

**MATRU-SMRITI TRADERS LIMITED**

Regd. Office: B - 207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai 400 092  
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**OPEN OFFER FOR ACQUISITION OF 4,43,722 (FOUR LAC FORTY THREE THOUSAND SEVEN HUNDRED AND TWENTY TWO) EQUITY SHARES FROM THE SHAREHOLDERS OF MATRU-SMRITI TRADERS LIMITED ("MSTL" OR "TARGET COMPANY" OR "TC") BY MR. ABHISHEK BANSAL (HEREINAFTER REFERRED TO AS "ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) & 4 AND ALL OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011").**

This Advertisement ("Offer Opening Public Announcement") is being issued by Aryaman Financial Services Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirer, in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011") in respect of Open Offer ("Offer") to acquire 4,43,722 (Four Lac Forty Three Thousand Seven Hundred And Twenty Two) Equity Shares of the face value of ₹ 10/- each, constituting 25.45% of the fully diluted equity share capital of the Target Company at a price of ₹ 110/- (Rupees One Hundred and Ten Only) (the "Offer Price"). This Offer Opening Public Announcement is to be read with Public Announcement dated June 25, 2015 ("PA") along with the Detailed Public Statement ("DPS") published on July 02, 2015 respectively in The Financial Express (English-All Editions), Jansatta (Hindi-All Editions) and Navshakti (Marathi-Mumbai Edition) with respect to the aforementioned Offer.

- The Offer Price is ₹ 110/- (Rupees One Hundred and Ten Only) per fully paid-up Equity Share ("Offer Price"). The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price.
- Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends that the Offer Price of ₹ 110/- is fair and reasonable. The recommendation of IDC was published on November 04, 2015 (Wednesday) in the same newspapers where the DPS was published.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competitive bid to this Offer.
- The Letter of Offer dated October 29, 2015 ("LoF") has been dispatched on November 02, 2015 (Monday) to all the eligible Shareholders of the Target Company whose names appeared in the Register of Members on October 26, 2015, the Identified Date.
- Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on the website of the Securities & Exchange Board of India ("SEBI") at <http://www.sebi.gov.in>. Registered/Unregistered Shareholders, if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
  - In case of physical shares: Name, address, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate/original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders. The details of the Acquirer should be kept blank and all other requirements for valid transfer will be preconditioned for acceptance.
  - In case of dematerialized shares: Name, address, number of shares offered, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Beneficial Owners Depository Participant, in favour of the Special Depository Account:

Depository Name	CDSL
DP Name	R R S Shares & Stock Brokers Private Limited
DP ID Number	12029000
Account Name	PSIPL Escrow A/c Matrusmriti Open Offer
Client ID	00039159

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") shall be required to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account opened with CDSL.

- In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer had been submitted to SEBI on July 09, 2015. The final observations letter from SEBI was received on October 21, 2015 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the Letter of Offer.
- The Target Company has received the approval of the members for increase in authorized share capital of the Target Company from ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10/- each to ₹ 2,00,00,000 divided into 20,00,000 equity shares of ₹ 10/- each. The result of the Postal Ballot was declared on August 06, 2015. The Target Company had received in-principle approval for Issue from BSE Ltd on August 06, 2015. The Board of the Target Company had allotted 12,00,000 Equity Shares on August 20, 2015. Further the Target Company had received Listing Approval from BSE Limited dated September 08, 2015 and Trading Approval dated October 20, 2015.
- The re-classification of current promoter in the public category will be in compliance of Regulation 31A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- Earlier the Acquirer had kept securities worth ₹ 127.61 Lacs in Escrow with the margin of ₹ 50.58 Lacs. However, the same has been replaced by Bank Guarantee worth ₹ 80 Lacs (valid up to and including December 30, 2015), on October 01, 2015. In term of Reg. 17(3) of the Regulations, the Acquirer has provided the Bank Guarantees for ₹ 45.00 Lacs (valid up to and including December 23, 2015) and ₹ 80.00 Lacs (valid up to and including December 30, 2015), aggregating to ₹ 125.00 Lacs.
- There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the Letter of Offer.
- There are no other statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable at a later date but before the completion of the Open Offer, the Open Offer would be subject to the receipt of such other statutory approvals also.
- Schedule of Activities:**

MAJOR ACTIVITIES	ORIGINAL SCHEDULE	REVISED SCHEDULE
Public Announcement	Thursday, June 25, 2015	Thursday, June 25, 2015
Detailed Public Statement	Thursday, July 02, 2015	Thursday, July 02, 2015
Filing of Draft Letter of Offer with SEBI	Thursday, July 09, 2015	Thursday, July 09, 2015
Last Date for a Competitive Bid	Thursday, July 23, 2015	Thursday, July 23, 2015
Receipt of Comments from SEBI on Draft Letter of Offer	Thursday, July 30, 2015	Wednesday, October 21, 2015
Identified Date*	Monday, August 03, 2015	Monday, October 26, 2015
Last Date by which Letter of Offer be posted to the Shareholder	Monday, August 10, 2015	Monday, November 02, 2015
Last Day of Revision of Offer Price/Share	Tuesday, August 11, 2015	Tuesday, November 03, 2015
Comments on the Offer by a Committee of Independent Directors constituted by the BoDs of the Target Company	Wednesday, August 12, 2015	Wednesday, November 04, 2015
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Friday, August 14, 2015	Friday, November 06, 2015
Date of Opening of the Offer	Monday, August 17, 2015	Monday, November 09, 2015
Date of Closing of the Offer	Monday, August 31, 2015	Tuesday, November 24, 2015
Date of communicating the rejection/ acceptance and payment of consideration for the acquired share	Monday, September 14, 2015	Wednesday, December 09, 2015

\*Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer would be sent. All owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirer, persons deemed to be acting in concert with Acquirer and Seller of the Target Company) are eligible to participate in the offer anytime before the closure of the Offer

The terms not defined herein will have the same meaning as defined in the PA, DPS and the Letter of Offer. All other terms and conditions of the Offer shall remain unchanged.

The Acquirer is jointly and severally accept the responsibility for the information contained in this Offer Opening Public Announcement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.

This Pre Offer Advertisement will also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)

**THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER**



**ARYAMAN FINANCIAL SERVICES LIMITED**

(CIN No.: L74899DL1994PLC059009)

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Email: [info@afsl.co.in](mailto:info@afsl.co.in); Contact Person: Mr. Deepak Biyani/Mr. Krish Sanghvi

Place : Mumbai

Date : November 05, 2015