

GAURAV MERCANTILES LIMITED

Registered Office: 3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (W), Mumbai-400013; Telephone: +91 20 45404000; Facsimile: N.A.; Website: www.gmlmumbai.com

OPEN OFFER TO ACQUIRE UP TO 4,810,000 (FORTY EIGHT LAKH TEN THOUSAND ONLY) FULLY PAID UP EQUITY SHARES, HAVING FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% (TWENTY SIX PERCENT ONLY) OF THE EMERGING VOTING SHARE CAPITAL OF GAURAV MERCANTILES LIMITED ("TARGET COMPANY"), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY RAGHAV BAHL, RITU KAPUR AND MOHAN LAL JAIN PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) AND 4 AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AS AMENDED FROM TIME TO TIME ("SEBI SAST REGULATIONS") AT A PRICE OF INR 42.50 (INDIAN RUPEES FORTY TWO AND FIFTY PAISA ONLY) PER EQUITY SHARE ("OFFER PRICE"), PAYABLE IN CASH IN ACCORDANCE WITH THE PROVISIONS OF SEBI SAST REGULATIONS ("OFFER/OPEN OFFER")

This advertisement ("**Offer Opening Advertisement**") is being issued by Pantomath Capital Advisors Private Limited (hereinafter referred to as "**Manager to the Offer**") for and on behalf of the Acquirer and the PAC pursuant to and in compliance with Regulation 18(7) of the SEBI (SAST) Regulations, 2011 in respect of the Offer.

This Offer Opening Advertisement should be read in continuation of, and in conjunction with: (i) the public announcement dated November 27, 2018 ("**PA**"); (ii) the detailed public statement dated December 3, 2018 published on December 4, 2018 in all the editions of the Business Standard (English), all the editions of Business Standard (Hindi), and Mumbai edition of Navshakti (Marathi) ("**DPS**"); (iii) the draft letter of offer dated December 11, 2018 ("**DLoF**"); (iv) corrigendum to DPS dated January 16, 2020 published on January 17, 2020 ("**Corrigendum**") and (v) the letter of offer dated January 16, 2020 ("**LoF**") dispatched to the Public Shareholders of the Target Company. This Offer Opening Advertisement is being published in all newspapers in which the DPS was published.

Capitalized terms used but not defined in this Offer opening Advertisement shall have the same meanings assigned to such terms in the DPS and LoF, unless otherwise defined.

The Public Shareholders of the Target Company are requested to kindly note the following information related to the Offer:

- Offer Price:** The offer price is INR 42.50 per Equity Share. There has been no upward revision in the Offer Price.
- Recommendation of the Committee of Independent Directors ("IDC"):** The recommendations of the IDC was approved on January 21, 2020 and published on January 22, 2020 in the same newspapers in which the DPS was published i.e. all the editions of the Business Standard (English), all the editions of Business Standard (Hindi), and Mumbai edition of Navshakti (Marathi). A summary of the extracts of the IDC's recommendations are set out below:

Members of the IDC	Sanjeev Krishana Sharma, Chairman of the IDC Parshottam Dass Agarwal, Member
Recommendation on the Offer, as to whether the Offer, is or is not, fair and reasonable	Basis review of the PA, DPS, DLOF, LOF and the Corrigendum, the IDC believes that the Open Offer is in accordance with the regulations prescribed under the SEBI (SAST) Regulations and is fair and reasonable. However, the equity shareholders should independently evaluate the open offer and take informed decision in the matter. The IDC members have reviewed the PA, DPS, DLOF, LOF and the corrigendum.
Summary of reasons for recommendation	The IDC members have reviewed the PA, DPS, DLOF, LOF and the corrigendum. The IDC members have also taken into consideration the following for making the recommendations: a) The equity shares of the Target Company were infrequently traded on BSE as on the date of the PA and do not come within the meaning and definition of 'frequently traded shares' under clause (j) of sub-regulation (1) of Regulation 2 of the takeover code. b) The offer price of INR 42.50 determined is in line with the parameters as provided under the provisions of Regulation 8(2)(e) of the SEBI (SAST) Regulations, 2011.

- The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competing offer to the Offer.
- The LoF was dispatched to all the Public Shareholders of the Target Company by January 20, 2020.
- The Public Shareholders are required to refer to paragraph 8 "*Procedure for Acceptance and Settlement of Offer*" on page 27 of the LoF in relation to, inter alia, the procedure for tendering their Equity Shares in the Offer and are also required to adhere to and follow the procedure outlined therein. Please note that a copy of the LoF (including Form of Acceptance cum Acknowledgment) is also available on SEBI's website (www.sebi.gov.in) during the Tendering Period and Equity Shareholders can also apply by downloading such forms from SEBI's website. Further, in case of non-receipt/ non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper by following the procedure mentioned for registered Eligible Public Shareholders in paragraph 8 "*Procedure for Acceptance and Settlement of Offer*" on page 27 of the LoF.
- As per the proviso to Regulation 40(1) of the SEBI (LODR) Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with SEBI notification No. SEBVLADNRO/GN/2018/49 dated November 30, 2018, and the press releases dated December 03, 2018 and March 27, 2019 issued by SEBI, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Hence, Public Shareholders desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned depository participant to have their Equity Shares dematerialized.
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the DLoF was filed with SEBI on December 11, 2018. The final observations from SEBI were received in terms of Regulation 16(4) of the SEBI (SAST) Regulations vide letter dated January 9, 2020, which have been incorporated in the LoF.
- All material changes since the date of the PA in relation to the Offer have been incorporated in the LoF read with the Corrigendum.
- Details regarding the status of statutory and other approvals:** As on the date of this Letter of Offer, to the best of knowledge and belief of the Acquirer and PAC, no statutory approvals are required by the Acquirer to acquire the equity shares that are validly tendered pursuant to this Offer. However, in case if any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer shall make the necessary applications for such approvals. In the event of non-receipt of any of the statutory approvals, which may become applicable for acquisition of equity shares the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011
- The revised schedule of activities pertaining to the Offer is set out below:

Activity	Original schedule of activities (Day and Date)	Revised schedule of activities (Day and Date)
Date of Public Announcement (PA)	November 27, 2018 (Tuesday)	November 27, 2018 (Tuesday)
Date of publishing of the DPS in Newspapers	December 04, 2018 (Tuesday)	December 04, 2018 (Tuesday)
Last date for filing of the Draft Letter of Offer with SEBI	December 11, 2018 (Tuesday)	December 11, 2018 (Tuesday)
Last date for public announcement of the Competing Offer(s) as per the first detailed public announcement*	December 26, 2018 (Wednesday)	December 26, 2018 (Wednesday)
Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	January 02, 2019 (Wednesday)	January 9, 2020 (Thursday)**
Identified Date#	January 04, 2019 (Friday)	January 13, 2020 (Monday)
Last date by which the Letter of Offer is to be dispatched to the Public Shareholders, whose name appears on the register of members on the Identified Date	January 11, 2019 (Friday)	January 20, 2020 (Monday)
Last Date by which the committee of the Independent Directors of the Target Company shall give its recommendation to the Public Shareholders of Target Company for this Offer	January 15, 2019 (Tuesday)	January 23, 2020 (Thursday)
Last date for upward revision of the Offer Price and/or Offer Size	January 16, 2019 (Wednesday)	January 23, 2020 (Thursday)
Date of publication of Offer opening Public Announcement in the newspapers in which the DPS was published	January 17, 2019 (Thursday)	January 24, 2020 (Friday)
Date of Commencement of the Tendering Period (Offer Opening Date)	January 18, 2019 (Friday)	January 27, 2020 (Monday)
Date of Closure of the Tendering Period (Offer Closing Date)	January 31, 2019 (Thursday)	February 7, 2020 (Friday)
Last date of communicating the rejection/ acceptance and completion of payment of consideration for accepted tenders or return of unaccepted/ rejected Equity Shares	February 14, 2019 (Thursday)	February 25, 2020 (Tuesday)
Issue of post offer advertisement	February 22, 2019 (Friday)	March 3, 2020 (Tuesday)
Last date for filing of final report with SEBI	February 22, 2019 (Friday)	March 3, 2020 (Tuesday)

* There was no competing offer to the Acquirer's Offer.

** Actual date of receipt of SEBI's final observation in relation to the Draft Letter of Offer

The Identified Date is only for the purpose of determining the names of the eligible shareholders of the Target Company as on such date to whom the Letter of Offer would be dispatched. It is clarified that all Public Shareholders, whether registered or unregistered, are eligible to participate in this Offer at any time during the Tendering Period. Provided, however, the Target Company has allotted 1,400,000 (Fourteen Lakh only) CCPS and 10,000,000 (One Crore only) Warrants to the Acquirer and PAC; and 600,000 (Six Lakh only) CCPS and 4,500,000 (Forty five Lakh only) Warrants to certain public shareholders of the Target Company, on preferential basis on May 25, 2019. Subject to compliance with applicable laws including SEBI (SAST) Regulations, 2011 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time, if the Public Shareholders holding Warrants and/or CCPS convert their Warrants and/or CCPS into the Equity Shares during the Offer Period then such Public Shareholders shall be eligible to tender their Equity Shares, allotted to them pursuant to conversion of Warrants and/or CCPS, in the Offer.

- The Acquirer and the PAC accept full responsibility for the information contained in this Offer Opening Advertisement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011.
- This Offer Opening Advertisement will also be available on SEBI's website (www.sebi.gov.in).

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND PAC

PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED
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Contact Person: Unmesh Zagade SEBI Registration No.: INM000012110

Place: Noida
Date: January 23, 2020