki	02477496	Executive Director
Harshika	07132860	Independent Director

None of the Directors of the Target Company represents the Acquirers.

5.5 The Target Company was incorporated as a Private Limited Company in the name of Creative Hire Purchase & Leasing Company Private Limited under the Companies Act, 1956 on June 21, 1989 with the Registrar of Companies, Andhra Pradesh. Pursuant to Special Resolution passed on April 22, 1992, the Target Company was converted into public limited company and fresh Certificate of Incorporation consequent to the conversion under Section 31/44 of the Companies Act, 1956 was obtained on June 18, 1992 from the Asst. Registrar of Companies, Andhra Pradesh. The name of the Target Company was changed to CHPL Finance Limited and a fresh Certificate of Incorporation consequent to change of name was issued by the Registrar of Companies, Andhra Pradesh. The name of the Target Company was again changed to the present one i.e. CHPL Industries Limited and fresh Certificate of Incorporation consequent to change of name was issued by the Registrar of Companies, Andhra Pradesh on May 29, 1998

The target Company is promoted by Mr. A V K S Prasad, Mrs S K Pathki and Mr. B N Sistla. There have been no merger/de-merger / spin off during the last 3 years involving the Target Company.

Pursuant to Public Issue of Equity Shares during the year 1995, the Equity Shares of CHPL Industries Limited were listed on ASE. With effect from September 11, 2015, the Equity Shares of the Target Company were listed on BSE. The Target Company has entered into agreement for dematerialization of shares with CDSL and NSDL. The ISIN Number allotted to the company is INE714Q01014. There has been no trading in the Equity Shares of the Target Company in BSE. As per the information available, there have been no trading in the scrips of the Target Company on ASE since last one year.

5.6 **Financial Highlights of the Target Company**

The brief audited financial details of the Target Company for the last 3 Financial Years are as under :

Profit & Loss Statement

(Rs. in lakhs)

Particulars	31/03/2015	31/03/2014	31/03/2013
Income from operations	20.93	93.44	-
Other Income	5.72	-	-
Total Income	26.65	93.44	-
Total Expenditure	26.46	84.33	-
PBDIT	0.19	9.11	-
Depreciation	-	-	-
Interest	-	-	-
PBT	0.19	9.11	-
Provision for Tax	-	-	-
Deferred tax liability	-	-	-
PAT	0.19	9.11	-

Balance Sheet Statement

(Rs. in lakhs)

Particulars	31/03/2015	31/03/2014	31/03/2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	304.66	304.66	256.49
Reserves & Surplus	(263.06)	(268.83)	(279.10)
Networth	**41.60**	**35.83**	**(22.61)**
Noncurrent Liabilities			
Long term borrowings	11.35	25.23	-
Deferred tax liabilities (net)	-	-	-
Other long term liabilities	-	-	25.23
Long term provisions	-	-	-
Sub-total – Non-current liabilities	**11.35**	**25.23**	**25.23**
Current Liabilities			
Short-term borrowings	-	-	-
Trade payables	-	-	-
Other current liabilities	0.22	0.05	-
Short-term provisions	1.13	-	-
Sub-total – Current liabilities	**1.35**	**0.05**	-
TOTAL – EQUITY & LIABILITIES	**54.30**	**61.11**	**2.62**
ASSETS			
Non-current Assets			
Fixed Assets	-	-	-
Non-current investments	-	-	-
Long-term loans and advances	-	-	2.60
Sub-total – Non-current assets			**2.60**
Current Assets			
Inventories	-	-	-
Trade receivables	-	-	-
Cash and cash equivalents	8.11	18.51	0.02
Short term loans and advances	46.19	42.60	-
Sub-total – Current assets	**54.30**	**61.11**	**0.02**
TOTAL – ASSETS	**54.30**	**61.11**	**2.62**

Other Financial Data

	31/03/2015	31/03/2014	31/03/2013
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	0.01	0.30	-
Return on Networth (%)	0.46	25.42	-
Book Value per Share (Rs.)	1.37	1.18	(0.88)

Unaudited financial results of the Target Company, for the nine months period ended December 31, 2015 are as under (*based on financials as filed with BSE and subjected to Limited Review by the Statutory Auditors*)

Particulars	(Rs. in lakhs)
Income from operations	-
Other Income	1.52
Total Income	1.52
Total Expenditure	5.92
PBDIT	(4.40)
Depreciation	-
Interest/finance cost	-
PBT	(4.40)
Provision for Tax	-
(Loss) / Profit After Tax	(4.40)
Share Capital	304.66

5.7 Pre and Post - Offer Share holding pattern of the Target Company shall be as follows:

Share holders category	**Shareholding prior to the acquisition and offer (A)**		**Shares agreed to be acquired which triggered off the Regulation (B)**		**Shares to be acquired in open offer (Assuming full Acceptance) (C)**		**Shareholding after the acquisition and offer pursuant to the Regulations i.e. (A)+(B)+(C)=(D)**	
	No.	%	**No.**	%	**No.**	%	**No.**	%
(1) Promoter Group								
(a) Parties to the Agreement								
Mr. A V K S Prasad	1,31,406	4.31	(1,31,406)	(4.31)	-	-	-	-
Mr. S K Pathki	4,70,541	15.44	(4,67,941)	(15.36)	-	-	2,600	0.09*
Mr. B N Sistla	3,37,401	11.07	(3,23,261)	(10.61)	-	-	14,140	0.46*
Total (a)	**9,39,348**	**30.83**	**(9,22,608)**	**(30.28)**	-	**-**	**16,740**	**0.55**
(b) Promoters other than (a) above								
-		-	-	-	-	-	-	-
Total (1)	**9,39,348**	**30.83**	**(9,22,608)**	**(30.28)**	-	**-**	**16,740**	**0.55**
(2) Acquirer								
Mrs. Rashmi Ravi Sharma	6,25,000	20.51	9,22,608	30.28	7,92,113	26.00	23,39,721	76.80
Mr. Sanjaykumar R Bhalani	-	-						
Mr. Jignesh B Rajpara	-	-						
b. PACs	-	-				-	-	-
Total 2	**6,25,000**	**20.51**	**9,22,608**	**30.28**	**7,92,113**	**26.00**	**23,39,721**	**76.80**
(3) Parties to agree-ment other than 1 & 2	-	-	-	-	-	-	-	-
Total 3	**-**	**-**	-	-	-	-	-	-
(4) Public (other than parties to agreement / Acquirer)								
a)FIs/MFs/FII/Banks	-	-	**-**	**-**	**-**	**-**	**-**	**-**
b) Others	14,82,240	48.66			(7,92,113)	(26.00)	6,90,127	22.65
Total 4	**14,82,240**	**48.66**			**(7,92,113)**	**(26.00)**	**6,90,127**	**22.65**
Total (1+2+3+4)	**30,46,588**	**100.00**					**30,46,588**	**100.00**

* *The balance holding of the outgoing promoter shall be classified under public category subject to and in compliance with applicable provisions of SEBI SAST Regulations or any other Regulations / Circular issued by SEBI or Stock Exchanges in this behalf.*

Notes:

1. The actual Post-Offer Shareholding of Public would depend on the response and acceptance of the shareholders in this Open Offer.
2. As on date of this LOF, there are about 717 Shareholders in the Target Company.

5.8 Upon completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulations) Rules as amended and the Listing Agreement entered into between the Target Company and the Stock Exchange. However, the Acquirers undertake to take necessary steps in accordance with Regulation 7(4) of SEBI SAST Regulations to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement within the period mentioned therein.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Offer price

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

6.1.2 The Equity Shares of the Target Company were admitted for trading by BSE during September 2015. Since the date of listing, there have been no trading of the Equity Shares of the Target Company on BSE. The Equity Shares of the Target Company are also listed on Ahmedabad Stock Exchange (ASE). As per the information available, there have been no trading in the scrips of the Target Company on ASE since last one year. As such, the Equity Shares of CHPL Industries Limited are infrequently traded shares within the meaning of Regulation 2(j) of SEBI SAST Regulations during the 12 calendar months preceding the month in which Public Announcement is made at BSE / ASE.

6.1.3 <u>Justification of offer price:</u>

The offer price of Re. 1/- per Equity Share of the Target Company has been determined after considering the following in terms of Regulations 8(1) and 8(2) of the SEBI SAST Regulations:

PARTICULARS	**Price (**Rs.)
1. Negotiated price	1.00
2. Volume weighted average price paid/payable for acquisitions during the 52 weeks preceding the date of public announcement	1.00
3. Highest price paid/payable for acquisition during the 26 weeks preceding the date of public announcement	1.00
4. Volume weighted average market price of shares for a period of 60 trading days immediately preceding the date of public announcement (*where the shares are frequently traded*)	N.A.
5. Fair Value determined in accordance with parameters of Regulation 8(2) (e)*	0.55
6. Highest of the above	1.00
7. Offer Price	1.00

* The fair value of Equity Shares is Re. 0.55 (Rupee Nil and Paise Fifty Five only) as certified by Mr. Vijay Mutha, Chartered Accountant, Proprietor, Vijay Mutha & Co., having their office at B-4, Shantiganga Apartment, Opp Railway Station, Bhayander East, Dist. Thane 401105 (Membership No. 39544); Tel: 022-28043131; vide their certificate dated February 29, 2016 keeping in view the Hon'ble Supreme Court's decision in the Hindustan Lever Employee's Union vs. Hindustan Lever Limited, 1995 (83 Com Case 30)

6.1.4 The Manager to the Offer, Arihant Capital Markets Limited does not hold any Equity Shares in the Target Company as at the date of LOF. The Manager to the Offer further declare and undertake that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

6.2 Financial arrangements:

6.2.1 Assuming full acceptance, the total fund requirements for this Offer is Rs. 7,92,113/- (Rupees Seven lakhs Ninety Two Thousand One Hundred Thirteen only).

6.2.2 In accordance with Regulation 17 of the SEBI SAST Regulations, the Acquirers have deposited Rs. 8,00,000/- (Rupees Eight Lakhs only) by way of cash, being more than 100% of the entire amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with ICICI Bank, Capital Market division, 1st floor, 122 Mistry Bhawan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020 – with exclusive authority to operate the account in favour of Arihant Capital Markets Ltd., the Manager to the Offer. The Acquirers have duly empowered the Managers to the Offer to realise the value of the Escrow Account in terms of Regulation 21(1) of the SEBI SAST Regulations.

6.2.3 The Acquirers have adequate resources to meet the financial requirements of the Offer. The fund requirements will be met from existing sources/Net Worth. No separate borrowings from Indian Banks / Financial Institutions or sources such as NRIs are envisaged by the Acquirer. The Acquirers hereby declare and confirm that they have adequate and firm financial resources to fulfill the total financial obligation under the Offer

6.2.4 Mr. Vijay Mutha, Chartered Accountant, Proprietor, Vijay Mutha & Co., having their office at B-4, Shantiganga Apartment, Opp Railway Station, Bhayander East, Dist. Thane 401105, (Membership No. 39544); Tel: 022-28043131; has certified vide their certificate dated February 29, 2016 that the net worth of Mrs Rashmi Ravi Sharma as on February 29, 2016 is Rs. 87,07,600/- (Rupees Eighty Seven Lakhs Seven Thousand Six Hundred only) and that she has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer.

M/s K N Sheladiya & Co., Chartered Accountants, having their office at A-411, Yash Plaza Opp Dhana Mill, Varachha Road, Surat – 395006; (Membership No. 155974), Tel: +91-9824630817; email:kaushiksheladiya@yahoo.in has certified vide their certificate dated February 29, 2016 that the net worth of Mr. Sanjaykumar Rameshbhai Bhalani as on February 29, 2016 is Rs. 14,97,576/- (Rupees Fourteen Lakhs Ninety Seven Thousand Five Hundred Seventy Six only) and that he has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer

M/s M Sojitra & Associates, Chartered Accountants, having their office at 608/609 6th floor, APMC Building, Krushi Bazar, Sahara Gate, Ring Road, Surat – 395002; (Membership No. 136187), Tel: 0261-3004742; email:msojitraassociates@gmail.com has certified vide their certificate dated February 29, 2016 that the net worth of Mr. Jignesh Bhupatbhai Rajpara as on February 29, 2016 is Rs. 17,34,394/- (Rupees Seventeen Lakhs Thirty Four Thousand Three Hundred Ninety Four only) and that he has sufficient liquid assets as on date to fulfill the monetary obligations under this Open Offer

6.2.5 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI SAST Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions :

7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholder(s) of the Target Company (except the Acquirers, PAC / deemed PACs / Sellers) whose name appear on the Register of Members and to the beneficial owners of the shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on the Identified Date.

7.1.3 The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.4 The LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

7.1.5 While it would be ensured that the Letter of Offer is despatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.6 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance-cum-Acknowledgement sent along with the other documents duly filled in and signed by the applicant shareholder(s).

7.1.7 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

7.2 Locked in shares – There are no locked-in shares held by the public shareholders to whom this open offer is being made.

7.3 Persons eligible to participate in the Offer

Except the Acquirers, deemed PACs and the Promoters of the Target Company, all the registered shareholders of the Target Company and unregistered shareholders who own the Equity Shares of the Target Company any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, are eligible to participate in the Offer.

7.4 Statutory and Other Approvals

7.4.1 As on the date of this Letter of Offer, no statutory approvals are required by the Acquirers to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserve the sole right to reject the equity shares tendered in the Offer.

7.4.2 In terms of Regulation 18(11) of the SEBI SAST Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirers/PAC agreeing to pay interest to the Shareholders as may be directed by the SEBI.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by BSE as provided under the SEBI SAST Regulations and Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

8.2 BSE Limited shall be the Designated Stock Exchange (DSE) for the purpose of tendering Shares in the Open Offer.

8.3 The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchange in the form of a separate window (Acquisition Window).

8.4 The Acquirers have appointed Arihant Capital Markets Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the tendering period. The contact details of the buying broker are as mentioned below:

Arihant Capital Markets Limited
#1011, Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai – 400 093
Tel : 022-42254800; Fax : 022-42254880; Email: mbd@arihantcapital.com
Contact Person: **Mr. Amol Kshirsagar**

8.5 All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during tendering period.

8.6 Separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Members can enter orders for demat Shares as well as physical Shares.

8.7 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during tendering period.

8.8 Procedure for tendering Equity Shares held in Dematerialised Form:

i. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker /Selling Member indicating details of Shares they wish to tender in Open Offer.

ii. The Seller Member would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the DSE or clearing corporation of DSE (Clearing Corporation) for the transfer of Equity Shares to the account of the Clearing corporation before placing the bids/order and the same shall be validated at the time of order entry. The details pertaining to transfer of shares to Clearing Corporation shall be informed in the issue opening circular that will be issued by DSE /Clearing Corporation.

iii. Shareholders will have to submit Delivery Instruction Slips ("DIS") duly filled in specifying market type as "Open Offer" and execution date alongwith other details to their respective broker so that Shares can be tendered in Open Offer.

iv. For Custodian participant order for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

v. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip ("TRS") generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered etc.

vi. In case of receipt of Shares in the account of the Clearing Corporation under specified settlement number and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for demat Shareholders.

vii. The Eligible Persons will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro rata acceptance of shares tendered under the Open Offer.

8.9 Procedure for tendering Equity Shares held in Physical Form:

i. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and open a trading account with the broker, if they already do not have such trading account. The shareholders should submit complete set of documents as mentioned below for placing of sale order and for verification procedure :

1. Form of Acceptance duly completed and signed in accordance with the instructions contained therein by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
2. Original share certificate(s)
3. Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
4. Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature)

ii. The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

iii. The Seller Member/ Shareholder has to deliver the shares & documents along with TRS to the Registrars. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.

iv. 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 Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted, else rejected and accordingly the same will be depicted on the exchange platform.

v. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

8.10 Procedure for tendering the 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.

In case the Equity Shares are in dematerialised form: An Eligible Person may participate in the Offer by approaching their broker / Selling Member and tender Shares in the Open Offer as per the procedure mentioned in point 8.8 above

In case the Equity Shares are in physical form: An Eligible Person may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, this DPS and this Letter of Offer. They can participate by submitting an application on plain paper giving details regarding their shareholding and relevant documents mentioned in paragraph 8.9 of this Letter of Offer to the selling broker. Seller Member / Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 8.9 of this Letter of Offer) should reach the Registrar before 5:00 PM on the Closing Date. If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer. Alternatively, such holders of Equity

Shares may also apply on the form of acceptance-cum-acknowledgement in relation to this Offer annexed to the Letter of Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.

8.11 Settlement Process

i. On closure of the Offer reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the account of clearing Corporation.
ii. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
iii. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Seller Member / Custodian Participant will receive funds payout in their settlement bank account. The Seller Members / Custodian Participants would pay the consideration to their respective clients.
iv. Excess demat shares or unaccepted demat Shares, if any, tendered by the Shareholders would be returned to the respective Seller Members by Clearing Corporation as part of the exchange payout process. In case of Custodian Participant orders, excess demat shares or unaccepted demat Shares, if any, will be returned to the respective Custodian Participant. The Seller Members / Custodian Participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
v. Physical Shares, to the extent tendered but not accepted, will be returned to the Shareholders directly by Registrars.
vi. Every Seller Member, who puts in a valid bid on behalf of an eligible Person, would issue a contract note and pay the consideration for the Equity Shares accepted under the Open Offer and return the balance unaccepted demat Equity Shares to their respective clients. Buying Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Open Offer.
vii. Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction) . The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) which are to be incurred solely by the selling shareholder.

8.12 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.

8.13 The Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

8.14 The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible shareholders of the Target Company. In case of non receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company

8.15 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

9. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer, 1011, Solitaire Corporate Park, 1st floor, Building No. 10, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai – 400 093, the Corporate Office of Arihant Capital Markets Limited, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays and Sundays and Public/Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

a) Copy of certificate dated February 29, 2016 issued by Mr. Vijay Mutha, Chartered Accountants certifying the net worth of Mrs Rashmi Ravi Sharma, the Acquirer and adequacy of liquid resources to fulfil the monetary obligations under the Open Offer.

b) Copy of certificate dated February 29, 2016 issued by M/s K N Sheladiya & Co., Chartered Accountants certifying the net worth of Mr. Sanjaykumar Rameshbhai Bhalani, the Acquirer and adequacy of liquid resources to fulfil the monetary obligations under the Open Offer.

c) Copy of certificate dated February 29, 2016 issued by M/s M Sojitra & Associates, Chartered Accountants certifying the net worth of Mr. Jignesh Bhupatbhai Rajpara, the Acquirer and adequacy of liquid resources to fulfil the monetary obligations under the Open Offer.

d) Certificate issued by Mr Vijay Mutha, Chartered Accountants, certifying the fair valuation of the Equity Shares of the Target Company

e) Annual Reports of the Target Company for the financial years 2012–13, 2013-14 and 2014-15

f) Copy of Escrow Agreement entered into between ICICI Bank Limited, the Escrow Bankers; Arihant Capital Markets Limited, Merchant Bankers and the Acquirers in connection with the Escrow Account opened in terms of the SEBI SAST Regulation

g) Copy of Share Purchase Agreement dated March 4, 2016 between the Acquirers & the Sellers for acquisition of shares of the Target Company.

h) A copy of Public Announcement dated March 4, 2016

i) Copy of Detailed Public Statement dated March 14, 2016

j) SEBI observation Letter bearing reference No. SEBI/HO/CFD/DCR1/OW/2016/11692 dated April 22, 2016.

10. DECLARATION

1. In terms of Regulation 25(3) of the SEBI SAST Regulations, the Acquirers accept full responsibility for the information contained in the Letter of Offer, Form of Acceptance, Public Announcement and Detailed Public Statement and also for ensuring compliance with the SEBI SAST Regulations.

2. The Manager to the Offer hereby states that the person signing this Letter of Offer are the Acquirer and are also duly and legally authorised to sign this Letter of Offer.

Signed by the Acquirers

Rashmi Ravi Sharma   Sanjaykumar R Bhalani   Jignesh B Rajpara

Date: April 27, 2016

Encl.:

1. Form of Acceptance cum Acknowledgement
2. Share Transfer Form

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

*(For Equity Shareholders holding shares in **PHYSICAL** form)*

Tender Form

OFFER OPENS ON	**May 10, 2016**
OFFER CLOSES ON	**May 23, 2016**

For Registrar / collection centre use		
Inward No.	Date	Stamp

Status (*please tick appropriate box*)					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank / FI		Pension / PF
	VCF		Partnership/LLP		Others (*specify*)

To,

Rashmi Ravi Sharma, Sanjaykumar R Bhalani, Jignesh B Rajpara

Dear Sirs,

Sub: Open Offer for acquisition of upto 7,92,113 Equity Shares of Rs. 10/- each of CHPL Industries Limited (Target Company) at a price of Re. 1/- per Equity Share

1. I / We (having read and understood the Letter of Offer issued by the Acquirers) hereby tender / Offer my / our Equity Shares in response to the Open Offer on the terms and conditions set Out below and in the Letter of Offer.
2. Details of Equity Shares held and tendered offered:

	In figures	**In words**
Equity Shares held as on Identified Date (**April 26, 2016**)		
Number of Equity Shares Offered under the Open Offer		

3. I / We authorize you to buy Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to transfer the same in your name(s).
4. 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.
5. 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.
6. I/We agree that the Company will pay the Offer Price only after due verification of the validity of the documents and that the consideration may be paid as per SEBI notified Stock Exchange mechanism.
7. Details of Share Certificate(s) enclosed:

Serial	Folio No.	Share Certificate No.	Distinctive Nos.		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

8. Details of other Documents (duly attested) (Please √ as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares of CHPL Industries Limited hereby tendered in the Open Offer
	Death Certificate		Succession Certificate
	Self attested copy of PAN		Corporate authorisations
	Others (please specify)		

9. Equity Shareholders Details:

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

* *corporate must also affix rubber stamp and sign*

INSTRUCTIONS

1. This Offer will open on May 10, 2016 and close on May 23, 2016
2. This Tender Form 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 Tender Form.
3. 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:
   a) The relevant Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
   b) Original share certificates.
   c) Copy of the Permanent Account Number (PAN) Card.
   d) 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.
   e) 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.
4. Eligible Persons should also provide all relevant documents in addition to above documents which may include (but not limited to):
   a) Duly attested Power of Attorney if any person other than the Eligible Persons has signed the relevant Tender / Offer Form.
   b) Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
   c) Necessary corporate authorisations, such as Board Resolution / Specimen Signature etc., in case of Companies.
5. 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.
6. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
   a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
   b) Non-submission of Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
   c) If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
   d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar.

*For Equity Shareholders holding shares in **DEMATERIALISED** form*

Tender Form

OFFER OPENS ON	**May 10, 2016**
OFFER CLOSES ON	**May 23, 2016**

For Registrar / collection centre use		
Inward No.	Date	Stamp

Status (*please tick appropriate box*)					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank / FI		Pension / PF
	VCF		Partnership/LLP		Others (*specify*)

To,
Rashmi Ravi Sharma, Sanjaykumar R Bhalani, Jignesh B Rajpara

Dear Sirs,

Sub: Open Offer for acquisition of upto 7,92,113 Equity Shares of Rs. 10/- each of CHPL Industries Limited (Target Company) at a price of Re. 1/- per Equity Share

1. I / We (having read and understood the Letter of Offer issued by the Acquirers) hereby tender / Offer my / our Equity Shares in response to the Open Offer on the terms and conditions set Out below and in the Letter of Offer.
2. Details of Equity Shares held and tendered / offered under the Offer :

	In figures	**In words**
Equity Shares held as on Identified Date (**April 26, 2016**)		
Number of Equity Shares Offered under the Open Offer		

3. I / We authorize you to buy Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to transfer the same in your name(s).
4. 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.
5. 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.
6. I/We agree that the Company will pay the Offer Price as per the Stock Exchange mechanism.
7. I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Open Offer in the demat account from where I / We have tendered the Equity Shares in the Open Offer.
8. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No				
Client ID				

9. Equity Shareholders Details:

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

***** *corporate must also affix rubber stamp and sign*

INSTRUCTIONS

1. This Offer will open on May 10, 2016 and close on May 23, 2016
2. This Tender form 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 Tender Form.
3. Shareholders who desire to tender their equity shares in the electronic form under the Open Offer would have to do so through their respective selling member by indicating the details of equity shares they intend to tender under the Open offer.
4. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer as may be decided by the Company / Registrar to the Offer, in accordance with the SEBI SAST Regulations.
5. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.