LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of **CHANKYA INVESTMENTS LIMITED.** If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Letter of Offer to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER

Pursuant to Regulations 3 and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

TO THE SHAREHOLDERS OF CHANKYA INVESTMENTS LIMITED

(Hereinafter referred as “CHANKYA” or “the Target Company” or “TC” or “the Company”)

Having the Registered Office at Malhotra House, 5th Floor, Opp. GPO, Fort, Mumbai-400 001

Phone No. +91-22-2269 7581 Fax: +91-22-2261 6739, Email id: chankyainvltd@gmail.com

BY

Acquirer-1*: Mr. Bhagwanji Narsi Patel S/o Mr. Narsi Patel, aged about 49 years, is residing at Flat No. 1203, 12th Floor, Vasant Lawns Pampas, Pokhran Road No.2, Majiwada, Thane (West), Thane-400 601 Tel. No. +91-97644 42263

AND

Acquirer-2*: Mr. Utkarsh Anil Goyal, S/o Mr. Anil Goyal, aged about 21 years, is residing at C-2601, Obroi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101, Tel. No. +91 98204 11351

hereinafter collectively referred to as “the Acquirers”

TO ACQUIRE

Up to 52,000 Fully Paid-up Equity Shares of Rs. 10/- each, representing in aggregate 26% of the Paid up and Voting Equity Share Capital of Chankya, for cash, at a price of **Rs. 11.50/-** (**Rupees Eleven and Fifty Paisa only)** per Fully Paid-up Equity Share **(“Offer Price”).**

Please Note

1. This Offer is being made pursuant to the Regulations 3 & 4 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights accompanied with change in control.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However the Offer would be subject to all-statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.
4. **This offer is not a competing offer**
5. **There has been no competing offer or revision of Offer Price as on date of this Letter of Offer.**
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance and settlement is set out in Para 8 of this DLOF.
8. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last three working days before the commencement of the tendering period viz., **Wednesday, 9th March, 2016** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement was appeared.
9. A copy of the Public Announcement, detailed Public Statement and the Letter of Offer would also available on SEBI’s Website: www.sebi.gov.in.
10. All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz. **Cameo Corporate Services Limited**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 **Tel No.** +91 22 4050 9999 **Fax No.** +91 22 4050 9900 **Email id:** rushabh@focl.in **Investor Grievance Email:** investorcomplaints@focl.in **Website:** www.focl.in **SEBI Registration No:** INM000003671 **Contact person:** Mr. Rushabh Shorff	CAMEO **CAMEO CORPORATE SERVICES LTD.** Submaramanian Building, 1 Club House Road, Chennai 600 002. Tel No.: +91-44-2846 0390/1989 Fax No.: +91-44-2846 0129 Website: www.cameoindia.com E-mail ID: cameo@cameoindia.com Contact Person: Mr. R. D. Ramasamy SEBI Registration No: INR000003753
OFFER OPENS ON: TUESDAY, 15TH MARCH, 2016	**OFFER CLOSES ON: WEDNESDAY, 30TH MARCH, 2016**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Original Date	Original Day	Revised Date	Revised Day
Public Announcement	22.09.2015	Tuesday	22.09.2015	Tuesday
Opening of Escrow Account	28.09.2015	Monday	28.09.2015	Monday
Publication of Detailed Public Statement in newspapers	30.09.2015	Wednesday	30.09.2015	Wednesday
Submission of Detailed Public Statement to BSE, Target Company & SEBI	30.09.2015	Wednesday	30.09.2015	Wednesday
Last date of filing draft letter of offer with SEBI	08.10.2015	Thursday	08.10.2015	Thursday
Last date for a Competing offer	23.10.2015	Friday	23.10.2015	Friday
Receipt of comments from SEBI on draft letter of offer	30.10.2015	Friday	25.02.2016	Thursday
Identified date*	03.11.2015	Tuesday	29.02.2016	Monday
Date by which letter of offer be posted to the shareholders	10.11.2015	Tuesday	08.03.2016	Tuesday
Last date for revising the Offer Price	13.11.2015	Friday	09.03.2016	Wednesday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	16.11.2015	Monday	10.03.2016	Thursday
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	18.11.2015	Wednesday	14.03.2016	Monday
Date of opening of the Offer	19.11.2015	Thursday	15.03.2016	Tuesday
Date of Closure of the Offer	03.12.2015	Thursday	30.03.2016	Wednesday
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	17.12.2015	Thursday	18.04.2016	Monday
Final report from Merchant Banker	28.12.2015	Monday	26.04.2016	Tuesday

- ***"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 owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.***

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or 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 stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

1) The Offer involves an offer to acquire up to 26% of the Paid Up Equity Share Capital of Chankya from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2) In the event that (a) a statutory and regulatory approval is not received in a timely manner, (b) there is any litigation leading to a "stay" of the Offer, or (c) SEBI instructing the Acquirers not to proceed with the Offer, and 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 shareholders of Chankya

whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI.

3) Shareholders should note that 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. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

4) The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirers, and wherever applicable, by the Target Company, in connection with the Offer. The Acquirers may not to be able to proceed with the Offer in the event the approvals are not received in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

5) The Shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of Chankya. Accordingly, the Acquirers make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of Chankya on whether to participate or not to participate in the Offer.

6) The demat escrow account where the Shares tendered in the offer would be held in trust by the Registrar to the Offer is due to be opened due to procedural matters. Further delay in opening the demat account, may delay completion of the Offer.

B. IN ASSOCIATION WITH THE ACQUIRERS

The Acquirers intend to acquire 52,000 (Fifty Two Thousand) fully paid up equity Shares of Rs.10/- each representing 26% of total equity and voting share capital of the Target Company, at a price of Rs. 11.50 (Rupees Eleven and Fifty Paisa Only) per equity share, payable in cash under the SEBI (SAST) Regulations, 2011. Chankya does not have any partly paid-up equity shares as on the date of PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares. Post this Offer, the Acquirers will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3 & 4 of the SEBI (SAST) Regulations. The Acquirers make no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers make no assurance with respect to the financial performance of the Target Company.

C. RISK IN THE TRANSACTION

The Share Purchase Agreement (SPA) dated 22nd September, 2015 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 Regulations, the Sellers or the Acquirers shall not act upon the agreement for such sale.
The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.
The risk factor set forth above pertains to the acquisition and the Offer and not in relation to the present or future business operations of the Target Company or 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 stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

TABLE OF CONTENTS

1. DEFINITIONS

Acquirers / The Acquirers	Collectively Mr. Bhagwanji Narsi Patel and Mr. Utkarsh Anil Goyal
Acquisition Agreement or SPA	Share Purchase Agreement dated 22nd September, 2015 between Sellers and Acquirers.
Board	The Board of Directors of Target Company
BSE	BSE Limited
B.Com	Bachelor in Commerce
BBA	Bachelor in Business Administration
BSE	BSE Limited
CIN	Corporate Identity Number
Detailed Public Statement or DPS	Public Statement of the Open Offer made by The Acquirers, which appeared in the newspapers on 30th September, 2015
Effective Date	The date of certificate by the Merchant banker after filing the final Report with SEBI under SEBI (SAST) Regulations
EGM	Extra Ordinary General Meeting
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
IndusInd	IndusInd Bank Limited
Identified Date	Monday, 29th February, 2016
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
LoO, or Letter of Offer	This Offer Document
Manager to the Offer or, Merchant Banker	First Overseas Capital Limited
MBA	Masters in Business Administration
M.Com	Masters in Commerce
M.Sc	Masters in Science
Negotiated Price	Rs. 9/-(Nine Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
Offer/Open Offer/ The Offer	Offer to acquire up to 52,000 Equity Shares of Rs. 10/- each representing 26.00% of the total paid up equity share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 11.50/- per Equity share payable in cash
Offer Price	Rs. 11.50/-(Rupees Eleven and Fifty Paisa Only) per fully paid up Share of Rs. 10/- each payable in cash.
PA	Public Announcement
PAC/PACs	Person(s) Acting in Concert
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Chankya Investments Limited, and unregistered shareholders who own the Shares of Chankya Investments Limited on or before the last date of tendering period is eligible to participate in the offer.
Promoter/ Promoter Group	M/s Laser Shaving (India) Private Limited, M/s Laser Shaving Products Private Limited, M/s Malhotra Fincon Private Limited, M/s Malhotra International Private Limited and M/s Watco Engineering Company Limited
RBI	Reserve Bank of India
Registrar or Registrar to the Offer	Cameo Corporate Services Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI Act	Securities and Exchange Board of India Act, 1992.
Sellers	M/s Laser Shaving (India) Private Limited, M/s Laser Shaving Products Private Limited, M/s Malhotra Fincon Private Limited, M/s Malhotra International Private Limited and M/s Watco Engineering Company Limited
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company
Chankya/Target Company/ TC	Chankya Investments Limited

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Letter of Offer, all figures have been expressed in “Lacs” unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

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 CHANKYA INVESTMENTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR 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 MANAGER TO THE /OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, FIRST OVERSEAS CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 5TH OCTOBER, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer (“Offer”) is being made by Mr. Bhagwanji Narsi Patel and Mr. Utkarsh Anil Goyal **(hereinafter collectively referred as Acquirers),** under the offer to the Equity Shareholders of **M/s. Chankya Investments Limited *(“Chankya” or the "Target Company")*** a company incorporated and duly registered under the Companies Act, 1956, and having its Registered office at Malhotra House, 5th Floor, Opp. GPO, Fort, Mumbai-400 001, Phone No. +91-22-2269 7581 Fax: +91–22-2261 6739, Email id: chankyainvltd@gmail.com pursuant to the Regulation 3 and Regulation 4 and in compliance with the SEBI (SAST) Regulations, 2011. Acquirers have entered into a Share Purchase Agreement (“**SPA**”) with the Promoters of Target Company (hereinafter referred to as the “**Sellers**”), on 22nd September, 2015 wherein it is proposed that they shall purchase 55,400 fully paid up equity shares of the Target Company bearing a face value of Rs. 10/- each (“**Sale Shares**”), which amounts to 27.70 % of the total paid-up equity share capital of the Target Company along with prime object of to acquire substantial acquisition of shares / voting rights with intended change in control. The said sale is proposed to be executed at a price of Rs. 9/- per fully paid-up equity share (“**Negotiated Price**”), aggregating to Rs. 4,98,600/- (Rupees Four Lacs Ninety Eight Thousand Six Hundred only) (“**Purchase Consideration**”) payable in cash. Consequent upon acquiring the shares pursuant to the execution of SPA, the post shareholding & voting rights of the Acquirers would come to 27.70% of the total paid up equity shares of the Target Company. Pursuant to the acquisition of equity shares and consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulation 3, 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended the Acquirers propose to do a substantial acquisition of shares of Chankya and also to takeover the management control of Chankya.

3.1.2 The Acquirers hereby make this Offer to the Shareholders of the Target Company (other than the parties to the SPA) to acquire up to 52,000 fully paid up Equity Shares (“Shares”) of the Target Company of Rs. 10/- each, representing in aggregate 26.00% of the paid up Equity Share Capital and voting capital at a price of Rs. 11.50/- (Rupees ELecen and Fifty Paisa only) per share (“Offer Price”) payable in cash subject to the terms and conditions mentioned in the DPS and in this Letter of Offer.

3.1.3 There is no person acting in concert **("PAC")** with the Acquirers for the purpose of this Open Offer.

3.1.4 The Acquirers have entered into a SPA with Sellers on 22nd September, 2015 for the purchase of 55,400 Equity Shares of the Target Company bearing a face value of Rs. 10/- each (**"Sale Shares"**), of the total paid-up equity share capital and management control of **Chankya Investments Limited**, which represents up to 27.70% of the total paid-up equity share capital of Chankya at a price of Rs. 9.00/- (Rupees Nine Only) per fully paid up Share (Negotiated Price) payable through cash. The total consideration payable in cash for the proposed acquisition will be Rs. 4,98,600/- (Rupees Four Lacs Ninety Eight Thousand Six Hundred only). The Sellers belongs to the Promoter group of the Target Company. Consequent upon entering into SPA, the post shareholding & voting rights of the Acquirers would come to 27.70% of the total paid up equity shares of the Target Company. Pursuant to the acquisition of equity shares and consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulation 3, 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.

3.1.5 The details of the Sellers are as under:

Sr. No.	**Name of Sellers**	**Address of Sellers**	**No. and percentage of Shares/ Voting Rights held before entering into SPA on 22nd September, 2015**	**No. and percentage of Shares/ Voting Rights held after entering into SPA on 22nd September, 2015**
			No. of Shares (%)	**No. of Shares (%)**
1.	M/s Laser Shaving (India) Private Limited	Malhotra House, 6-3-1186, Begumpet, Hyderabad, Telangana	19,600 (9.80%)	Nil
2.	M/s Laser Shaving Products Private Limited	Malhotra House, 5th Floor, Opp. GPO, Fort, Mumbai-400 001	10,000 (5.00%)	Nil
3.	M/s Malhotra Fincon Private Limited	P 12, New CIT Road, Kolkata-700 073	9,600 (4.80%)	Nil
4.	M/s Malhotra International Private Limited	P 12, New CIT Road, Kolkata-700 073	16,000(8.00%)	Nil
5.	M/s Watco Engineering Company Limited	Reconodo Compound, Inside Municipal Asphalt Compound, SK Ahire Marg, Worli, Mumbai-400 030	200 (0.10%)	Nil
	Total		**55,400 (27.70%)**	**Nil**

3.1.6 The salient features of the SPA dated 22nd September, 2015 are as under:

3.1.6.1 The SPA is subject to compliance of provisions of SEBI (SAST) Regulations and in case of non compliance with the provisions of SEBI (SAST) Regulations this SPA shall not be acted upon.

3.1.6.2 The obligations of the Sellers and the Acquirers under the SPA are subject to the satisfaction of, or, if applicable, waiver of the following conditions precedent:

- The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations and in case of non compliances with the provisions of SEBI (SAST) Regulations, this SPA shall not be acted upon.
- This agreement shall be binding on the parties, their heirs, legal representatives, executors and successors.
- That the Sale Shares under the SPA are free from all charges, encumbrances or liens
- The Sellers shall transfer the Sale Shares in favor of Acquirers after the completion of sale.
- The Acquirers/Sellers agrees to diligently provide all information within their power and possession and to give true and proper disclosures to SEBI, Stock Exchanges and to the shareholders.
- All costs and expenses (including stamp duty on the agreement) shall be borne and paid by the acquirers.

3.1.7 Upon completion of this Open Offer in terms of the SEBI (SAST) Regulations, the change of control of Target Company shall be effected.

3.1.8 The Acquirers, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.9 The Shares of the Target Company are listed at BSE.

3.1.10 None of the Acquirers has acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of this Public Announcement.

3.1.11 None of the Acquirers holds any equity shares in the Target Company as of the date of Public Announcement.

3.1.12 The Manager to the Open Offer i.e. First Overseas Capital Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.1.13 The Acquirers intend to assume control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.

3.1.14 There is no non-compete arrangement and/or agreement between the Acquirers and the Sellers.

3.1.15 Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition alongwith the management control; the PA was submitted with BSE on 22nd September, 2015 in compliance with Regulation 13(1) of the Regulations by the Acquirer. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

3.1.16 As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 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.

3.2 Details of the Proposed Offer

3.2.1 The Acquirers have made a Detailed Public Statement pursuant to Public Announcement on 30th September, 2015 in the following newspapers in accordance with the Regulation 14 (3) and pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations.

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshwadeep	Marathi	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirers are making this Open Offer under the SEBI (SAST) Regulations, to acquire up to 52,000 Shares of Rs. 10/- each representing up to 26.00 % of the total Paid up equity share capital from the Shareholders of Chankya on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 11.50/- per equity share payable in cash. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 There are no partly paid up Shares in the Target Company.

3.2.4 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

3.2.5 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.

3.2.6 The Acquirers have not acquired any Shares in the Target Company after the date of PA i.e. 22nd September, 2015, up to the date of Letter of Offer.

3.2.7 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

3.3 Object of the Offer:

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

3.3.2 The Offer to the Shareholders of Chankya is for the purpose of acquiring up to 26.00% of the total paid up capital. After the proposed Offer, the Acquirers will achieve substantial acquisition of Shares and voting rights, accompanied with effective management control over the Target Company.

3.3.3 The Acquirers intend to continue the existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company.

3.3.4 The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Open Offer.

3.3.5 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of Chankya Investments Limited in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

4. BACKGROUND OF THE ACQUIRERS

4.1 The details of the Acquirers are as follows:

Name of Acquirers	Address	Qualification	Experience	Tel. No.	Net Worth (Rs. In Lacs)
Mr. Bhagwanji Narsi Patel	Flat No. 1203, 12th Floor, Vasant Lawns Pampas, Pokhran Road No.2, Majiwada, Thane (West), Thane-400 601	B.Com	9 Years experience in real estate	+91-97644 42263	341.24
Mr. Utkarsh Anil Goyal	C-2601, Obroi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101	BBA	2 Years experience in real estate	+91 98204 11351	15.10

4.2 The Net Worth of Mr. Bhagwanji Narsi Patel has been certified Mr. Mahesh Kumar Birla, (Membership No. 078390), Chartered Accountant partner of M/S L.V. Rathi & Co. having its office at 85, Prabhu Ali, Vishal Tower, 1st Floor, Mandai, Bhiwandi, Thane-421 301, Tel. No. +91-2522-255261 ; Email: camaheshbirla@gmail.com vide certificate dated 11th September, 2015 and The Net Worth of Mr. Utkarsh Anil Goyal has been certified by Mr. Harish Laddha, (Membership No. 420513), Chartered Accountant partner of M/S DMKH & Co. having its office at C-9, Sanjay Apartment, SVP Road, Near Gokul Hotel, Borivali (West), Mumbai-400 092 Tel. No. +91-22-2891 6494/95; Email: dmkhco@gmail.com vide certificate dated 7th September, 2015

4.3 Apart from 55,400 (Fifty Five Thousand and Four Hundred) fully paid up equity shares which the Acquirers propose to acquire pursuant to Share Purchase Agreement dated 22nd September, 2015, none of the Acquirers holds any equity shares/ voting rights of Chankya as on date of this DLOF.

4.4 Acquirers have complied with the disclosure requirement of Chapter V of SEBI (SAST) 2011 as applicable.

4.5 None of the Acquirers have promoted any other listed company and he does not hold any directorship in any listed companies.

4.6 The Acquirers do not have any relationship &/or interest in the Target Company including with its Directors, Promoters & key employees. There are no persons on the Board of the Target Company, representing any of the Acquirers.

4.7 The Acquirers have not been prohibited by SEBI from dealing in the securities, in terms of direction issued under Section 11B of SEBI Act 1992 as amended or under any other Regulations made under the SEBI Act.

4.8 The Acquirers undertake that they will disclose during the offer period, every acquisitions of shares of Target Company to BSE within 24 hours of such acquisition. Acquirers further undertake, all acquisitions, if any, will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period in order to comply regulation 18(6) of the SEBI (SAST) Regulations, 2011

4.9 The Acquirers undertake that they will not sell the equity shares of the Target Company held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.

5. BACKGROUND OF THE TARGET COMPANY

5.1 Chankya was originally incorporated on 1st October, 1974 with the Registrar of Companies, Mumbai, Maharashtra as public limited company vide Certificate of Incorporation No. 17806 of 1974-1975. Chankya has obtained the certificate of commencement of business on 16th October, 1974. Presently the Registered Office of the company is situated at Malhotra House, 5th Floor, Opp. GPO, Fort, Mumbai-400 001, Phone No. +91-22-2269 7581 Fax: +91–22-2261 6739, Email id: chankyainvltd@gmail.com

5.2 The Sellers are the current Promoters of Chankya and collectively holds 27.70% of the total paid up Equity Share Capital of Chankya.

5.3 Chankya is into the business of financing activities in India by way of making loans or advances, or subscribing to the capital or investing in the shares of companies and other investment business.

5.4 The authorized share capital of Chankya as on date of PA is Rs. 25,00,000 (Rupees Twenty Five Lacs Only), comprising of 2,50,000 Equity Shares bearing a face value of Rs 10/- (Rupees Ten only) each. As on date of PA Paid-up Equity Share capital of the Chankya is Rs. 20,00,000/- (Rupees Twenty Lacs Only) divided into 2,00,000 Equity Shares of Rs. 10/- each.

Paid up Equity Shares of Chankya	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	2,00,000	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	2,00,000	100.00
Total Voting Rights in the Target Company	2,00,000	100.00

5.5 The current capital structure of the Company has been build up since inception, are as under:

Date of allotment	No. of shares issued	No. of shares issued in % (of then capital)	Face Value	Cumulative paid up capital (in Rs.)	Mode of Acquisition (Memorandum/IPO/FPO/ Market Purchase/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Identity of allottees (whether promoters or public, in case both separate figures to be given)	Status of Compliance
01/10/1974	7	100.00	10	70	Subscription to MOA	Promoters	Not Applicable
04/12/1974	49,993	99.99	10	5,00,000	Initial Public Offerings	Public	Not Applicable
07/05/2015	1,50,000	75.00	10	20,00,000	Bonus Issue in the ratio of 3:1	Promoters (41,550), Public (1,08,450)	Not Applicable

5.6 The Equity Shares of the Chankya are listed on BSE and are not suspended for trading by BSE.

5.7 There are no partly paid-up Shares in the Company.

5.8 There are no outstanding convertible instruments / warrants.

5.9 As on date, the Company has complied with the requirements of the Listing Agreement with BSE as on date and further no penal action is initiated by the BSE where the Equity Shares of the Company are listed.

5.10 The composition of the board of directors of Chankya as the date of P.A i.e. 22nd September, 2015 is as follows:

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification	DIN No.	Experience in years
1	PRAVIN BABRUVAHAN SHAH	Director	A-301, RAJ PARK, RAJAJI ROAD, DIST-THANE, DOMBIVALI EAST, 421201, Maharashtra, INDIA	24/05/1989	B.COM	00180976	35 Years
2	PRASHANT VASUDEO VAIDYA	Director	10A/103, SHAILENDRA NAGAR, VRINDAVAN CHS LTD,, MHADA COMPLEX, DAHISAR (E), MUMBAI, 400068, Maharashtra, INDIA	29/06/2001	CA INTER	0365439	23 Years
3	RENU SURENDRA GUPTA	Independent Director	4, AMIT, 1104, MURARI GHAG MARG,, PRABHADEVI, MUMBAI, 400025, Maharashtra, INDIA	30/06/2015	MSC.	03496174	20 Years
4	NILESH ASHOK KULKARNI	Independent Director	Malhotra Marketing Pvt. Ltd, Malhotra House, Opp. GPO Fort,, Mumbai, 400001, Maharashtra, INDIA	12/12/2012	M.COM	06445736	8 Years

5.11 The Shareholding pattern of the Chankya, as on the date of PA is as follows:

Shareholder Category	Number Of Equity Shares Of The Target Company	Percentage of Equity Share Capital (%)
Promoter	55,400	27.70
Public	1,44,600	72.30
Total	**2,00,000**	**100.00**

5.12 There has been no merger, de-merger during the past three years in Chankya. There are no pending litigations against Chankya.

5.13 Audited financial information of Chankya for the financial year ended on March 31, 2013, 2014 and 2015 are given below:

(Rs. in Lacs)

Profit & Loss Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2013 (Audited)
Sales / Income from Operations	0.32	7.65	0.48
Other Income	1.62	1.99	2.26
Total Income	1.94	9.64	2.74
Total Expenditure (Excl Depreciation and Interest)	3.16	9.69	1.90
Profit (Loss) before Depreciation, Interest and Tax	(1.22)	(0.05)	0.84
Depreciation	-	0.30	0.75
Interest	-	-	-
Profit / (Loss) before Tax	(1.22)	(0.35)	0.09
Tax Expenses	(0.01)	-	(0.01)
Profit /(Loss) after Tax	(1.21)	(0.35)	0.10

(Rs. in Lacs)

Balance Sheet Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2013 (Audited)
Sources of Funds			
Paid up Share Capital	5.00	5.00	5.00
Reserves & Surplus (Excluding Revaluation Reserve)	18.82	20.03	20.38
Long Term Borrowings	-	-	-
Short Term Borrowings	-	-	-
Current Liabilities	0.17	0.22	0.13
Provisions	-	-	-
TOTAL	**23.99**	**25.25**	**25.51**
Uses of Funds			
Fixed Assets	-	0.20	0.50
Non Current Assets	20.19	18.94	21.74
Current Assets, Loans and Advances	3.80	6.11	3.27
Miscellaneous Expenses not written off/ Preliminary Expenses	-	-	-
Profit & Loss A/c (Dr. Bal)	-	-	-
TOTAL	**23.99**	**25.25**	**25.51**

Other Financial Data	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2013 (Audited)
Net Worth (Rs.)	23.82	25.03	25.38
Dividend (%)	--	--	--
Earning Per Share (Rs.)	(2.42)	(1.76)	0.18
Return on Networth (%)	(5.08)%	(1.40)%	0.39%
Book Value Per Share	47.64	50.06	50.76

There are no contingent liabilities for the year ended 31st March, 2015 as well as on the date of this Letter of Offer.

Reason for fall/rise in total income and profit after tax are as follows:

FY 2014-2015 Compared to 2013-2014

During the financial year 2014-15, the company has earned total income to the tune of Rs. 1.94 Lacs whereas in the fiscal 2014 there was total income accounted for Rs. 9.64 Lacs of fiscal 2013-14 with a decline of 79.88 %. Such decline is mainly attributed to sluggish in market conditions. The losses post tax in the financial year 2014-15 has stood at Rs. 1.21 Lacs from Rs. 0.35 Lacs in the financial year 2013-14.

FY 2013-2014 Compared to 2012-2013

During the financial year 2013-14, the company has earned total income to the tune of Rs. 9.64 Lacs whereas in the fiscal 2013 there was total income accounted for Rs. 2.74 Lacs of fiscal 2012-13 with an increase of 251.82 %. The losses post tax in the financial year 2013-14 has stood at Rs. 0.35 Lacs as compared to profit of Rs. 0.10 Lacs in the financial year 2012-13.

5.14 Pre- and Post-Offer shareholding pattern of the Chankya is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shares/voting rights acquired Through Share Purchase Agreement (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter Group**								
	a. Parties to agreement	55,400	27.70	(55,400)[1]	(27.70)	Nil	Nil	Nil	Nil
	b. Promoters other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total 1 (a+b)	**55,400**	**27.70**	**(55,400)**	**(27.70)**	**Nil**	**Nil**	**Nil**	**Nil**
2.	**Acquirers**	Nil	Nil	55,400	27.70	52,000	26.00	1,07,400	53.70
	Total	**Nil**	**Nil**	**55,400**	**27.70**	**52,000**	**26.00**	**1,07,400**	**53.70**
3.	Parties to agreement other than (1) (a) & 2	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Parties (other than parties to agreement, acquirers & PACs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	a. FIs/MFs/FIIs/ Banks/SFI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	b. Others	1,44,600	72.30	Nil	Nil	(52,000)	(26.00)	92,600	46.30
	Total no. of shareholders i.e. 220 in "Public Category"								
	Total	**2,00,000**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**2,00,000**	**100.00**

Note: *The data within bracket indicates sale of Equity Shares.*

5.15 The number of Shareholders in Chankya in public category is 79 as on date of PA.

5.16 The Company is not a sick Company.

5.17 There is change in shareholding of Promoters group. The details of change in shareholding of Promoters as per reporting u/r. 8(3) of the SEBI (SAST) Regulations, 1997 filed with the Stock Exchange since 1997 to 22nd September, 2015 (Date of Public Announcement) are as under.

Year ended 31st March	Opening Balance (No. of Shares)	Opening % holding promoter group	Net purchase/(sale)	Mode of Acquisition / sale	Closing holding promoter group (No. of Shares)	Closing % holding promoter group	Increase/decrease in percentage holding (+/- %)	Compliance
1997	13850	27.70	-	NA	13850	27.70	-	NA
1998	13850	27.70	-	NA	13850	27.70	-	NA
1999	13850	27.70	-	NA	13850	27.70	-	NA
2000	13850	27.70	-	NA	13850	27.70	-	NA
2001	13850	27.70	-	NA	13850	27.70	-	NA
2002	13850	27.70	-	NA	13850	27.70	-	NA
2003	13850	27.70	-	NA	13850	27.70	-	NA
2004	13850	27.70	-	NA	13850	27.70	-	NA
2005	13850	27.70	-	NA	13850	27.70	-	NA
2006	13850	27.70	-	NA	13850	27.70	-	NA
2007	13850	27.70	-	NA	13850	27.70	-	NA
2008	13850	27.70	-	NA	13850	27.70	-	NA
2009	13850	27.70	-	NA	13850	27.70	-	NA
2010	13850	27.70	-	NA	13850	27.70	-	NA
2011	13850	27.70	-	NA	13850	27.70	-	NA
2012	13850	27.70	-	NA	13850	27.70	-	NA
2013	13850	27.70	-	NA	13850	27.70	-	NA
2014	13850	27.70	-	NA	13850	27.70	-	NA
2015	13850	27.70	-	NA	13850	27.70	-	NA
7th May, 2015	13850	27.70	41550	Bonus Issue in ration of 3:1	55400	27.70	-	NA

5.18 The Target Company has delayed in filing regulation 6(2), 6(4) for the year 1997 and Regulation 8(3) for the year ended 1998 to 2007 and also for the year ended 2009. Promoters of the Target Company have not complied with Regulation 30(2) of the SEBI (SAST) Regulation 2011 for the financial year 2012, 2013 and 2014, However for the financial year 2012, 2013 and 2014 Promoters of Target Company has filed the regulation in formats specified under Regulation 8 (1) and 8 (2) of SEBI (SAST) Regulation 1997.

SEBI may initiate appropriate action for imposing monetary penalty against Target Company and its Promoters for non-compliance of disclosure requirement under Takeover Regulations 1997 and Takeover Regulations, 2011, if violations are established

5.19 Status of corporate governance compliances by Chankya: -

As per the Financial Statement for the year 2014-2015, the Corporate Governance clauses as enumerated in Clause 49 of the Listing agreement with BSE are not applicable to Target Company.

5.20 Mr. Prashant Vasudeo Vaidya is the Compliance Officer of the Company, his address Malhotra House, 5th Floor, Opp. GPO, Fort, Mumbai-400 001, Tel No.: +91-22-2269 7581 Fax: +91-22-2261 6739, Email id: chankyainvltd@gmail.com

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on the BSE. The shares are placed under **Group 'T'** having a Scrip Code of **"501270"** & Scrip Id: **ZCHANAIN.**

6.1.2 The equity shares of the Target Company are not frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on BSE.
The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months of PA (September, 2014 – August, 2015) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	Nil	2,00,000	Nil

Source: www.bseindia.com

6.1.3 The Offer Price of Rs. 11.50/- (Rupees Eleven and Fifty Paisa only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Negotiated price under the Shares Purchase Agreement	9
(b)	The volume- weighted average price paid or payable for acquisitions by the acquirers during 52 weeks immediately preceding the date of PA.	N.A.
(c)	Highest price paid or payable for acquisitions by the acquirers during 26 weeks immediately preceding the date of PA.	N.A.
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	N.A.
(e)	Other Financial Parameters as at June 30, 2015:	
	Return on Net worth (%)	(22.28)%
	Book Value per share	Rs. 9.74
	Earnings per share	Rs. (2.17)

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 11.50/- (Rupees Eleven and Fifty Paisa Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.4 There has been no corporate action requiring the price parameters to be adjusted.

6.1.5 As on date there is no revision in open offer price or open offer size. In case of any revision in the open offer price or open offer size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the open offer price or Open offer size.

6.1.6 If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the closure of Open Offer at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose equity shares have been accepted in this Offer within sixty days from the date of such acquisition.

6.1.7 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 (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

6.2 Financial Arrangements

6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 5,98,000/- (Rupees Five Lacs Ninety Eight Thousand only) ("maximum consideration") i.e. consideration payable for acquisition of 52,000 equity shares of the target Company at offer price of Rs. 11.50/- per Equity Share.

6.2.2. The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.

6.2.3 Assuming the full acceptance of 26% i.e acquisition of 52,000 equity shares of the target Company, the total requirement of funds for the Open Offer is Rs. 5,98,000/- (Rupees Five Lacs Ninety Eight Thousand only). In compliance of Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirers have opened an Escrow Account bearing no. 201000175369 with the Escrow Agent, i.e. IndusInd Bank Limited, having address at Premises No. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai 400 001, and have deposited cash of Rs. 5,98,000/- (Rupees Five Lacs Ninety Eight Thousand Only), being 100% of the total amount required for the Open Offer.

6.2.4 The Acquirers have duly empowered First Overseas Capital Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5 The Manager to the Offer, M/s First Overseas Capital Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations.

6.2.6 The Net Worth of Mr. Bhagwanji Narsi Patel has been certified Mr. Mahesh Kumar Birla, (Membership No. 078390), Chartered Accountant partner of M/S L.V. Rathi & Co. having its office at 85, Prabhu Ali, Vishal Tower, 1st Floor, Mandai, Bhiwandi, Thane-421 301, Tel. No. +91-2522-255261 ; Email: camaheshbirla@gmail.com vide certificate dated 11th September, 2015 and The Net Worth of Mr. Utkarsh Anil Goyal has been certified by Mr. Harish Laddha, (Membership No. 420513), Chartered Accountant partner of M/S DMKH & Co. having its office at C-9, Sanjay Apartment, SVP Road, Near Gokul Hotel, Borivali (West), Mumbai-400 092 Tel. No. +91-22-2891 6494/95; Email: dmkhco@gmail.com vide certificate dated 7th September, 2015. The aggregate total Net Worth of Acquirers are Rs. 356.34 Lacs and Acquirers have sufficient means to fulfil the obligations under this open offer.

6.2.7 The Manager to the Offer, M/s. First Overseas Capital Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 The Letter of Offer will be mailed to all those shareholders of Chankya (except the Acquirers and the parties to the SPA) whose name appear on the Register of Members, at the close of business hours on 29th February, 2016 ("Identified Date"). Accidental omission to dispatch this LOF or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.

7.2 All owners of the shares, Registered or Unregistered (except the Acquirers and the parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

7.3 Subject to the conditions governing this Offer, as mentioned in the LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

7.4 **Locked in Shares**
There are no shares under lock in. In the open offer, there would not be any discrimination in locked-in and free shares.

7.5 Eligibility for accepting the Offer:

The Offer is made to all the Registered Shareholders of Chankya and unregistered Shareholders who own the Equity Shares of Chankya on or before the last date of tendering period, other than the parties to the SPA, i.e. the Acquirers and Sellers.

7.6 Statutory Approvals

7.6.1 As on date, the Offer is not subject to receiving any approval(s), from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto. The Acquirers shall obtain applicable approval(s), 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.

7.6.2 No approval from any bank or financial institutions is required for the purpose of this Offer.

7.6.3 As on the date of this Letter of Offer, no other statutory approvals are required to be obtained for the purpose of this Offer.

7.6.4 The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.6.5 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirers for payment of consideration to Shareholders subject to Acquirers agreeing to pay interest for delayed period as directed by SEBI.

7.6.6 The Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders who have accepted the open offer within 10 working days from the last date of the tendering period.

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 Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

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

8.3 The Acquirers have appointed Cameo Corporate Services Limited as Registrar to the Offer.

8.4 The Target Company is presently having connectivity with Central Depository Services (India) Limited ('CDSL') and National Securities Depositories Limited ('NSDL')

8.5 The Registrar would be accepting the documents by Hand Delivery / Registered Post / Speed Post/ Courier at the following specified centre / address:

CAMEO CORPORATE SERVICES LTD.
Submaramanian Building,
1 Club House Road, Chennai 600 002.
Tel No.: +91-44-2846 0390/1989
Fax No.: +91-44-2846 0129
Website: www.cameoindia.com
E-mail ID: cameo@cameoindia.com
Contact Person: Mr. R. D. Ramasamy

8.6 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).

8.7 The Acquirers have appointed Alacrity Securities Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the tendering period. The Contact details of the buying broker are as mentioned below:

ALACRITY SECURITIES LIMITED
101, 1st Floor, Hari Dharshan,
B Wing, Bhogilal Fadia Road, Kandivali (West),
Mumbai - 400 067
Tel: +91-22-28073882/28073982; Fax: +91-22-28073967
Investor Grievance e-mail: alacritysec@gmail.com
Website: www.alacritysec.com
SEBI Registration No.: INB010909837

8.8 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.

8.9 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.

8.10 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.

8.11 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 Clearing Corporation of India Ltd. (Clearing Corporation) for the transfer of Equity Shares to the Special Account of the Clearing corporation before placing the bids/order and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE /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 Cutodians 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 special account of the Clearing Corporation 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 prorated Open Offer.

8.12 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 submit complete set of documents for verification procedure as mentioned below:

- Original share certificate(s)

- 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.

- Self attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors)

- Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature)

- Self attested copy of address proof such as valid Adhar Card, Voter ID, Passport

(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(s)/ custodian has to deliver the Physical Share certificate & documents mentioned along with TRS to the Registrar and Transfer Agent ("RTA") by registered post, speed post or courier or hand delivery . Physical Share Certificates will have to reach RTA within 2 days of bidding by seller member(s) / custodian. The envelope should be scribed as "Chankya Open Offer 2016" One copy of the TRS will be retained by RTA and RTA to provide acknowledgement of the same to the seller member / custodian.

(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.

8.13 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 Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case the Equity Shares are in Physical form:

An Eligible Persons 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, DPS and the Letter of Offer. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in this Letter of Offer) should reach the Registrar of the Company 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 of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.

8.14 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) Trading Members should use the settlement number to be provided by the Clearing Corporation to transfer the Shares in favour of Clearing Corporation.

(v) 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.

(vi) Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by RTA.

(vii)Every Seller Member, who puts in a valid bid on behalf of an eligible Person, would issue a contract note & 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.

(viii) 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) incurred solely by the selling shareholder.

8.15 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.

8.16 The Letter of Offer 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.

8.17 The Letter of Offer 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

8.18 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. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at First Overseas Capital Limited, 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 from 10.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

9.1 Certificate of Incorporation, Memorandum and Articles of Association of Chankya Investments Limited.

9.2 Certificate of Mr. Mahesh Kumar Birla, (Membership No. 078390), Chartered Accountant partner of M/S L.V. Rathi & Co., certifying the Net worth of Mr. Bhagwanji Narsi Patel and Certificate of Mr. Harish Laddha, (Membership No. 420513), Chartered Accountant partner of M/S DMKH & Co. certifying the Net worth of Mr. Utkarsh Anil Goyal.

9.3 Annual Reports of Chankya Investments Limited for years ended on March 31, 2013, 2014 and 2015

9.4 Certificate from IndusInd Bank Limited having office at Premises No. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai 400 001 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.

9.5 A copy of the Share Purchase Agreement between the Acquirers and the Sellers dated 22nd September, 2015 for Acquisition of 55,400 Equity Shares (27.70%) which triggered the Open Offer.

9.6 Copy of Public Announcement dated 22nd September, 2015.

9.7 Published copy of the Detailed Public Statement, which appeared in the newspapers on 30th September, 2015 for acquisition of 52,000 Equity Shares of Chankya.

9.8 Published Copy of the recommendation made by Target Company's Board of Independent Directors as required in terms of Regulation 26 (7) of SEBI (SAST) Regulations.

9.9 Observation letter no SEBI/HO/CFD/DCR1/OW/2016/5449 dated 25th February, 2016 on the Letter of Offer filed with the Securities and Exchange Board of India.

9.10 Memorandum of Understanding between Lead managers i.e. First Overseas Capital Limited. & Acquirers.

10. DECLARATION BY THE ACQUIRERS

We have made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

We are responsible for ensuring compliance with the Regulations and the obligations as stated under the Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this DLOF, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956, Companies Act, 2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956, Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

The Acquirers accept full responsibility for the information contained in the DLOF and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof and the Acquirers would be responsible for ensuring compliance with the SEBI (SAST) Regulations.

Signed by All Acquirers

Mr. Bhagwanji Narsi Patel

Mr. Utkarsh Anil Goyal

Place: Mumbai
Date: 29.02.2016