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 M/s. Gajanan Securities Services 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 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 affected.

OPEN OFFER

By

MR. VINAY KUMAR AGARWAL AND MRS. SUMAN AGARWAL

both residents of A-7, Armstrong Avenue, Sec- 2B, Bidhannagar, Durgapur- 713212
Tel. No.: +91 9233341111,+91 9233351111; E-mail: suv_vinay@yahoo.co.in, umang.ayush@gmail.com
(hereinafter collectively referred to as "**the Acquirers**")

To the shareholders of

GAJANAN SECURITIES SERVICES LIMITED

(hereinafter referred to as **"GSSL"** or the **"Target Company"**)

having its registered office at 9/12, Lal Bazar Street, Mercantile Building, Block A, 3rd Floor, Kolkata- 700001,
Telefax: (033) 2243 5330; E-mail: gajanan_securities@yahoo.co.in, Website: www.gajanansec.com.

For the acquisition of 806520 (Eight Lacs Six Thousand Five Hundred and Twenty) fully paid up equity shares of face value of Rs.10/- each representing 26.00% of total equity and voting share 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:

1. This Offer is being made by the Acquirers 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.

2. 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.

3. 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 29.06.2016 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 17.05.2016 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.

4. **There was no competitive bid.**

5. Shareholders, who have accepted the 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.

6. The Offer is not subject to a minimum level of acceptance by the shareholders of GSSL and is not a conditional offer.

7. The Procedure for acceptance is set out in Para 7 of this Letter of Offer. A Form of Acceptance is enclosed with this Letter of Offer.

8. 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:	**REGISTRAR TO THE OFFER:**
VC Corporate Advisors Private Limited SEBI REGN NO: INM000011096 (Contact Person: Ms. Urvi Belani) CIN: U67120WB2005PTC106051 31 Ganesh Chandra Avenue, 2nd Floor, Suite No –2C, Kolkata-700 013. Phone No : (033) 2225-3940 Fax : (033) 2225-3941 Email: mail@vccorporate.com Website: www.vccorporate.com	**Maheshwari Datamatics Private Limited**, SEBI REGN No : INR000000353 (Contact Person: Mr. S. Rajagopal) CIN: U20221WB1982PTC034886 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001 Tel No.: (033) 2243 5809/5029 Fax No.: (033) 2248 4787 Email: mdpldc@yahoo.com Website: www.mdpl.in
OFFER OPENS ON: JULY 05, 2016, TUESDAY	**OFFER CLOSES ON**: **JULY 19, 2016, TUESDAY**

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

Activities	Original Date	Original Day	Revised Date	Revised day
Date of the PA	May 10, 2016	Tuesday	May 10, 2016	Tuesday
Publication of Detailed Public Statement in newspapers	May 17, 2016	Tuesday	May 17, 2016	Tuesday
Last date of a Competing Offer	June 07, 2016	Tuesday	June 07, 2016	Tuesday
Identified Date*	June 16, 2016	Thursday	June 21, 2016	Tuesday
Last date by which the Letter of Offer will be dispatched to the shareholders	June 23, 2016	Thursday	June 28, 2016	Tuesday
Last date for upward revision of Offer Price and/or Offer Size	June 24, 2016	Friday	June 29, 2016	Wednesday
Last date by which Board of the Target Company shall give its recommendation	June 28, 2016	Tuesday	July 01, 2016	Friday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	June 29, 2016	Wednesday	July 04, 2016	Monday
Date of commencement of tendering period	June 30, 2016	Thursday	July 05, 2016	Tuesday
Date of closing of tendering period	July 14, 2016	Thursday	July 19, 2016	Tuesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	July 28, 2016	Thursday	August 02, 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 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 the Acquirers: -

1. The Offer involves an offer to acquire 26.00% of the total equity and voting share capital of GSSL 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) 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 Acquirers not to proceed with the Offer, 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 public shareholders of GSSL whose shares have 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, 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 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 under the Offer. The Acquirers 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 Acquirers:**
   The Acquirers intend to acquire 806520 (Eight Lacs Six Thousand Five Hundred and Twenty) fully paid up equity Shares of Rs.10/- each representing 26.00% of total equity and voting share 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. GSSL does not have any partly paid-up equity shares as on the date of PA. Post this Offer, the Acquirers will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 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.

6. 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.

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.

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DEFINITIONS/ABBREVIATIONS:

Acquirers	Mr. Vinay Kumar Agarwal and Mrs. Suman Agarwal
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of shares
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
DPS	Detailed Public Statement dated 17.05.2016
ECS	Electronic Clearing Service
Escrow Banker	HDFC Bank Limited
Equity and voting share capital	Rs. 310.20 Lacs divided into 3102000 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. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.
IFSC	Indian Financial System Code
Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
LOF	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	10.05.2016 to 02.08.2016
Offer Price	Rs.10/- (Rupees Ten Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirers to acquire 806520 equity shares of Rs.10/- each, representing 26.00% of the total equity and voting share capital at a price of Rs. 10/- (Rupees Ten Only) per equity share
PA	Public Announcement dated 10.05.2016
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of GSSL except the parties to the SPA
RBI	Reserve Bank of India
Registrar to the Offer	M/s. Maheshwari Datamatics Private Limited
Return on Net Worth	Profit After Tax/Net Worth
Sale Shares	882800 equity shares of face value of Rs. 10/- each, at a price of Rs. 6/- per equity share, forming part of the SPA between the Acquirers and the Sellers
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations, 1997	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.
SEBI (SAST) Regulations/ Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Sellers or Present Promoters	Mr. Natwar Lal Bedia, Mrs. Archana Bedia and M/s. Siddhant Trade And Finance Private Limited
SPA or Agreement	Share Purchase Agreement dated 10.05.2016 entered into between the Acquirers & the Sellers
Stock Exchanges	BSE Ltd. ["**BSE**"], The Calcutta Stock Exchange Ltd. ("**CSE**"), Ahmedabad Stock Exchange Ltd. ("**ASE**") and The Delhi Stock Exchange Ltd. ("**DSE**"), i.e., the Stock Exchanges where the equity shares of GSSL are presently listed. However, the SEBI vide order WTM/PS/45/MRD/DSA/NOV/2014 dated 19.11.2014 has de-recognized DSE with immediate effect.
Target Company / GSSL	M/s. Gajanan Securities Services Limited

Note: *All terms beginning with a capital letter used in this LOF, but not otherwise defined herein, shall have the meaning ascribed thereto in that particular section or in the SEBI (SAST) Regulations unless specified.*

1. DISCLAIMER CLAUSE:

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF GSSL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS 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 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 THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 23.05.2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS 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. Vinay Kumar Agarwal and Mrs. Suman Agarwal [hereinafter collectively referred to as the **"Acquirers"**] in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the shareholders of M/s. Gajanan Securities Services Limited [hereinafter referred to as "**Target Company**" or "**GSSL**"] a Company incorporated and duly registered under the Companies Act, 1956 and having its registered office at 9/12, Lal Bazar Street, Mercantile Building, Block A, 3rd Floor, Kolkata- 700001. The prime object of the Open Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.1.2 There is no Person Acting in Concert ("**PAC**") with the Acquirers for the purpose of this Open Offer in accordance with provisions of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

2.1.3 The Acquirers have entered into a Share Purchase Agreement dated 10.05.2016 with the present Promoters of the Target Company viz, Mr. Natwar Lal Bedia, Mrs. Archana Bedia and M/s. Siddhant Trade & Finance Pvt. Ltd., to acquire in aggregate 882800 (Eight Lacs Eighty Two Thousand Eight Hundred) equity shares of face value of Rs. 10/- (Rupees Ten Only) each representing 28.46% of the fully paid-up equity and voting share capital of the Target Company, at a price of Rs. 6/- (Rupees Six Only) per fully paid-up equity share, payable in cash, ("**Negotiated Price**") for a total consideration of Rs. 52,96,800/- (Rupees Fifty Two Lacs Ninety Six Thousand Eight Hundred Only). Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with the regulation 3(1) & 4 of the SEBI (SAST) Regulations. The details of the Sellers are as under:

Sr. No.	**Name and Address of the Sellers**	**Part of Promoter Group (Yes/ No)**	**No. & % of Shares/ Voting Rights held before entering into the SPA dated 10.05.2016**	**No. & % of Shares/ Voting Rights proposed to be sold through the SPA dated 10.05.2016**
1.	Mr. Natwar Lal Bedia, an individual, is presently residing at 135, Jessore Road, Flat No-3B, Madhuban Apartment, Kolkata- 700055. He does not belong to any group.	Yes	400000 (12.89%)	400000 (12.89%)
2.	Mrs. Archana Bedia, an individual, is presently residing at - 135, Jessore Road, Flat No-3B, Madhuban Apartment, Kolkata- 700055. She does not belong to any group.	Yes	300000 (9.67%)	300000 (9.67%)
3.	M/s. Siddhant Trade And Finance Private Limited ("**STFPL**"), having CIN: U67120WB1994PTC066135 and registered office at 9/12, Lal Bazar Street, 3rd Floor, Block A, Kolkata-700001, Telefax: (033) 2243 5330; E-mail Id: gajanan_securities@yahoo.co.in, was incorporated as a Private Limited Company under the provisions of the Companies Act, 1956 in the state of West Bengal on 28.11.1994. There has been no change in the name of STFPL since its incorporation. The equity shares of STFPL are not listed on any Stock Exchange. STFPL does not belong to any Group.	Yes	182800 (5.89%)	182800 (5.89%)
	TOTAL		**882800 (28.46%)**	**882800 (28.46%)**

2.1.4 Apart from 882800 equity shares which the Acquirers intend to acquire through SPA dated 10.05.2016, the Acquirers do not hold any equity shares/ voting rights of GSSL as on date of the DPS. The Acquirers do not belong to any group.

2.1.5 The Acquirers have not acquired any equity shares of the Target Company during the fifty-two weeks period prior to the date of the PA i.e. 10.05.2016 apart from the shares proposed to be acquired pursuant to the SPA dated 10.05.2016.

2.1.6 The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of LOF. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

2.1.7 The Salient features of the Share Purchase Agreement are as follows:

a. The Sellers, in aggregate, holds 882800 equity shares of the Target Company aggregating to 28.46% of the present paid-up equity and voting share capital of the Target Company.

b. The Sellers have agreed to sell and the Acquirers have agreed to acquire in aggregate entire 882800 fully paid-up equity shares of Rs.10/- each ("**Sale shares"**) representing 28.46% of the present paid up equity and voting share capital of the Target Company, held by the Sellers, at a price of Rs. 6/- (Rupees Six Only) per share, for cash, aggregating to Rs. 52,96,800/- (Rupees Fifty Two Lacs Ninety Six Thousand Eight Hundred Only) ("Purchase Price").

c. Against payment of the entire Purchase Price, the Sellers shall sell, convey and transfer to the Acquirers and the Acquirers shall purchase, acquire and accept from the Sellers the above mentioned Sale shares at and for the Purchase Price on a spot delivery contract basis.

d. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period.

e. That the Acquirers and the Sellers agree to abide by its obligations as contained in the SEBI (SAST) Regulations.

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

2.1.9 As on the date of DPS, none of the Acquirers have been prohibited by the SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 as amended ("SEBI Act") or under any other Regulation made under the SEBI Act.

2.1.10 Pursuant to completion of this Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended, and the Listing Regulations. Further the Acquirers undertake that they shall comply with the Listing Agreement for continuous listing of equity shares of the Target Company with all the Stock Exchanges wherever applicable

2.1.11 As per regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company Mr. Pankaj Rajgaria and Mr. Mohan Lal Bajaj to provide their written reasoned recommendation on the Offer to the public shareholders of the Target Company and such recommendation shall be published at least two (2) working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy of the same shall be sent to SEBI, Stock Exchanges and Manager to the Offer in compliance of regulation 26(7) of the SEBI (SAST) Regulations.

2.2 Details of the proposed Offer:

2.2.1 The Detailed Public Statement pursuant to the PA made by the Acquirers has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions, Kalantar (Bengali Edition) and Mumbai Lakshwadeep (Marathi Daily Mumbai edition) on 17.05.2016 in compliance with regulation 14(3) of the SEBI (SAST) Regulations. The DPS made on 17.05.2016 is available on the SEBI website at www.sebi.gov.in.

2.2.2 The Acquirers propose to acquire from the existing equity shareholders of GSSL (except the parties to the SPA) 806520 equity shares of Rs. 10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Rs. 10/- (Rupees 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 As on date the Target Company does not have partly paid-up equity 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 Acquirers will accept all the equity shares of GSSL those that are tendered in valid form in terms of this Open Offer upto a maximum of 806520 fully paid-up equity shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of the Target Company.

2.2.5 Since the date of the PA to the date of this LOF, the Acquirers have not acquired any equity shares of GSSL.

2.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations and not a Competitive Bid in terms of the regulation 20 the SEBI (SAST) Regulations.

2.2.7 This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.

2.3 Object of the Offer:

2.3.1 The prime object of the Open 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 This Open Offer is for acquisition of 26.00% of total equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirers shall hold the majority of the Equity Shares of the Target Company by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

2.3.3 The Acquirers propose 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. Through this acquisition, the Acquirers also intend to reap the benefits available to a Company listed on the Stock Exchanges, having PAN India presence.

2.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of GSSL 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.

3. BACKGROUND OF ACQUIRERS:

3.1 MR. VINAY KUMAR AGARWAL:

3.1.1 Mr. Vinay Kumar Agarwal, son of Shri Bajrang Lal Agarwal, aged about 46 years, residing at A-7, Armstrong Avenue, Sec- 2B, Bidhannagar, Durgapur- 713212, Mobile No.: +91 9233341111, Fax No.: 03432543987, E-mail Id: suv_vinay@yahoo.co.in, is a Commerce Graduate and has an experience of more than 15 years in the field of Engineering & Steel Industries. His Net Worth as on 31.03.2016 is Rs. 2657.84 Lacs as certified by Mr. Sanjay Prasad Jha, Partner of M/s. Annop Kumar Agarwal & Associates, (Firm Registration No. 326455E & Membership No. 062923), Chartered Accountants, having office at MS-28/9, Urvasi Bengal Ambuja Complex, City Centre, Durgapur-713216, Tel No.:(0343) 2542005, E-mail Id: anoop_grwl@yahoo.co.in, vide their certificate dated 10.05.2016.

3.1.2 Mr. Vinay Kumar Agarwal does not hold position of a Director on any Listed Company.

3.2 MRS. SUMAN AGARWAL:

3.2.1 Mrs. Suman Agarwal, wife of Mr. Vinay Kumar Agarwal aged about 41 years, residing at A-7, Armstrong Avenue, Sec- 2B, Bidhannagar, Durgapur- 713212, Mobile No.: +91 9233351111, Fax No.: 03432543987, E-mail Id: umang.ayush@gmail.com, is an Undergraduate and has an experience of more than 5 years in the field of Iron & Steel Industries. Her Net Worth as on 31.03.2016 is Rs. 299.90 Lacs as certified by Mr. Sanjay Prasad Jha, Partner of M/s. Annop Kumar Agarwal & Associates, (Firm Registration No. 326455E & Membership No. 062923), Chartered Accountants, having office at MS-28/9, Urvasi Bengal Ambuja Complex, City Centre, Durgapur-713216, Tel No.: (0343) 2542005, E-mail Id: anoop_grwl@yahoo.co.in vide their certificate dated 10.05.2016.

3.2.2 Mrs. Suman Agarwal, does not hold position of a Director on any Listed Company.

3.3 The Acquirers are husband and wife and they do not hold Directorship in capacity as Whole-time Director in any Company.

3.4 There is no Person Acting in Concert ("**PAC**") with the Acquirers for the purpose of this Open Offer in accordance with provisions of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

3.5 Apart from 882800 equity shares which the Acquirers intend to acquire through Share Purchase Agreement ("**SPA**") dated 10.05.2016, the Acquirers do not hold any equity shares/ voting rights of GSSL as on date of this LOF. The Acquirers do not belong to any group.

3.6 The applicable provisions of Chapter II of the SEBI (SAST) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations, are not applicable to the Acquirers with respect to the Target Company since the Acquirers have not acquired any equity shares of the Target Company prior to the date of SPA. Pursuant to the entering into SPA on 10.05.2016, the Acquirers have complied with the disclosure requirement of Chapter V of the SEBI (SAST) Regulations, as applicable. Further, the Acquirers have undertaken to comply with the SEBI (SAST) Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.

3.7 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 the Acquirers.

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

3.9 The Acquirers have not entered into any formal agreement with regard to acquisition of equity shares under the Open Offer and are acting on informal understanding amongst them to acquire the shares in equal proportion.

3.10 As on the date of DPS, none of the Acquirers have been prohibited by the SEBI from dealing in securities, in terms of directions issued under SEBI Act or under any other Regulation made under therein.

3.11 The Acquirers have undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall inform all the Stock Exchanges, the Target Company and the Manager to the Offer within 24 hours of the acquisition in compliance with Regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire or sell any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.

4 BACKGROUND OF GAJANAN SECURITIES SERVICES LIMITED ["GSSL" or "TARGET COMPANY"]:

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

4.1 GSSL was originally incorporated under the provisions of the Companies Act, 1956 on 08.06.1994 as a Private Limited Company under the name and style "Gajanan Securities Services Private Limited" with the Registrar of Companies, West Bengal. Subsequently, the name of the Target Company was changed to its present name, "Gajanan Securities Services Limited" into Public Limited Company by passing a special resolution on 05.10.1994 in terms of section 44 of the Companies Act, 1956 and a fresh Certificate of Incorporation consequent upon change of name was issued on 28.11.1994 by the Registrar of Companies, West Bengal. The CIN of GSSL is L67120WB1994PLC063477. Presently, the registered office of the Target Company is situated at 9/12, Lal Bazar Street, Mercantile Building, Block A, 3rd Floor, Kolkata- 700001, Telefax: (033) 2243 5330, and E-mail Id: gajanan_securities@yahoo.co.in and Website: www.gajanansec.com.

4.2 As on date of LOF, the Authorized Share Capital of GSSL is Rs. 500.00 Lacs comprising of 5000000 equity shares of Rs. 10/- each. The Issued, Subscribed & Paid-up Capital of the GSSL is Rs. 310.20 Lacs comprising of 3102000 equity shares of Rs. 10/- each. GSSL has established its connectivity with both the Central Depositories Services (India) Limited and National Securities Depository Limited. The ISIN No. of GSSL is INE868G01019 & the marketable lot for equity share is 1 (One) equity share. GSSL is presently engaged in the business of investment in shares and securities and also provides corporate advisory services.

4.3 As on date of LOF, the Target Company does not have partly paid-up equity 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.

4.4 The equity shares of GSSL are listed at BSE, CSE, ASE and DSE. We vide our letters dated 12.05.2016 and subsequent reminder letter dated 19.05.2016 has requested all the Stock Exchanges to provide us the information of compliance made by the Target Company of the various clauses of the repealed Listing Agreement/ Listing Regulations and provisions of Chapter II/ V of the SEBI (SAST) Regulations, 1997/ 2011 along with details of any suspension/disciplinary/ penal action taken by them against the Target Company. On perusal of the information available in the public domain, it is observed that the SEBI vide order WTM/PS/45/MRD/DSA/NOV/ 2014 dated 19.11.2014 has de-recognized DSE with immediate effect. However, in this regard, we have not received any information from any of the Stock Exchanges till date. The equity shares are placed under Group 'XT' having a Security Code of "538609" & Scrip Id: GAJANANSEC on the BSE and Scrip Code of 17094 at CSE, Scrip Code of 17964 at ASE and Scrip Code of 8791 at DSE. The equity shares of GSSL are infrequently traded on all the Stock Exchanges within the meaning of definition "frequently traded shares" under regulation 2(1)(j) of the SEBI (SAST) Regulations.

4.5 The Share Capital of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid-up Equity Shares	3102000	100.00
Partly Paid-up Equity Shares	Nil	Nil
Total Paid-up Equity Shares	3102000	100.00
Total voting rights in the Target Company	3102000	100.00

4.6 As on the date of this LOF, the Board of Directors of GSSL are as follows:

Names of Directors	DIN No.	Designation	Date of Appointment
Mrs. Archana Bedia	00732386	Promoter Managing Director	01.02.2002
Mr. Natwar Lal Bedia	01011906	Promoter Director	08.06.1994
Mr. Mohan Lal Bajaj	00428795	Independent Director	30.04.2014
Mr. Pankaj Rajgaria	06860313	Independent Director	30.04.2014

Apart from above, Mr. Aditya Poddar is designated as the Chief financial officer and Ms. Khusboo Agarwal as the Company Secretary of the Target Company.

As on the date of this LOF, there are no persons on the Board of Directors of the Target Company, representing the Acquirers.

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

4.8 Financial Information:

Brief Audited Standalone Financial Informations of the Target Company for the Financial Years ended 31.03.2013; 31.03.2014 and 31.03.2015 and Certified and Un-audited Financial Results for the none (9) months period ended 31.12.2015 are as follows:

Profit & Loss Statement **(Rs. in Lacs)**

For the Year Ended	Financial Year ended 31.03.2013 (Audited)	Financial Year ended 31.03.2014 (Audited)	Financial Year ended 31.03.2015 (Audited)	Nine months period ended 31.12.2015 (Un-audited)
Income from Operations	2.08	12.02	5.11	0.17
Other Income	0.09	0.38	9.48	7.38
Total Income (X)	**2.17**	**12.40**	**14.59**	**7.55**
Total Expenditure (excluding Interest, Depreciation & Tax) (Y)	**3.16**	**6.37**	**29.22**	**8.23**
Profit/ (Loss) before Interest, Depreciation and Tax (X-Y)	**(0.99)**	**6.03**	**(14.63)**	**(0.68)**
Less: Depreciation	0.09	0.60	0.82	0.41
Less: Interest	NIL	NIL	0.28	0.05

For the Year Ended	Financial Year ended 31.03.2013 (Audited)	Financial Year ended 31.03.2014 (Audited)	Financial Year ended 31.03.2015 (Audited)	Nine months period ended 31.12.2015 (Un-audited)
Profit/ (Loss) before Tax	**(1.08)**	**5.42**	**15.73**	**(1.14)**
Provision for Tax (including fringe benefit tax & Deferred Tax)	NIL	0.72	NIL	0.07
Profit/ (Loss) after tax	**(1.08)**	**4.70**	**(15.73)**	**(1.21)**

Balance Sheet **(Rs. in Lacs)**

As on	Financial Year ended 31.03.2013 (Audited)	Financial Year ended 31.03.2014 (Audited)	Financial Year ended 31.03.2015 (Audited)	Nine months period ended 31.12.2015 (Un-audited)
Sources of funds				
Issued & Subscribed Capital	310.20	310.20	310.20	310.20
Less: Calls in arrears	76.98	1.06	NIL	NIL
Paid up share capital	233.23	309.14	310.20	310.20
Reserves & Surplus (excluding revaluation reserves)	30.20	(25.50)	(41.23)	(42.45)
Less: Miscellaneous Expenditure not written off	NIL	NIL	NIL	NIL
Net Worth	**203.02**	**283.64**	**268.97**	**267.75**
Secured loans	NIL	NIL	NIL	NIL
Unsecured loans	NIL	NIL	NIL	NIL
Total	**203.02**	**283.64**	**268.97**	**267.75**
Uses of funds				
Net Fixed Assets	3.36	2.75	1.87	1.46
Investments	58.60	58.60	58.60	58.60
Long Term Loans and Advances	9.03	82.79	86.42	90.16
Deferred Tax Assets	NIL	NIL	NIL	NIL
Net Current Assets	132.03	139.49	122.07	117.53
Total	**203.02**	**283.64**	**268.97**	**267.75**

Other Financial Data

For the Year Ended	Financial Year ended 31.03.2013 (Audited)	Financial Year ended 31.03.2014 (Audited)	Financial Year ended 31.03.2015 (Audited)	Nine months period ended 31.12.2015 (Un-audited)
Dividend (%)	NIL	NIL	NIL	NIL
Earnings Per Share (Rs.)	(0.03)	0.15	(0.51)	(0.04)*
Return on Net worth (%)	(0.53)	1.66	(5.85)	(0.45)*
Book Value Per Share (Rs.)	6.55	9.14	8.67	8.63

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
(ii) Return on Net Worth = Profit / Net Worth.
(iii) Book Value per Share = Net Worth / No. of equity shares.
(iv) *Non- annualized.
(v) Source: Annual Reports/ Provisional Financial Statements certified by the Statutory Auditor of GSSL.

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

Shareholders' Category	Share holding/ voting rights prior to the SPA/ acquisition 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)		Share holding/ voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group:								
(a) Party to the Agreement: - Mr. Natwar Lal Bedia - Mrs. Archana Bedia - M/s. Siddhant Trade & Finance Pvt. Ltd.	 400000 300000 182800	 12.89 9.67 5.89	 (400000) (300000) (182800)	 (12.89) (9.67) (5.89)	-	-	-	-
(b)Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1 (a+b)	**882800**	**28.46**	**(882800)**	**(28.46)**	**-**	**-**	**-**	**-**
2. Acquirers ~~& Persons Acting in Concerts (PACs):~~								
(i) Acquirers: - Mr. Vinay Kumar Agarwal - Mrs. Suman Agarwal	 Nil Nil	 0.00 0.00	 482800 400000	 15.56 12.89	 403260 403260	 13.00 13.00	 886060 803260	 28.56 25.89
Total 2	**0**	**0.00**	**882800**	**28.46**	**806520**	**26.00**	**1689320**	**54.46**
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
Total 3	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirers)								
a. FIs/MFs/FIIs/Banks/SFIs:	-	-	-	-				
b. Others:	2219200	71.54	-	-	(806520)	(26.00)	1412680	45.54
Total No. of Shareholders in Public Category i.e. 314, Total (4) (a+b)	**2219200**	**71.54**	-	-				
GRANDTOTAL (1+2+3+4)	**3102000**	**100.00**	**-**	**-**	**-**	**-**	**3102000**	**100.00**

5. OFFER PRICE & FINANCIAL ARRANGEMENTS:

5.1 Justification of Offer Price:

5.1.1 The equity shares of the Target Company are listed at BSE, CSE, ASE and DSE. The equity shares are placed under Group 'XT' having a Security Code of "538609" & Scrip Id: GAJANANSEC on the BSE and Scrip Code of 17094 at CSE, Scrip Code of 17964 at ASE and Scrip Code of 8791 at DSE. However, the SEBI vide order WTM/PS/45/MRD/DSA/NOV/ 2014 dated 19.11.2014 has de-recognized DSE with immediate effect. The marketable lot for equity shares is 1 (One) equity share. This acquisition of shares is direct acquisition as per the regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.

5.1.2 The total trading turnover in the Equity Shares of the Target Company on BSE, i.e., the only nation-wide trading terminal, based on trading volume during the twelve calendar months prior to the month of PA (01.05.2015 to 30.04.2016) 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 Equity Shares of the Target Company	Trading Turnover (as % of total equity shares)
BSE Ltd.	1304*	3102000	0.04%

**The equity shares of the Target Company were last traded on BSE on 08.04.2016 @ Rs. 9.78 per equity share. Since then there has been no trading in the equity shares of the Target Company on the BSE. (Source: www.bseindia.com).*

5.1.3 Since there has been no active trading in the equity shares of Target Company as per the data maintained on the website of all the Stock Exchanges during twelve (12) calendar months preceding the month in which the PA was made, the equity shares of GSSL are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations and therefore, the Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations:

Sr. No.	Particulars	Price (In Rs.)	
1.	Negotiated Price under the SPA	Rs. 6/- per share	
2.	The Volume- Weighted Average Price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA	Not Applicable	
3.	Highest price paid or payable for acquisitions by the Acquirers 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 PA 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 Applicable	
5.	**Other Financial Parameters as at:**	**31.03.2015**	**31.12.2015**
	Return on Net Worth (%)	(5.85)	(0.45)#
	Book Value Per Share	8.67	8.63
	Earning Per Share	(0.51)	(0.04)#
	Industry Average P/E Multiple *	24.30	
	Offer price P/E Multiple**	Not meaningful	

- **(Source: Capital Market Journal Vol.XXXI/06, May 09- 22, 2016, Industry- Miscellaneous, as the Industry P/E is not strictly comparable with the Target Company business activity).*
- ***Offer price/EPS, # Non-annualized.*

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 10/- (Rupees Ten Only) per equity share is justified in terms of regulation 8 (2) of the SEBI (SAST) Regulations.

5.1.4 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

5.1.5 As on date of this LOF 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 Acquirers shall comply with regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.

5.1.6 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.

5.2 Financial arrangements:

5.2.1 As on the date of PA, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Sanjay Prasad Jha, Partner of M/s. Annop Kumar Agarwal & Associates, (Firm Registration No. 326455E & Membership No. 062923), Chartered Accountants, having office at MS-28/9, Urvasi Bengal Ambuja Complex, City Centre Durgapur-713216, Tel No.:(0343) 2542005, E-mail Id: anoop_grwl@yahoo.co.in vide their certificate dated 10.05.2016 that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.

5.2.2 The maximum consideration payable by the Acquirers to acquire 806520 fully paid-up equity shares of GSSL at the Offer Price of Rs. 10/- (Rupees Ten Only) per equity share, assuming full acceptance of the Offer would be Rs. 80,65,200/- (Rupees Eighty Lacs Sixty Five Thousand Two Hundred Only). In accordance with regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of “Gajanan Securities Services Limited- Open Offer Escrow Account” with HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 (“Escrow Banker”) and made therein a cash deposit of Rs. 20,50,000/- (Rupees Rupees Twenty Lacs Fifty Thousand Only) being more than 25% of the total consideration payable in the Open Offer, assuming full acceptance.

5.2.3 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.

5.2.4 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 Acquirers 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. TERMS AND CONDITIONS OF THE OFFER:

6.1 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of GSSL (except the parties to the SPA) whose name appear on the Register of Members, at the close of business hours on 21.06.2016 **("Identified Date").**

6.2 All owners of the shares, Registered or Unregistered (except 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 7 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.

6.3 Accidental omission to dispatch this LOF or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.

6.4 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.

6.5 Locked-in Shares:

There are no locked-in shares in GSSL.

6.6 Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the parties to the SPA) whose names appeared in the register of shareholders on 21.06.2016 at the close of the business hours on 21.06.2016 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

6.7 Statutory Approvals and conditions of the Offer:

6.7.1 The Offer is presently not subject to receiving any necessary approval(s) from Reserve Bank of India. Relevant approval, if any, from RBI under FEMA Act 1999 shall be required by the Acquirers in case of accepting shares tendered by non-resident shareholders, if any, and the Offer is not subject to receipt of such approval.

6.7.2 As on the date of the DPS, to the best of the knowledge of the Acquirers, there are no other statutory approvals and/ or consents required. 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.

6.7.3 The Acquirers, 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 PA will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.

6.7.4 If the holders of the Equity Shares who are not persons resident in India (including non-resident Indians ("NRIs"), overseas corporate body ("OCB"), and foreign institutional investors ("FIIs") had required any approvals (including from the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. It is clarified that NRI, OCB or any other non-resident holders of Equity Shares, if any, must obtain all approvals required, if any, to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Equity Shares so tendered

6.7.5 In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers 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.

6.7.6 No approval is required from any bank or financial institutions for this Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

7.1. The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges 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.

7.2. BSE Limited ("**BSE"**) shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer.

7.3. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window ("**Acquisition Window**").

7.4. The Acquirers have appointed M/s. Shree Bahubali International Limited ("**Buying Broker**") for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Name: M/s. Shree Bahubali International Limited,
Communication Address: 12, India Exchange Place, 3rd Floor, Kolkata-700 001,
Tel: No.: 033-3028-5732/33 Fax no.: 033-2231-1579
E-Mail Id: backoffice@bahubali.in, Website: www.bahubali.in.
Contact Person: Mr. Amit Jain

7.5. All the shareholders (holding shares in demat and physical) who desire to tender their equity shares under the Open Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the tendering period.

7.6. Modification/ Cancellation of Orders will not be allowed during the period the Offer is open. Multiple bids made by single shareholder for tendering the equity shares shall be clubbed and considered as one tender for purposes of acceptance.

7.7. The cumulative quantity tendered shall be displayed on the Exchange website through out the trading session at specific intervals by the Stock Exchange during the Tendering period.

7.8. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.

7.9. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client.

7.10. Procedure for tendering shares held in Dematerialized Form.

a) 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 indicating to their broker the details of equity shares they intend to tender in Open Offer.

b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry. 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 the Stock Exchanges/ Clearing Corporation, before the opening of the Offer. Shareholders will have to submit Delivery Instruction Slips ("**DIS**") duly filled in specifying market type as "Open Offer" and execution date along with other details to their respective broker so that Shares can be tendered in Open Offer.

c) For custodian participant, orders for Demat equity Shares early pay-in are 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.

d) Upon placing the order, the Selling Broker(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 equity shares tendered etc.

e) The shareholders will have to ensure that they keep the depository participant ("**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 shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

7.11. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

a) The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and open a trading account with the broker, if they already do not have such trading account. The Shareholders should submit complete set of documents for verification procedures to be carried out including the:

   i. 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;

   ii. Original Share Certificates;

   iii. Valid shares 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 Acquirers;

   iv. Self-attested copy of the Shareholder's PAN card;

   v. 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 authorizations, such as Board Resolutions etc, in case of companies.

   vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Adhar Card, Voter Identity card or Passport.

b) Selling Broker should place order on the Acquisition Window with the 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.

c) After placement of order, as mentioned in paragraph 7.11(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 7.11(a) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 P.M.). The envelope should be superscripted as '**Gajanan Securities Services Limited- Open Offer'.** One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

d) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirers shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical Bids". Once, Registrar to the Offer confirms the order it will be treated as "Confirmed Bids".

e) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

7.12. Procedure for Tendering the Shares in case of Non-Receipt of this 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 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 and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of this Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.vccorporate.com) 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. Alternatively in case of non-receipt of this Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

7.13. Non- receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, does not validate the Offer in any way.

7.14. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the shareholders of the Target Company. The Acquirers does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in this Offer. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

7.15. Acceptance of Equity 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 equity shares, physical equity shares and locked-in equity shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those equity shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, 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.

7.16. Settlement Process

a. 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 Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

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

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

d. The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available.

e. 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 escrow account which will be opened by the Acquirer.

f. 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 / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

g. Any excess physical equity shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

7.17. Settlement of Funds/ Payment Consideration

The settlements of funds obligation for demat and physical equity shares shall be affected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker/ Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling 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 Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. 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.

8. 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. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. –2C, Kolkata-700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Tender Offer is open i.e., from 05.07.2016 to 19.07.2016.

i) Memorandum & Articles of Association of STFPL and GSSL along with their Certificate of Incorporation.

ii) Annual Reports for the Financial Years ended 31.03.2013, 31.03.2014 and 31.03.2015 and certified & un-audited financial results for the nine (9) months period ended 31.12.2015 of M/s. Gajanan Securities Services Limited.

iii) Certificate dated 10.05.2016 from M/s. Annop Kumar Agarwal & Associates, (Firm Registration No. 326455E & Membership No. 062923), Chartered Accountants, having office at MS-28/9, Urvasi Bengal Ambuja Complex, City Centre, Durgapur-713216, Tel No.:(0343) 2542005, E-mail Id: anoop_grwl@yahoo.co.in certifying that sufficient resources are available with the Acquirers for the implementation of the Offer in full out of its own sources / financial commitment under this "Offer" in full.

iv) Copy of the letter received from HDFC Bank Limited confirming the required amount kept in the escrow account and marked lien in favour of Manager to the Offer.

v) Information obtained from BSE & CSE websites about stock market data and websites of Stock Exchanges and other regulatory authorities.

vi) The copy of Share Purchase Agreement dated 10.05.2016 between the Sellers and the Acquirers, which triggered the Open Offer.

vii) Certificate dated 10.05.2016 from M/s. Annop Kumar Agarwal & Associates, (Firm Registration No. 326455E & Membership No. 062923), Chartered Accountants, having office at MS-28/9, Urvasi Bengal Ambuja Complex, City Centre, Durgapur-713216, Tel No.:(0343) 2542005, E-mail Id: anoop_grwl@yahoo.co.in certifying networth of Mr. Vinay Kumar Agarwal and Mrs. Suman Agarwal.

viii) Copy of the Memorandum of Understanding between the Acquirers & the Manager to the Offer, dated 10.05.2016.

ix) Undertakings of the Acquirers, Sellers and the Target Company in compliance with the SEBI (SAST) Regulations.

x) Copy of the recommendation made by the Committee of Independent Directors of the Target Company.

xi) Copy of the Public Announcement dated 10.05.2016 and published copy of the Detailed Public Statement dated 17.05.2016 and Issue of Opening Public Announcement dated July 04, 2016

xii) Copy of SEBI Observation letter no. SEBI/HO/CFD/DCR1/OW/P/2016/0000017273/1 dated June 16, 2016

9. DECLARATION BY THE ACQUIRERS:

The Acquirers, accept full responsibility for the information contained in the PA & DPS and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations and the Acquirers would be responsible for ensuring compliance with the SEBI (SAST) Regulations. In accordance with the regulation 25(3) of the SEBI (SAST) Regulations, the Acquirers hereby accept full responsibility for the information contained in the PA & DPS & Letter of Offer and has further ensured that there is no other material information/ changes subsequent to PA & DPS or otherwise which may have a material bearing on the Open Offer made to the public shareholders of the Target Company.

ON BEHALF OF THE ACQUIRERS:

Sd/-	Sd/-
Vinay Kumar Agarwal	**Suman Agarwal**

Place: Kolkata
Date : 20.06.2016

Attached: Form of Acceptance cum Acknowledgement

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
(In case of physical shares only)
(All terms and expressions used herein shall have the same meaning as described thereto in the LOF) (Please send this form of acceptance with enclosures to the Registrar to the Offer)

To,
The Acquirers,
C/o. Maheshwari Datamatics Private Limited,
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001

Date:

OFFER	
Opens on	July 05, 2016, Tuesday
Closes on	July 19, 2016, Tuesday

For Office Use Only	
Acceptance Number	
Number of Equity shares offered	
Number of Equity shares accepted	
Purchase Consideration (Rs.)	

Dear Sir,

Subject: **Open Offer by Mr. Vinay Kumar Agarwal and Mrs. Suman Agarwal, both residing at A-7, Armstrong Avenue, Sec- 2B, Bidhannagar, Durgapur- 713212 ("hereinafter collectively referred to as the Acquirers") to the shareholders of M/s. Gajanan Securities Services Limited ("Target Company" or "GSSL") to acquire from them 806520 equity shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of GSSL @ Rs. 10/- per fully paid-up equity share.**

I/We refer to the your LOF dated 20.06.2016 for acquiring the equity shares held by me/us in M/s. Gajanan Securities Services Limited.

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

I/We, unconditionally Offer to tender shares to the Acquirers the following equity shares in GSSL held by me/us at a price of Rs. 10/- (Rupees Ten Only) per equity shares.

1. I/We enclose the original share certificate(s) in respect of my/our equity shares as detailed below (please enclose additional sheet(s) if required).

Ledger Folio No.	**Number of Share Certificates attached :**		**Representing _______________equity shares**	
	No. of equity shares held in GSSL		**No. of equity shares offered**	
	In Figures	**In Words**	**In Figures**	**In Words**

Sr. No.	**Certificate No(s).**	**Distinctive No(s).**		**No. of equity shares**
		From	**To**	
			Total No. of equity shares	

2. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.
3. I/We note and understand that the Shares would reside with the Registrar to the Offer until the time the Acquirers accepts the Shares Certificates and makes the payment of purchase consideration or the date by which shares/Original Share certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
4. I/We also note that that the shares would reside with the Registrar to the Offer until the time the Acquirers accept the Share Certificates and makes the payment of the purchase consideration as mentioned in the Letter of Offer.
5. I/We confirm that the equity shares of GSSL, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.
6. I/We authorize the Acquirers 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 Acquirers to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.
7. I/We authorize the Acquirers 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 Acquirers 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 Acquirers are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.
8. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my /our agreeing to tender the said equity shares.
9. The Permanent Account Number (PAN/GIR No.) allotted under the Income Tax Act 1961, is as under:

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

Yours faithfully,
Signed and Delivered

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

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:

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 acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of GSSL.

(ii) Shareholders of GSSL to whom this Offer is being made, are free to Offer his / her / their shareholding in GSSL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

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

ACKNOWLEDGEMENT SLIP

(SHARES IN PHYSICAL FORM)

Open Offer by Mr. Vinay Kumar Agarwal and Mrs. Suman Agarwal, both residing at A-7, Armstrong Avenue, Sec- 2B, Bidhannagar, Durgapur- 713212 ("hereinafter collectively referred to as the Acquirers") to the shareholders of M/s. Gajanan Securities Services Limited ("Target Company" or "GSSL") to acquire from them 806520 equity shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of GSSL @ Rs. 10/- per fully paid-up equity share.

Received from Mr. / Ms. ----------------------

Ledger Folio Number -------------------- Number of share Certificates enclosed --------------------- under the Letter of Offer dated 20.06.2016, Form of acceptance, Transfer Deed(s) and Original Share Certificate(s) as detailed hereunder:

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

Stamp

Authorized Signatory

Date:

Note: All Future correspondence, if any, should be addressed to Registrar to the Offer.

Maheshwari Datamatics Private Limited,
CIN: U20221WB1982PTC034886, SEBI REGN No: INR000000353
(Contact Person: Mr. S. Rajagopal)
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001
Tel No.: (033) 2243 5809/5029, Fax No.: (033) 2248 4787
Email: mdpldc@yahoo.com, Website: www.mdpl.in