POST OFFER ADVERTISEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

UPASANA FINANCE LIMITED

(CIN: L65191TN1985PLC011503)

Registered Office: 98A, Dr. Radhakrishnan Salai, 3rd Floor, Auras Corporate Centre, Mylapore, Chennai - 600 004, Tamil Nadu

Contact No.: +91 44 2847 8605; E-Mail ID: upasana_shares@yahoo.com;

Website: www.upasanafinance.com

Open Offer for acquisition of 11,12,300 Equity Shares of Upasana Finance Limited ("UFL"/"Target Company") by Ms. Rekha Jain ('Acquirer 1'), Ms. Bhavika Jain ('Acquirer 2') and Ms. Khushbu Jain ('Acquirer 3') (collectively being the "Acquirers").

This Post Offer Advertisement is issued by Mark Corporate Advisors Private Limited **("Manager to the Offer")** on behalf of the Acquirers in connection with the Open Offer made by the Acquirers to acquire 11,12,300 Equity Shares of Face Value of ₹10 each **("Equity Shares")** of the Target Company, representing 26% of the Equity Share Capital of the Target Company **("Offer")**, in compliance with Regulation 18(12) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof **["SEBI (SAST) Regulations, 2011"/ "Regulations"]**. The Detailed Public Statement with respect to the aforementioned offer was made on March 03, 2017 (Friday) in the following newspapers:

Newspaper	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition
Makkal Kural	Tamil	Chennai Edition

1) Name of the Target Company : Upasana Finance Limited
2) Name of the Acquirers : 1) Ms. Rekha Jain ('Acquirer 1') 2) Ms. Bhavika Jain ('Acquirer 2') 3) Ms. Khushbu Jain ('Acquirer 3')
3) Name of the Manager to the Offer : Mark Corporate Advisors Private Limited
4) Name of the Registrar to the Offer : Integrated Registry Management Services Pvt. Ltd.
5) Offer Details
   a) Date of Opening of the Offer : July 07, 2017 (Friday)
   b) Date of Closure of the Offer : July 20, 2017 (Thursday)
6) Date of Completion of Payment of Consideration and communication of Rejection/Acceptance : August 01, 2017 (Tuesday)/ August 03, 2017 (Thursday)
7) **Details of Acquisition:**

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Proposed in the Letter of Offer</th><th colspan="2">Actuals</th></tr>
<tr><td>7.1</td><td>Offer Price (in ₹)</td><td colspan="2">₹40 (Rupees Forty only) per Equity Share, payable in cash</td><td colspan="2">₹40 (Rupees Forty only) per Equity Share, payable in cash</td></tr>
<tr><td>7.2</td><td>Interest Payment</td><td colspan="2">Not Applicable</td><td colspan="2">₹0.34 (Thirty Four Paise) per Equity Share, payable in cash**</td></tr>
<tr><td>7.3</td><td>Aggregate number of shares tendered</td><td colspan="2">11,12,300 Equity Shares*</td><td colspan="2">2,05,912 Equity Share</td></tr>
<tr><td>7.4</td><td>Aggregate number of shares accepted</td><td colspan="2">11,12,300 Equity Shares*</td><td colspan="2">2,05,212 Equity Share^</td></tr>
<tr><td>7.5</td><td>Size of the Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)</td><td colspan="2">₹4,44,92,000</td><td colspan="2">₹82,08,480 + ₹69,772.08***</td></tr>
<tr><td>7.6</td><td>Shareholding of the Acquirers before Public Announcement
• Number
• % of Equity Share Capital</td><td colspan="2">
Nil
Not Applicable</td><td colspan="2">
Nil
Not Applicable</td></tr>
<tr><td>7.7</td><td>Shares acquired by way of Share Purchase Agreement (SPA)
• Number
• % of Equity Share Capital</td><td colspan="2">
30,00,200
70.13%</td><td colspan="2">
30,00,200
70.13%</td></tr>
<tr><td>7.8</td><td>Shares Acquired by way of Open Offer
• Number
• % of Equity Share Capital</td><td colspan="2">
11,12,300*
26.00%*</td><td colspan="2">
2,05,212^
4.80%^</td></tr>
<tr><td>7.9</td><td>Shares acquired after Detailed Public Statement
• Number
• % of Equity Share Capital
• Price of the Shares acquired</td><td colspan="2">
Nil
Nil
Not Applicable</td><td colspan="2">
Nil
Nil
Not Applicable</td></tr>
<tr><td>7.10</td><td>Post Offer Shareholding of Acquirers:
• Number
• % of Equity Share Capital</td><td colspan="2">
41,12,500*
96.13%*</td><td colspan="2">
32,05,412
74.93%</td></tr>
<tr><td>7.11</td><td>Pre & Post offer Shareholding of the Public
• Number
• % of Equity Share Capital</td><td>Pre Offer
12,77,800
29.87%</td><td>Post Offer
1,65,500*
3.87%*</td><td>Pre Offer
12,77,800
29.87%</td><td>Post Offer
10,72,588
25.07%</td></tr>
</table>

**Assuming full acceptance in the Open Offer.*

***₹0.34 per Equity Share has been paid by way of interest at the rate of 10% p.a. on the Offer Price, for delay in making the payment beyond the Schedule Date, i.e. July 03, 2017 (Monday) on account of delay in receipt of approval from Reserve Bank of India ("RBI"), in accordance with the provisions of Regulations 18(11) of SEBI (SAST) Regulations, 2011.*

^Net of Technical Rejections.

****Total consideration paid out as interest, calculated as number of Equity shares accepted multipled by ₹0.34 per Equity Share.*

8) The Acquirers accepts full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under Regulations.
9) A copy of this Post Offer Advertisement will be available on the websites of SEBI and BSE Limited and also at the Registered Office of the Target Company.

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the Letter of Offer dated June 23, 2017.

Issued by Manager to the Offer:

MARK CORPORATE ADVISORS PRIVATE LIMITED
CIN: *U67190MH2008PTC181996*
404/1, The Summit Business Bay, Sant Janabai Road
(Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057
Tel. No.: +91 22 2612 3207; **Fax No.:** +91 22 2612 3208
Contact Person: Mr. Manish Gaur
E-Mail: openoffer@markcorporateadvisors.com
SEBI Regn No.: INM000012128

For and on behalf of the Acquirers

Sd/-	Sd/-	Sd/-
Rekha Jain	**Bhavika Jain**	**Khushbu Jain**
('Acquirer 1')	**('Acquirer 2')**	**('Acquirer 3')**

Place : Mumbai
Date : August 07, 2017

PRESSMAN

Size: 12(w) x 40(h)