

DRAFT LETTER OF OFFER

“This Document is important and requires your immediate attention”

This Draft Letter of Offer is sent to you as a shareholder(s) of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFERBY

Name of the Acquirer	Address	Contact No.	Email Id
Mr. VatsalAgarwaal	F. No 703-704/A, Shiv Parvati CHSL, Plot No. PDP2, VER-18, MHADA, Versova, Andheri-West, Mumbai-40053, Maharashtra, India	91-9167758992	vatsalbombay@gmail.com

(hereinafter referred to as “The Acquirer”)

**To the shareholders of
STRATMONT INDUSTRIES LIMITED (FORMERLY KNOWN AS CHHATTISGARH INDUSTRIES LIMITED)**

(hereinafter referred to as “SIL” or the “Target Company”)

(CIN: L28100CT1984PLC002416)

Registered Office: Room No. 35, 1st Floor, Kamla Super Market, Raipur, Chattisgarh – 492001

Corporate office: B-502, Pratik CHS Ltd., JP Road, Opp. Dhake Colony, Andheri (west), Mumbai-400053 (Maharashtra)



Tel. No.: +91-22-26200480; Website: www.stratmontindustries.com;

Email Id: contact@stratmontindustries.com

For the acquisition of 9,09,449 (Nine lakh Nine Thousand Four Hundred Forty Nine Only) fully paid up equity Shares of Rs.10/- each representing 26.00% of emerging voting capital of the Target Company, at a price of Rs. 10/- (Rupees Ten Only) per equity share (the “Offer Price”) payable in cash (“Offer” or “Open Offer”).

Please Note:

- This Offer is being made by the Acquirer pursuant to regulation 3(1) & (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”) for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
- 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.
- If there is any upward revision in the Offer Price/Size at any time up to three (3) working days prior to commencement of the tendering period viz. September 11, 2018 in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement dated July 31, 2018 had appeared. If the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.
- If there is a competitive bid:**
 - The Public Offer under all subsisting bids shall open and close on the same date.**
 - As per the information available with the Acquirer/Target Company, no competitive bid has been announced as of the date of this Draft Letter of Offer (DLOO).**
- Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Detailed Public Statement/Draft Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
- The Offer is not subject to a minimum level of acceptance by the shareholders of SIL and is not a conditional offer.
- The Procedure for acceptance is set out in Para 7 of this DLOO. A Form of Acceptance is enclosed with this DLOO.
- The Public Announcement, Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement) would also be available at SEBI website (www.sebi.gov.in)

	MANAGER TO THE OFFER: GRETEX CORPORATE SERVICES PRIVATE LIMITED SEBI Registration Number: INM000012177 102, 1st Floor, Atrium-2, Behind Courtyard Marriott Hotel, Andheri Kurla Road, Hanuman Nagar, Andheri- East, Mumbai-400093, Maharashtra Tel : 022-40025273; 9836822199; 9836821999; Fax : 022-40025273 Email: info@gretexgroup.com ; Website: www.gretexcorporate.com Contact Person: Ms. Amina Khan		REGISTRAR TO THE OFFER: PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED SEBI Registration Number: INR000001112 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai- 400 011, Maharashtra, India. Tel: +91-22-2301 8261 Fax: +91-22-2301 6761 Email: busicomp@vsnl.com Website: www.purvashare.com Contact Person: Ms. Purva Shah
	OFFER OPENS ON: SEPTEMBER 17, 2018		OFFER CLOSES ON: OCTOBER 01, 2018

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Date of the PA	24.07.2018	Tuesday
Publication of Detailed Public Statement in newspapers	31.07.2018	Tuesday
Last date of a Competing Offer#	24.08.2018	Friday
Identified Date*	05.09.2018	Wednesday
Date by which the Letter of Offer will be dispatched to the shareholders	11.09.2018	Tuesday
Last date for revising the Offer Price / Offer Size	10.09.2018	Monday
Last date by which Board of the Target shall give its recommendation	12.09.2018	Wednesday
Offer Opening Public Announcement	14.09.2018	Friday
Date of commencement of tendering period (offer opening date)	17.09.2018	Monday
Date of closing of tendering period (offer closing date)	01.10.2018	Monday
Date by which all requirement including payment of consideration would be completed	09.10.2018	Tuesday

#There has been no competing offer as of the date of this DLOO.

*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 Acquirer and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with theAcquirer: -

1. The Offer involves an offer to acquire 26.00%of the emerging voting capital of SIL from the eligible persons for the Offer. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, 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 either(a) regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of SIL whose shares have been accepted in the Offer as well as the return of Shares not accepted by theAcquirer 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, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of theAcquirer, grant an extension for the purpose of completion of the Offer subject to theAcquirer 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 theAcquirer under the Offer. TheAcquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

5. Risks involved in associating with the Acquirer:

The Acquirer intends to acquire 9,09,449 (Nine lakh Nine Thousand Four Hundred Forty Nine Only)fully paid up equity Shares of Rs.10/- each representing 26.00% of emerging voting capital of the Target Company, at a price of Rs. 10/- (Rupees Ten Only) per equity share, payable in cash under the SEBI (SAST) Regulations, 2011. SIL 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 Acquirer will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 4 of the SEBI (SAST) Regulations.

The Acquirer makes 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 Acquirer makes no assurance with respect to the financial performance of the Target Company.

6. The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer 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.
7. 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.

CURRENCY OF PRESENTATION

- In this DLOO, all references to "Rs./Rupees/Re/Rupee" are references to the official currency of India.
- In this DLOO, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

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DEFINITIONS/ABBREVIATIONS

Acquirer	Mr. Vatsal Agarwal (hereinafter referred to as "The Acquirer")
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of share
BSE	BSE Limited (BSE).
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
DLOO	Draft Letter of Offer dated August 07, 2018 submitted to SEBI for its observations
DPS	Detailed Public Statement dated July 31, 2018
Tender Period	Monday, September 17, 2018 to Monday, October 01, 2018
ECS	Electronic Clearing Service
Escrow Banker	Kotak Mahindra Bank Limited
Emerging voting capital	Rs. 3,49,78,800 divided into 34,97,880 equity shares of Rs 10/- each
FOA or Form of Acceptance	Form of Acceptance – cum – Acknowledgment accompanying this Letter of Offer
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.
IFSC	Indian Financial System Code
LOF	Letter of Offer
Manager to the Offer	Gretex Corporate Services Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	From September 17, 2018 (i.e. date of entering into Memorandum of Understanding between Acquirer and Manager to the Offer) to October 01, 2018 (i.e. date of Payment Consideration)
Offer Price	Rs 10/- (Rupees Ten Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirer to acquire 9,09,449 equity shares of Rs. 10/- each, representing 26.00 % of the emerging voting capital at a price of Rs. 10/- (Rupees Ten Only) per equity share
PA	Public Announcement dated July 24, 2018
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of SIL except the Acquirer and parties to the Share Purchase Agreement
RBI	Reserve Bank of India
Registrar to the Offer	Purva Share Registry (India) Private Limited
Return on Net Worth	Profit After Tax/Net Worth
Sale Shares	1,80,000 equity shares of Rs. 10/- each at a price of Rs. 9/- (Rupees Nine Only) per equity share forming part of the SPA
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations/Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Seller or Present Promoter	Ample Commotrade Private Limited
SPA or Agreement	Share Purchase Agreement dated July 24, 2018 entered into between the Acquirer and the Seller
Target Company / SIL	Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited)

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT 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 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 EQUITY SHAREHOLDERS OF SIL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS 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 THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER GRETEX CORPORATE SERVICES PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 07, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER,

ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

2. DETAILS OF THE OFFER:

2.1 Background of the Offer:

- 2.1.1** This Open Offer ("**Offer**") is being made by Mr. Vatsal Agarwal (Acquirer) (hereinafter referred to as "The Acquirer") in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the shareholders of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited) (hereinafter referred to as "**Target Company**" or "**SIL**") a company incorporated and duly registered under the Companies Act, 1956 and having its registered office at Room No. 35, 1st Floor, Kamla Super Market, Raipur, Chhattisgarh – 492001.
- 2.1.2** 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.
- 2.1.3** There is no person acting in concert ("**PAC**") with the Acquirer within the meaning of regulation 2 (1) (q) of the SEBI (SAST) Regulations.
- 2.1.4** The Acquirer is making an Open Offer to acquire 9,09,449 fully paid up equity Shares of Rs. 10/- each representing 26.00% of the emerging voting capital of the Target Company, at a price of Rs. 10/- (Rupees Ten Only) per equity share (the "**Offer Price**") payable in cash, subject to the terms and conditions mentioned hereinafter.
- 2.1.5** The details of the Transactions which triggered the Open Offer are as under:
- a) The Acquirer has entered into a Share Purchase Agreement dated July 24, 2018 with the present Promoter of the Target Company, Ample Commotrade Private Limited (hereinafter referred to as the "**Seller**") to acquire in aggregate **1,80,000** (One Lakh Eighty Thousand) equity shares of Rs. 10/- each representing 5.15% of the emerging voting capital of the Target Company at a price of Rs. 9/- per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 16,20,000/- (Rupees Sixteen Lakh Twenty Thousand Only). The detail of the Seller is as under:

Sl. No.	Name & Address of Sellers	Nature	No. of Shares	Part of the Promoter/ Promoter Group (Yes/ No)	% to Emerging Voting Capital
1.	Ample Commotrade Private Limited (CIN: U51909WB2009PTC136877) Room No.206, 2 nd Floor, Beside India Publicity Co Ltd PNB Annex Building, 18-B, Brabourne Road, Kolkata, West Bengal, 700001, India	Body Corporate	1,80,000	Yes	5.15%
TOTAL			1,80,000		5.15%

- b) The Board of Directors of the Target Company at its meeting held on July 24, 2018, has approved, subject to compliance with applicable laws and regulations, receipt of approval of the Shareholders and other necessary approvals, the issuance, by way of a Preferential Allotment pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable legal provisions, including Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ["SEBI (ICDR) Regulations, 2009"] of 20,00,000 Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs.10/- (Rupees Ten only) each representing 57.18% of the Emerging Voting Capital of the Target Company to Mr. Vatsal Agarwal.
- 2.1.6** The Acquirer does not hold any equity shares in the Target Company before the execution of the SPA. Apart from as mentioned above, **1,80,000** (One Lakh Eighty Thousand) fully paid up equity shares of SIL which the Acquirer has acquired pursuant to SPA dated July 24, 2018.
- 2.1.7** The Acquirer has not acquired any equity shares/voting rights of the Target Company during the fifty- two weeks (52) period immediately preceding the date of the PA.
- 2.1.8** The Manager to the Offer i.e. Gretex Corporate Services Private Limited does not hold any Equity Shares in the Target Company as on the date of this DLOO. The Manager to the Offer further declared and undertakes that they shall not deal in the Equity Shares of the Target Company on their own account during the offer period.
- 2.1.9** The Offer is not as a result of global acquisition resulting in indirect acquisition of SIL.
- 2.1.10** The Salient features of the Share Purchase Agreement are as follows:
- a. The Seller holds 1,80,000 equity shares of the Target Company aggregating to 5.15% of the emerging voting capital of the Target Company.
- b. The Seller has agreed to sell and the Acquirer has agreed to acquire in aggregate 1,80,000 fully paid up equity shares of Rs.10/- each ("**Sale shares**") representing 5.15% of the emerging voting capital of the Target Company at a price of Rs.9/- per share for cash aggregating to Rs.16,20,000/- ("**Purchase Price**").
- c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period.
- d. The Acquirer shall pay an amount of Rs. 16,20,000/- (Rupees Sixteen lac twenty thousand only) to the existing promoter (seller) viz M/s Ample commotrade Private Limited after successful completion of transfer of the said 180000 nos. equity shares.
- e. The Seller shall sell, convey and deliver to the Acquirer, Sale shares and the Acquirer shall purchase, acquire and accept from the Sellers.
- f. The Sale Shares are free from all charges, encumbrances, pledge, liens, attachments and litigations.

- g. That the Acquirer and the Sellers agree to abide by its obligations as contained in the SEBI (SAST) Regulations.
- h. That in case of non-compliance of any provisions of the SEBI (SAST) Regulations; the Agreement for such sale shall not be acted upon by the Sellers or the Acquirer.
- 2.1.11** The Acquirer has 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. However have received a notice from SEBI
- 2.1.12** The Acquirer may, subsequent to successful completion of this Open Offer reconstitute the Board of Directors of the Target Company.
- 2.1.13** 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.

2.2 Details of the proposed Offer:

- 2.2.1.** The Acquirer has made a Public Announcement on July 24, 2018 to SEBI, BSE, Target Company and Detailed Public Statement pursuant on July 31, 2018 which was published in the following newspapers in accordance with the Regulation 14 (3):

Publication	Language	Edition
Financial Express	English	All Edition
Janasatta	Hindi	All Edition
Mumbai Lakshdeep*	Marathi	Mumbai Edition
Naya India	Hindi	Raipur

*Due to space constraint published on August 01, 2018.

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in; BSE website at www.bseindia.com and the website of Manager to the Offer www.gretexcorporate.com

- 2.2.2.** The Acquirer propose to acquire from the existing equity shareholders of SIL (except the parties to the SPA) 9,09,449 equity shares of Rs. 10/- each representing 26% of the emerging voting capital of the Target Company, at a price of Rs. 10/- (Ten Only) (the "Offer Price") per equity share payable in cash (the "Offer" of "Open Offer"), subject to the terms and conditions mentioned hereinafter.
- 2.2.3.** The Target Company doesn't have any partly paid up shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage. No shares are subject to any lock-in obligations.
- 2.2.4.** The Acquirer will accept all the equity shares of SIL those that are tendered in valid form in terms of this Open Offer up to a maximum of 9,09,449 fully paid-up equity shares of Rs.10/- each representing 26.00% of the emerging voting capital of the Target Company.
- 2.2.5.** Since the date of the PA to the date of this DLOO, the Acquirer has not acquired any equity shares of SIL.
- 2.2.6.** No competitive bid has been received as on date of this Draft Letter of Offer.
- 2.2.7.** There is no differential pricing in this Open Offer.
- 2.2.8.** This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19 (1) of SEBI (SAST) Regulations and is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 2.2.9.** The offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 2.2.10.** The Equity Shares of the Target Company will be acquired by Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 2.2.11.** Pursuant to this Open Offer, assuming full acceptance, the public shareholding in the Target Company will not reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the SEBI (LODR) Regulations, 2015.
- 2.2.12.** Upon completion of the Offer, assuming full acceptances in the Offer, Acquirer will hold 30,89,449 (Thirty Lakh Eighty Nine Thousand Four Hundred Forty Nine) Equity Shares constituting 88.33% of the emerging voting capital of the Target Company.

2.3 Object of the Offer:

- 2.3.1** 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.
- 2.3.2** The Acquirer also intend to 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.
- 2.3.3** The Acquirer proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of the shareholders of the Target Company. The main purpose of takeover is to expand the Company's business activities in same/diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.
- 2.3.4** The Acquirer does not have any plans to dispose off or otherwise encumber any significant assets of SIL 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 Acquirer undertakes 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 the SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

- 2.3.5** This Open Offer is for acquisition of 26% of the emerging voting capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.
- 2.3.6** Subject to satisfaction of the provisions under the Companies Act, 1956/ 2013, whichever applicable, the SEBI (SAST) Regulations and/ or any other Regulation(s), the Acquirer intend to control & make changes in the management of SIL.

3. BACKGROUND OF THE ACQUIRER:

3.1 Mr. Vatsal Agarwal (Acquirer)

- 3.1.1.** Mr. Vatsal Agarwal, S/o, Mr. Rishi Agarwalla, aged about 24 years, presently residing at F. NNo 703-704/A, Shiv Parvati CHSL, Plot No. PDP2, VER-18, MHADA, Versova, Andheri-West, Mumbai-40053, Maharashtra, India Tel. No. 9167758992; Email: vatsalbombay@gmail.com
- 3.1.2.** Mr. Vatsal has done B. Com and Inter C.A.
- 3.1.3.** Mr. Vatsal is managing the operation of the whole business of M/s Infracon Resources and development Private Limited .He is a proficient Team Leader and excel in Customer Relations.He is also involved in the business activities of M/s Simplex coke and Refractory Private Limited.
- 3.1.4.** Mr. Vatsal is holding a Permanent Account Number (PAN) APOPA5772J.
- 3.1.5.** The Networth of Mr. Vatsal as on July 24, 2018 is Rs. 3,15,13,840/- and the same is certified by Mr. Rahul Bansal, (Membership No. 068619), Partner of M/s. Rahul Bansal & Associates, Chartered Accountants (FRN: 327098E) vide his certificate dated July 24, 2018 having his office at 33A, Jawaharlal Nehru Road, 6th Floor, Suit No. 3, Kolkata-700071, Tel. No. +91 9831111380; Email: carahulbansal@hotmail.com
- 3.1.6.** Mr. Vatsal has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act. However, Mr. Vatsal has received a notice no. EFD1/DRA3/NM/13258/2018 dated 03.05.2018 and Notice No. EFD1/DRA3/MC/NRM/23041/2017 dated 22.09.2017 and replied vide letter dated 28.05.2018. The matter is still pending with SEBI.
- 3.1.7.** Mr. Vatsal is not forming part of the present Promoter group of the Target Company. As on date of this DLOO, there is/are no nominee(s) of the Acquirer on the Board of Directors of the Target Company.
- 3.1.8.** Mr. Vatsal neither holds directorship in any listed company nor is he a whole time Director in any listed Company.
- 3.1.9.** Except the transaction contemplated in the Share Purchase Agreement ("SPA"), he does not have any other relationship/interest in the Target Company.
- 3.1.10.** The entities promoted/controlled/managed by Acquirer is as under:

Sl. No.	Name of the Entities	Designation	Number and % of total Equity Shares held/ Share of Partnership etc.
1.	Long Life Skill Yoga Private Limited	Director	9,000 (90.00%)
2.	Simplex Coke And Refractory Private Limited	Director	Nil
3.	Infracon Resources & Development Private Limited	Director	90,000 (90.00%)
4.	Loyalty Cart Private Limited	Director	9,500 (95.00%)

- 3.1.9** There are no persons acting in concert in relation to the Offer within the meaning of 2(1)(q) of SEBI (SAST) Regulations.
- 3.1.10** Acquirer is not in the list of willful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on willful defaulters issued by Reserve Bank of India.
- 3.1.11** The Acquirer undertakes that he 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.

4. BACKGROUND OF STRATMONT INDUSTRIES LIMITED (FORMERLY KNOWN AS CHHATTISGARH INDUSTRIES LIMITED) ("SIL" or "TARGET COMPANY")

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

- 4.1** Stratmont Industries Limited (SIL) (Formerly known as Chhattisgarh Industries Limited) was incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 on April 05, 1984 in the State of Chhattisgarh. The name has been changed from Chhattisgarh Industries Limited to Stratmont Industries Limited w.e.f. December 27, 2016. The CIN of SIL is L28100CT1984PLC002416. The registered office of the Target Company is presently situated at Room No. 35, 1st Floor, Kamla Super Market, Raipur, Chattisgarh – 492001, Phone No.: +91-22-26200480, Email Id: contact@stratmontindustries.com
- 4.2** The Authorised Share Capital of SIL is Rs.8,00,00,000/- comprising of 79,00,000 equity shares of Rs.10/- each and 10,000 cumulative preference shares of Rs. 100/- each. The Issued, Subscribed & Paid-up Capital of the SIL is Rs.1,49,78,800/- comprising of 14,97,880 equity shares of Rs. 10/- each. As on date the Target Company does not have any partly paid equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations.

4.3 The Share Capital structure:

Paid up Equity Shares of Target Company	No. of Equity Shares / Voting Rights	% of Equity Shares/ Voting Rights
Fully Paid-up Equity Shares	14,97,880	14,97,880
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	14,97,880	14,97,880
Total voting rights in the Target Company	14,97,880	14,97,880

Emerging Voting Capital (As on 10th working day from the closure of the tendering period)	
Equity Shares on the date of Public Announcement	14,97,880
Add: Equity Shares proposed to be issued pursuant to Preferential Issue	20,00,000
Emerging Voting Capital (A) + (B)	34,97,880
Offer Size (26% of the Emerging Voting Capital)	9,09,449

4.4 Presently, the Target Company is engaged in the business of trading of Coking Coal/LAM Coke.

4.5 The entire equity shares capital of SIL are listed at BSE Ltd. The equity shares of the Target Company are placed under Group 'X' having a scrip code of "530495" & Scrip Id: CHHATTIND on the BSE. The equity shares of SIL are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. The Scrip Id of BSE and CSE are as follows:

Name of the Stock Exchanges	Scrip Id
BSE	530495

4.6 The Target Company has already established connectivity with Central Depositories Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

4.7 As on the date of this DLOO, the Board of Directors of SIL is as follows:

SNo	Director Name	DIN	Address	Designation	Date of Appointment	Qualification and Experience	Whether Promoter or not
1	Gayatari Devi Goyal	07193505	A/22, Phrends Colony, Ward No.1, Manchoda, Jaipur, Rajasthan-302013 Jaipur 302013 RJ IN	Director	13/07/2015	Matriculate	No
2	Harish KisanKuchekar	07619457	B/2 Gokuldham Society 90 Feet Road Tilak Nagar Saki Naka Mumbai Mumbai 400072 MH IN	Director	01/11/2016	Graduate	No
3	JagdishSavajibhaiChhanga	08004894	RameshwarNagar,Lunva, ChopadvaKachchh, Bhachau, Gujarat 370140,India Kachchh 370140 GJ IN	Director	28/11/2017	12 th Pass	No

Note: As on the date of the DLOO, there are no persons on the Board of Directors of the Target Company, representing the Acquirer.

4.8 There has been no merger / demerger or spin off involving SIL during the last 3 years.

4.9 The Target Company has no subsidiary.

4.10 The Target Company has no associate company.

4.11 Financial Information:

The financial details of SIL as per the audited accounts for the last three financial years ended March 31, 2016; March 31, 2017 and March 31, 2018 are as follows:

Profit & Loss Statement

For the Year Ended	(Rs. In Lakhs)		
	31 st March, 2016 (Audited)	31 st March, 2017 (Audited)	31 st March, 2018 (Audited)
Income from Operations	-		2461.43
Other Income	-	2.07	63.24

Increase/(Decrease) in Stock	-	-	-
Total Income	0.00	2.07	2524.67
TOTAL EXPENDITURE	22.97	26.23	2475.46
Profit/ (Loss) before Interest, Depreciation and Tax	(41.41)	(40.21)	58.99
Depreciation	18.44	16.05	9.78
PROFIT/ (LOSS) BEFORE TAX	(22.97)	(24.16)	49.21
Provision for Tax (including fringe benefit tax)	-	6.15	13.31
PROFIT/ (LOSS) AFTER TAX	(22.97)	(18.01)	35.91

Balance Sheet
(Rs. In Lakhs)

As on	31 st March, 2016 (Audited)	31 st March, 2017 (Audited)	31 st March, 2018 (Audited)
Sources of funds			
Paid-up Share Capital	149.79	149.79	149.79
Reserves & Surplus (excluding revaluation reserves)	(211.61)	(229.62)	(193.72)
Less: - Miscellaneous Expenditure not written off	-	-	-
Net Worth	(61.82)	(79.83)	(43.93)
Secured loans	-	-	-
Unsecured loans	299.68	358.43	367.93
Non Current Liabilities	7.85	1.69	-
Current Liabilities	7.90	8.50	68.43
Total	253.61	288.79	392.43
Uses of funds			
Net Fixed Assets	212.59	196.54	-
Investments	-	-	-
Net Current Assets	41.02	92.25	392.43
Total Miscellaneous Expenditure not written off	-	-	-
Total	253.61	288.79	392.43

Other Financial Data

For the Year Ended	31-Mar-16	31-Mar-17	31-Mar-18
	(Audited)	(Audited)	(Audited)
Dividend (%)	-	-	-
Earning Per Share (Rs.)	(1.53)	(1.20)	2.40
Return on Net worth (%)	37.16	22.56	81.74
Book Value Per Share (Rs.)	(4.13)	(5.33)	(2.93)

* Non annualised

Note:

- (i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
- (ii) Return on Net Worth = Profit after Tax / Net Worth
- (iii) Book Value per Share = Net Worth / No. of equity shares
- (iv) Source: Audited Annual Reports/ Audited Financial Statements

4.12 Pre and Post-Offer Shareholding Pattern of SIL (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	Shareholding/voting rights prior to the SPA/acquisition, Pref Issue and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding /voting rights after SPA/Acquisition, Pref Issue and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	% *	No. of shares	% *	No. of shares	% *	No. of shares	% *
1. Promoter/Promoter Group:								
(a) Parties to Agreement: Ample Commotrade Private Limited	1,80,000	12.02	(1,80,000)	(12.02)	-	-	-	-
(b) Promoter other than (a) above	-	-	-	-	-	-	-	-
TOTAL 1 (a+b)	1,80,000	12.02	(1,80,000)	(12.02)	-	-	-	-
2. Acquirer:								
Mr. Vatsal Agarwal	-	-	21,80,000#	62.33	9,09,449	26.00	30,89,449	88.33
TOTAL 2	-	-	21,80,000	62.33	9,09,449	26.00	30,89,449	88.33
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirer)	-	-	-	-	-	-	-	-
a. FIs/MFs/FIIs/Banks/SFIs (Indicate names)	-	-	-	-	-	-	-	-
b. Others:								
i) Body Corporate & Others	4,13,089	27.58	-	-	(9,09,449)	(26.00)	4,08,431	11.67
ii) Individual shareholders holding nominal share capital up to Rs. 2 lakh	7,15,740	47.78	-	-				
iii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	1,89,051	12.62	-	-				
Total (4) (a+b)	13,17,880	77.98	-	-	(9,09,449)	(26.00)	4,08,431	11.68
GRANDTOTAL (1+2+3+4)	14,97,880		20,00,000	62.32	-	-	34,97,880	100.00

* The above percentages are calculated on the basis of Emerging Voting Capital.

Out of 21,80,000 Equity Shares, 20,00,000 Equity Shares to be allotted through Preferential Allotment to Mr. Vatsal Agarwal.

Note: Total No. of Shareholders in Public Category as on Quarter ended June 2018 is 1673.

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS:

5.1 Justification of Offer Price:

- 5.1.1 The Equity Shares of the Target Company are listed at the Platform of BSE Limited (BSE). At BSE Ltd, the shares are placed under Group 'X' having Scrip Id: CHHATTIND. The Scrip Id of BSE is as follows:

Name of the Stock Exchanges	Scrip Id
BSE	530495

- 5.1.2 The total trading turnover in the Equity Shares of the Target Company on the BSE based on trading volume during the twelve calendar months prior to the month of PA (July 01, 2017 to June 30, 2018) is as given below:

Stock Exchange	Total No. of Equity Shares traded during the Twelve calendar months prior to the month of PA	Total No. of listed equity shares of the Target Company	Total Trading Turnover (as % of total equity shares Listed)
BSE	19,231	14,97,880	1.28%

- 5.1.3 Based on the above information, equity Shares of SIL are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.
- 5.1.4 The Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, as under:

Sr. No.	Particulars	Price (In Rs. per share)
1.	Negotiated Price under the SPA	Rs. 9/-
2.	The Volume Weighted Average Price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	Not Applicable
4.	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	Not traded in past 60 trading days
5.	Where the shares are not frequently traded, the price determined by Acquirer and the Manager to the Open Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies:	Fair Value of Rs. 5.54 per share*

* The Fair Value of the Target Company is Rs. 5.54 per share as certified vide Valuation Report dated July 23, 2018 issued by CA Neha Jain (Membership No. 124268), Partner of V. K. Laddha & Associates, Chartered Accountants (FRN: 002301C) having office at Unit No. 411, Gundecha Industrial Complex, Akurli Road, Next to Big Bazar, Opp W. E. Highway, Kandivali (E), Mumbai-400101 Tel. No.: 08976600300, E-mail: vkladhamum@gmail.com. The Fair Price of Rs. 5.54 per share has been determined taking into account the methodology adopted under Hindustan Lever Employees Union v/s Hindustan Lever Ltd case.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 9/- per equity share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period in the offer.

- 5.1.5 The relevant price parameters have not been adjusted for any corporate actions.
- 5.1.6 As on date of this DLoO, there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.
- 5.1.7 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.
- 5.1.8 If the Acquirer acquire or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE, CSE and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the Regulations.
- 5.1.9 If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

6. Financial Arrangements:

- 6.1.1 In terms of Regulation 25(1), the Acquirer have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Rahul Bansal, (Membership No. 068619), Partner of M/s. Rahul Bansal & Associates, Chartered Accountants (FRN: 327098E) having his office at 33A, Jawaharlal Nehru Road, 6th Floor, Suit No. 3, Kolkata-700071, Tel. No. +91 9831111380; Email: carahulbansal@hotmail.com vide his certificate dated July 24, 2018 that sufficient resources are available with Acquirer for fulfilling the obligations under this Offer in full.
- 6.1.2 The maximum consideration payable by the Acquirer to acquire 9,09,449 fully paid-up equity shares at the Offer Price of Rs. 10/- (Rupees Ten Only) per equity share, assuming full acceptance of the Offer would be Rs. 90,94,490/- (Rupee Ninety Lakhs Ninety Four Thousand Four Hundred Ninety Only). In accordance with proviso clause to regulation 24(1) read with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer have opened an Escrow Account under the name and style of "SIL- Open Offer Escrow Account" with Kotak Mahindra Bank Ltd, Mittal Court Nariman Point Mumbai ("Escrow Banker") and made therein a cash deposit of Rs. 23,50,000/- (Rupee Twenty Three Lakhs Fifty Thousand Only) being 25.84% of the total consideration payable in the Open Offer, assuming full acceptance.
- 6.1.3 The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.1.4 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.
- 6.1.5 Based on the above, the Manager to the Offer is satisfied that the firm arrangements have been put in place by the Acquirer to implement the offer in full in accordance with the Regulations.
- 6.1.6 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER:

- 7.1 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of SIL (except the Acquirer and the parties to the SPA) whose name appear on the Register of Members and to the beneficial owners of the shares of the SIL whose names appear on the beneficial records of the Depository Participant, at the close of business hours on September 05, 2018 ("**I Identified Date**").
- 7.2 All owners of the shares, Registered or Unregistered (except the Acquirer 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 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 Accidental omission to dispatch this LOF or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.
- 7.4 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.
- 7.5 **Locked-in Shares:**
There are no locked-in shares in SIL.
- 7.6 **Eligibility for accepting the Offer:**
- 7.6.1 The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders and Acquirer) whose names appear in register of Target Company as on September 05, 2018, the Identified Date.
- 7.6.2 This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.
- 7.6.3 All Equity Shareholders/Beneficial Owners (except the present promoter group, Shareholders, and the Acquirer) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.
- 7.6.4 The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, Purva Sharegistry (India) Private Limited, Unit no. 9, Shiv Shakti Ind. Est. J.R. Boricha Marg, Lower Parel, (E), Mumbai – 400011 Tel No.: +91-022-23016761/8261; Fax No.: +91-022-2301 2517, E-mail-Id: busicomp@vsnl.com /busicomp@gmail.com; SEBI Registration No.: INR000001112; The Contact Person is Ms. Purva Shah from 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.
- 7.6.5 The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the SEBI's website for applying in the Offer.
- 7.6.6 Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.
- 7.6.7 The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.6.8 The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/beneficial owner(s) of Target Company.

- 7.6.9 The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms and Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 7.6.10 The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.6.11 The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

7.7 Statutory Approvals and conditions of the Offer:

- 7.7.1 To the best of knowledge and belief of the Acquirer, as of the date of the DLOO, no statutory approvals and/ or consents are required. However, the offer would be subject to the receipt of such other statutory approvals as may be required and/ or may subsequently become necessary to acquire at any later date.
- 7.7.2 The Acquirer, in terms of Regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- 7.7.3 In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.
- 7.7.4 No approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer.
- 7.7.5 The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER:

- 8.1 The Open Offer shall be implemented by using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- 8.2 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window ("**Acquisition Window**").
- 8.3 For implementation of the Open Offer, the Acquirer have appointed Gretex Share Broking Private Limited (Formerly known as Sherwood Securities Private Limited) (the "**Buying Broker**") through whom the purchases and settlements on account of the Open Offer would be made by the Acquirer. The contact details of the Buying Broker are as follows:

Name	Gretex Share Broking Private Limited (Formerly known as Sherwood Securities Private Limited)
Address	Office No. 13, 1st Floor, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400023, Maharashtra, India
Contact No.	+91 - 022-40055273
Email Id	sherwoodpvtltd@yahoo.co.in
Contact Person	Mr. Arvind Harlalka/ Mr. Alok Harlalka

- 8.4 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 the Tendering Period.
- 8.5 The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for demat equity shares as well as physical equity shares.
- 8.6 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.
- 8.7 Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

8.7.1 For Equity Shares held in physical form:

1. 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 Broker and submit complete set of documents for verification procedure as mentioned below:
- The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - Original share certificates;
 - Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
 - Self-attested copy of the Shareholder's PAN Card;
 - Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorisation, such as Board Resolutions etc., in case of companies.

- vi. Self-attested copy of address proof such as valid Adhaar Card, Voter ID, Passport or Driving License.
2. The Selling Broker shall place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
3. After placement of order, as mentioned above, the Seller Broker/shareholder shall deliver the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents either by registered post or courier or hand delivery to the Registrar to the Offer not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as "STRATMONT INDUSTRIES LIMITED – Open Offer".
4. 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 displayed on BSE's Website.
5. 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.
6. Modification / Cancellation of orders will not be allowed during the period the Offer is open.

8.7.2 For equity shares held in Demat 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 Selling Broker, indicating details of Shares they wish to tender in Open Offer.
- ii. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.
- iii. For Custodian Participant, orders 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 close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- iv. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation, before the opening of the Offer.
- 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. 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.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode will be required to fill the Form of Acceptance. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance.

9. ACCEPTANCE OF SHARES

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including Demat Shares and Physical Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

10. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF THE LETTER OF OFFER

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance along with the Letter of Offer. 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.

The Letter of Offer along with the Form of Acceptance 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.

11. SETTLEMENT PROCESS

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 Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

The direct credit of shares shall be given to the demat accounts of the Acquirer indicated by the Acquirer's Buying Broker. For the same, the existing facility of client direct payout in the capital market segment shall be available.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the Buying Broker's pool account.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

12. SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION

For Equity Shareholders holding Equity Shares in demat and physical mode:

The settlements of fund obligation for demat and physical shares shall be effected by clearing corporation. For the equity shares accepted under the open offer, the payment will be made by the Clearing Corporation to the shareholders directly to their bank account.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Public Shareholder will receive funds payout in their settlement bank account.

The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Public Shareholder.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker 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 Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

13. NOTE ON TAXATION

Capital gain

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will also be subject to long term capital gains tax in India provided the transaction is chargeable to STT. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

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

Tax deduction at source

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

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

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

14. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. GreteX Corporate Services Private Limited at 102, 1st Floor, Atrium-2, Behind Courtyard Marriott Hotel, Andheri Kurla Road, Hanuman Nagar, Andheri- East, Mumbai-400093, Maharashtra on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from September 17, 2018 to October 01, 2018.

- i) Memorandum & Articles of Association of SIL along with the Certificate of Incorporation.
- ii) Audited Annual Reports for the last three financial years ended, March 31, 2016, March 31, 2017 and March 31, 2018 of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited).
- iii) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated July 24, 2018.
- iv) Escrow Agreement between Acquirer, Kotak Mahindra Bank Limited and Manager to the Offer.
- v) Copy of the statement received from Kotak Mahindra Bank Limited confirming the required amount kept in the escrow account and marked lien in favour of Manager to Offer.

- vi) The copy of Share Purchase Agreement dated July24, 2018 between the Sellers and theAcquirer, which triggered the Open Offer.
- vii) Certificates dated July24, 2018 fromMr. Rahul Bansal, (Membership No. 068619), Partner of M/s. Rahul Bansal& Associates, Chartered Accountants (FRN: 327098E) having his office at 33A, Jawaharlal Nehru Road, 6th Floor, Suit No. 3, Kolkata-700071, Tel. No. +91 9831111380; Email: carahulbansal@hotmail.comcertifying that the Net worth of Mr. VatsalAgarwaal is Rs.3,15,13,840/- as on July24, 2018.
- viii) Certificate dated July24, 2018 from Mr. Rahul Bansal, (Membership No. 068619), Partner of M/s. Rahul Bansal& Associates, Chartered Accountants (FRN: 327098E) having his office at 33A, Jawaharlal Nehru Road, 6th Floor, Suit No. 3, Kolkata-700071, Tel. No. +91 9831111380; Email: carahulbansal@hotmail.com certifying that the Acquirer hassufficient resources available for the implementation of the Offer in full out of its own sources / financial commitment under this "Offer" in full.
- ix) Copy of the recommendations dated [●] made by the Committee of Independent Directors of the Target Company.
- x) Copy of the Public Announcement dated July24, 2018 and published copy of the Detailed Public Statement dated July31, 2018.
- xi) Copy of SEBI Observation letter no. [●] dated [●].

15. DECLARATION BY THEACQUIRER:

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company the Acquirer has relied on the information provided by the Target Company and have not independently verified the accuracyof details of the Target Company. Subject to the aforesaid, the Acquire, accepts fullresponsibility for the information contained in this Draft Letter of Offer and also accept responsibility for theobligations of the Acquirer as laid down in the Takeover Regulations. The Acquirer shall be responsible for ensuring compliance with the Takeover Regulations.

ON BEHALF OF THE ACQUIRER:

Sd/-

VatsalAgarwaal

Place: Mumbai

Date: August 07, 2018

Attached: Form of Acceptance cum Acknowledgement

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
Purva Sharegistry (India) Private Limited
 Unit no. 9,
 Shiv Shakti Ind. Est. J.R. BorichaMarg, Lower Parel, (E),
 Mumbai – 400011

Date:

OFFER	
Opens on	September17, 2018
Closes on	October01, 2018

Dear Sir,

Subject: Open Offer by Mr. Vatsal Agarwal (hereinafter referred to as "Acquirer") to the shareholders of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited) (SIL) to acquire from them upto 9,09,449 equity shares of Rs. 10/- each representing 26% of the emerging voting capital of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited) @ Rs. 10/- per fully paid-up equity share.

I/We refer to the Letter of Offer dated [●] for acquiring the equity shares held by us in STRATMONT INDUSTRIES LIMITED (FORMERLY KNOWN AS CHHATTISGARH INDUSTRIES LIMITED).

I/We, the undersigned have read the Letter of Offer, understood its contents including the terms and conditions as mentioned therein.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).		No. of shares
			From	To	
Total number of equity shares					

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

FOR EQUITY SHARES IN DEMATERIALIZED FORM

I/We holding the shares in the dematerialized form accept the offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participants "DP" in respect of my/our shares as detailed below:

DP Name	DP ID	Client ID	ISIN NO.	Beneficiary Name	No. of Shares
Total number of shares					

I/We have done an off market transaction for crediting the Shares to the Special Depository Account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the Special Depository Account opened for the purpose of this Offer until the time the Acquirer accepts the Shares and makes the payment of purchase consideration as mentioned in the DLOF.

I/We confirm that the equity shares of Stratmont Industries Limited (Formerly known as Chhattisgarh Industries Limited), which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
 Signed and Delivered

	Full Names (s) of the holders	Address & Telephone No.	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Place:
Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others: please specify) : _____
 Name of the Bank Branch: _____
 Account Number: _____ IFSC Code of Bank _____
 The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

	1 st Shareholder	2 nd Shareholder	3 rd Shareholder
PAN No.			

-----Tear along this line -----

Acknowledgement slip

Ledger Folio No. _____ DP ID _____ Client ID _____ Received from _____ an application for sale of _____ Equity Share(s) of STRATMONT INDUSTRIES LIMITED (FORMERLY KNOWN AS CHHATTISGARH INDUSTRIES LIMITED) together with _____ share certificate(s) bearing Certificate Numbers _____ and _____ transfer deed(s)/ photocopy of "Off-market" delivery instruction duly acknowledged by the DP.

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt

Signature of the official

INSTRUCTIONS

- i. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.
- ii. The Form of Acceptance cum Acknowledgement should be filled-up in English only.
- iii. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- iv. **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - (i) The acceptances of the Offer made by the Acquirer are entirely at the discretion of the equity shareholder of SIL.
 - (ii) Shareholders of SIL to whom this Offer is being made, are free to Offer his / her / their shareholding in SIL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.