

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (“DLoF”) is sent to you as a Shareholder(s) of Ruchika Industries India Limited (“Ruchika”/“Target Company”). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Draft Letter of Offer to the Members of the Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

Mr. Rajiv Chandulal Darji (“Acquirer”)

Residing at A-701, Rose Mary Building, Chikuwadi, Shimpoli, Next to Witty School, Borivali (West), Mumbai-400 092
Contact No.: +91 97699 27171, **E-Mail ID:** simplenet45@gmail.com

to the existing shareholders of

RUCHIKA INDUSTRIES INDIA LIMITED

(CIN: L51503MH1985PLC301881)

Registered Office: 126, Damji Shamji Estate, LBS Marg, Vikhroli (West), Mumbai-400 083
Contact No.: +91 22 6153 0304; **E-Mail ID:** roc.ruchika@gmail.com; **Website:** www.ruchikaind.in

to acquire 5,20,000 Equity Shares of ₹5.00 each representing 26% of Equity Share Capital of the Target Company at a price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share (“Offer Price”), payable in cash

- This Offer is being made by the Acquirer pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations 2011.
- This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- As on date of this Draft Letter of Offer, there are no statutory approvals required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all Statutory Approvals that may become applicable at a later date but before completion of the Open Offer.
- If there is any upward revision in the Offer Price/Offer Size at any time up to one (1) working day prior to commencement of the Tendering Period i.e. April 24, 2019 (Wednesday) in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (‘DPS’) was published. Such revised Offer Price would be payable to all the Shareholders, who have validly tendered their Equity Shares anytime during the Tendering Period to the extent their Equity Shares have been verified and accepted under the Offer, by the Acquirer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, 2011, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the DPS had been published.
- If there is a competing offer:
The Public Offers under all the subsisting bids shall open and close on the same date.
- A copy of the Public Announcement (‘PA’), Detailed Public Statement (‘DPS’) and this Draft Letter of Offer (‘DLoF’) are also available on the website of Securities and Exchange Board of India (‘SEBI’) at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Tel. No.: +91 22 2612 3207/08 E-Mail ID: openoffer@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128		Skyline financial Services Private Limited CIN: U74899DL1995PTC071324 9 D-153A , 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020 Tel. No.: +91 11 4045 0193 Fax No.: +91 11 2681 2683 E-Mail ID: viren@skylinerta.com Contact Person: Mr. Virender Rana Website: www.skylinerta.com SEBI Reg. No.: INR000003241
Offer Opens on:	April 25, 2019 (Thursday)	Offer Closes on:	May 09, 2019 (Thursday)

TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Date	Day
Date of the PA	February 27, 2019	Wednesday
Date of publishing the Detailed Public Statement	March 07, 2019	Thursday
Last date for filing of Draft Letter of Offer with SEBI	March 14, 2019	Thursday
Last date of a competing offer	March 29, 2019	Friday
Latest date by which SEBI's observations will be received	April 05, 2019	Friday
Identified Date*	April 09, 2019	Tuesday
Last date by which the Letter of Offer will be dispatched to the Shareholders (<i>Except the Acquirer and the Selling Shareholder</i>) as on the identified date	April 16, 2019	Tuesday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	April 22, 2019	Monday
Last Date for revising the Offer Price/number of shares	April 24, 2019	Wednesday
Date of Public Announcement for Opening the Offer	April 24, 2019	Wednesday
Date of Commencement of the Tendering Period (" Offer Opening date ")	April 25, 2019	Thursday
Date of Closing of the Tendering Period (" Offer Closing date ")	May 09, 2019	Thursday
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	May 23, 2019	Thursday

* Identified Date is only for the purpose of determining the names of the shareholders (except the Acquirer and the Selling Shareholder) as on such date to whom the Letter of Offer will be sent. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirer:

Relating to the Proposed Offer:

- 1) This Offer is not subject to the receipt of any statutory approvals. If any Statutory Approval is required or become applicable at a later date and therefore, in the event that either the statutory approvals or regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirer not to proceed with the Offer, 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 Target Company, whose Equity Shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period, if directed by SEBI, in terms of Regulation 18(11) of the Regulations.
- 2) In case of over-subscription in the Offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.
- 3) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and despatch of consideration are delayed.

Relating to the Acquirer:

- 1) The Acquirer makes no assurance with respect to the financial performance of the Target Company and their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 2) The Acquirer cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- 3) The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement ('PA')/Detailed Public Statement ('DPS')/Draft Letter of Offer ('DLoF')/Letter of Offer ('LoF') and anyone placing reliance on any other sources of information, not released by the Acquirer, would be doing so at his / her / its own risk.

The Risk Factors set forth above pertain to the Offer and does not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder's participation in the Offer.

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1. ABBREVIATIONS/DEFINITIONS

Acquirer	Mr. Rajiv Chandulal Darji
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956 and Companies Act, 2013
CP	Conditions Precedent
DP	Depository Participant
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer published on March 07, 2019 (Thursday)
DLoF/Draft Letter of Offer	This Draft Letter of Offer dated March 13, 2019
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer (<i>except the Acquirer and the Seller</i>)
Equity Share Capital	Paid-up Equity Share Capital of ₹1,00,00,000 comprising of 20,00,000 Equity Shares of ₹5.00 each
Equity Shares	Fully paid-up Equity Shares of the Target Company of the Face Value of ₹5.00 each
Escrow Account	Shall have the meaning given to it in paragraph 6.2.2 of this Draft Letter of Offer
Escrow Amount	Shall have the meaning given to it in paragraph 6.2.2 of this Draft Letter of Offer
Escrow Bank	IndusInd Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FIIs	Foreign Institutional Investors registered with SEBI
Identified Date	April 09, 2019 (Tuesday) i.e. date falling on the tenth (10 th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
₹/INR/Rs.	Indian Rupees, the legal currency of India
Manager/Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer period	Period from the date of entering into an agreement, to acquire Equity Shares, Voting Rights in, or control over a Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirer to the Public Shareholders to acquire upto 5,20,000 Equity Shares, representing 26% of the Equity Share Capital of the Target Company
Offer Price	₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share
Offer Size	Upto 5,20,000 Equity Shares representing 26% of Equity Share Capital of the Target Company at a price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share, aggregating to ₹45,50,000 (Rupees Forty Five Lakhs and Fifty Thousand only)
PA/Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer on February 27, 2019 (Wednesday)
Promoter	Promoter of Ruchika Industries India Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015

Public Shareholder(s)	The Equity Shareholder(s) of the Target Company other than the Acquirer and the Promoter/Seller of the Target Company
Registrar/Registrar to the Offer	Skyline Financial Services Private Limited
RTGS	Real Time Gross Settlement
Sale Shares	9,74,216 Equity Shares of ₹5.00 each of Ruchika Industries India Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereof
SEBI (SAST) Regulations, 2011/SEBI (SAST) Regulations/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
Seller/Selling Shareholder	Mr. Saurabh Dilip Pradhan
SPA/Agreement	Share Purchase Agreement entered on February 27, 2019
Stock Exchange(s)	BSE Limited
Target Company/Ruchika	Ruchika Industries India Limited
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including April 25, 2019 (Thursday) to May 09, 2019 (Thursday)

2. 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 SHAREHOLDERS OF RUCHIKA INDUSTRIES INDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT 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 DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 13, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

3.1.1. This Open Offer is being made by Mr. Rajiv Chandulal Darji (“Acquirer”) to the Equity Shareholders of Ruchika Industries India Limited (hereinafter referred to as “Ruchika”/“Target Company”) pursuant to and in compliance with regulation 3(1) and 4 of the Regulations to acquire upto 5,20,000 Equity Shares of ₹5.00 each representing 26% of the Equity Share Capital of the Target Company (“Offer Size”) at a price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, DPS, DLoF and LoF that will be sent to the Public Shareholders of the Target Company.

3.1.2. The details of the Transactions which triggered the Open Offer are as under:

The Acquirer has entered into a Share Purchase Agreement (“SPA”) with the existing Promoter/Promoter Group (hereinafter referred to “Selling Shareholder”/“Seller”) of the Target Company for 9,74,216 Equity Shares representing 48.71% of the Equity Share Capital/Voting Capital of the Target Company. Post SPA, the Shareholding of the Acquirer will increase beyond 25% of the Equity Share Capital of the Target Company and hence this has triggered the Open Offer. The details of the Acquisition through SPA is as under:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	Mr. Saurabh Dilip Pradhan PAN: AMJPP 6295 P Address: Near R.C.F, Gate No. 2, 12, Mysore Colony, Chembur, FCI, Mumbai-400 074	Yes	9,74,216	48.71%	Nil	Not Applicable
	TOTAL	-	9,74,216	48.71%	Nil	Not Applicable

3.1.3. The Seller has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

3.1.4. The Salient features of the Share Purchase Agreement ('SPA') are as under:

- 1) The Seller shall sell to the Acquirer and the Acquirer shall, subject to the fulfilment of the conditions specified in Clause 3, and relying on several representations and undertakings of the Seller hereinafter contained, purchase the Sale Shares, free from all encumbrances and defects, for the Purchase Price and on the terms and conditions hereinafter contained.
- 2) The Acquirer shall acquire 9,74,216 Equity Shares representing 48.71 % of the subscribed Equity Share capital/ Voting Capital of the company from the Seller.
- 3) The Purchase Price for the Sale Shares shall be ₹6.00 (Rupees Six only) per share and the total consideration amount shall be ₹58,45,296 (Rupees Fifty Eight Lakhs Forty Five Thousand Two Hundred Ninety Six Only).
- 4) The Purchase Consideration has been fixed on the basis of the assets and liabilities disclosed in the audited annual accounts of the Company for the financial year ended on March 31, 2018 and the certified accounts for the period up to December 31, 2018.

5) *Conditions of Agreement:*

The Purchase of the Shares by the Acquirer is subject to the fulfilment by the Seller of the following conditions precedent:

The approvals, if any, of the Authorities being obtained by the Seller at their own cost and such approvals being unconditional or if subject to conditions, the conditions are not unusual or onerous and certified copies thereof being submitted to the Acquirer.

6) *Compliance with Takeover Regulations:*

- a) The sale and purchase of the Sale Shares shall be subject to the compliance with the provisions of the Takeover Regulations.
- b) The Seller shall cause the Company to comply with the provisions of the Takeover Regulations.
- c) In case of non-compliance with any of the provisions of the Takeover Regulations by either of the parties, this agreement for sale of the Sale Shares shall not be acted upon by either Seller or the Acquirer.
- d) The Acquirer/Seller undertake that if the public shareholding in the Company fall below the limit specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the purpose of listing on continuous basis, pursuant to the Agreements and Open Offer, the Acquirer will maintain the minimum specified public shareholding in the Company.

3.1.5. The Proposed change in control of the Target Company is not through any Scheme of Arrangement.

3.1.6. Based on the information available, neither the Acquirer nor the Promoter/Seller is in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

3.1.7. The Acquirer reserves the right to nominate someone representing them to be a Director on the Board of the Target Company during the Offer Period in accordance with the Regulations by depositing 100% of the Maximum Consideration payable under the Offer in the Cash Escrow Account as required under Regulation 24(1) of the SEBI (SAST) Regulations.

3.1.8. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendation on this Offer to the Eligible

Shareholders. 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 in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

3.1.9.No other persons/individuals/entities are acting in concert with the Acquirer for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.2. DETAILS OF THE PROPOSED OFFER

3.2.1.The PA announcing the Open Offer, under Regulation 3(1) and 4 read with Regulation 13, 14 and 15 of the Regulations was made on February 27, 2019 (Wednesday) and was submitted to BSE Ltd, Mumbai ('BSE'), and to the Target Company on February 27, 2019 (Wednesday) and was filed with SEBI, Mumbai on February 28, 2019 (Thursday).

3.2.2.In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on March 07, 2019 (Thursday) in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

3.2.3.Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI, BSE and the Target Company at its Registered Office.

3.2.4.This Offer is made by the Acquirer to all Eligible Shareholders, to acquire up to 5,20,000 Equity Shares representing 26% of the Equity Share Capital, at a price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the Regulations and subject to the terms and conditions set out in the PA, the DPS and DLoF.

3.2.5.There is no differential pricing for the Offer.

3.2.6.This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Draft Letter of Offer.

3.2.7.The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of the Regulations, the Acquirer will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer upto a maximum of 5,20,000 Equity Shares representing 26% of the Equity Share Capital of the Target Company.

3.2.8.The Acquirer did not acquire any shares of the Target Company after the date of PA i.e. February 27, 2019 (Wednesday) up to the date of this DLoF.

3.2.9.The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event Statutory Approvals are refused. In the event of withdrawal of this Offer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such Public Announcement will also be sent to SEBI, BSE and the Target Company at its Registered Office.

3.2.10. As on date, the Manager to the Offer, Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. 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 as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.2.11. The Equity Shares of the Target Company acquired by the Acquirer shall be 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, except for 3,00,000 Equity Shares which are under lock-in till August 31, 2020.

3.2.12. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will not fall below the minimum public shareholding requirement as per SCRR as amended and SEBI (LODR) Regulations, 2015.

3.3. OBJECT OF THE OFFER

3.3.1. This Offer is being made to the public shareholders of Target Company pursuant to and in compliance with regulation 3(1) and 4 of the Regulations.

3.3.2. The object of acquisition is to acquire substantial shares/voting rights accompanied by control over the Target Company. At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirer intends to undertake Infrastructure and/or Real Estate related activities in the Target Company and may also diversify into other areas with the prior approval of the Shareholders. The Acquirer may reorganize the present Capital Structure of the Company and also further strengthen the Board.

3.3.3. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of the Regulations.

4. BACKGROUND OF THE ACQUIRER

4.1. Information about Mr. Rajiv Chandulal Darji ("Acquirer")

4.1.1. Rajiv Chandulal Darji, S/o Chandulal Darji, aged about 42 years, is presently residing at A-701, Rose Mary Building, Chikuwadi, Shimpoli, Next to Witty School, Borivali (West), Mumbai-400 092, Contact No.: +91 97699 27171, E-Mail ID: simplenet45@gmail.com. He is an Under Graduate from Mumbai University. His Permanent Account Number (PAN) under Indian Income Tax Act is ACHPD 1077 F. He has over thirteen (13) years of experience in the field of Real Estate Business, project planning and execution.

4.1.2. He is not part of any group.

4.1.3. As on date, the Acquirer does not hold any Equity Share in the Target Company. However, he has entered into Share Purchase Agreement on February 27, 2019 (Wednesday) to Acquire 9,74,216 Equity Shares representing 48.71% of the Equity Share Capital of the Target Company.

4.1.4. He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.

4.1.5. The Net Worth of the Acquirer is ₹301.47 Lakhs (Rupees Three Hundred and One Lakh and Forty Seven Thousand only) as on December 31, 2018 as certified vide certificate dated January 30, 2019 issued by Mr. Piyush Jain, Chartered Accountant (Membership No. 420319), having Office at 27, 1st Floor, Tambakuwala Building, Bhawani Shankar Road, Dadar (W), Mumbai-400 028, Contact No.: +91 72838 70105, E-Mail ID: piyushchhajer@rediffmail.com.

4.1.6. The entities promoted/controlled/managed by the Acquirer is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	KCD Infrastructure & Construction Private Limited	Managing Director	50.00%
2)	KCD & Pramukh Infra Buildcon Private Limited	Director	1.00%
3)	Pramukh & KCD Properties Private Limited	Director	1.00%
4)	Raj Skyline & KCD Builders Private Limited	Director	7.96%
5)	KCD Heritage Private Limited	Director	99.99%
6)	KCD & Shree Swami Realcon Infra Private Limited	Director	-
7)	PKCD Infra Realty Private Limited	Director	-
8)	KCD ESLE (OPC) Private Limited	Director	100.00%

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
9)	Prince KCD Heritage LLP	Designated Partner	5.00%
10)	Kavya KCD Buildcon LLP	Designated Partner	5.00%
11)	KCD Buildtec LLP	Designated Partner	1.00%
12)	Kavya Town KCD Developers LLP	Designated Partner	5.00%
13)	KCD Truarc Concept LLP	Designated Partner	50.00%
14)	Sattvic Hospitality LLP	Designated Partner	25.00%
15)	Ayush Infra Ventures LLP	Designated Partner	9.00%
16)	Kavya DJ Build-con LLP	Designated Partner	5.00%

- 4.2. The Acquirer will be the Promoter of the Company, after completing all the Open Offer formalities pursuant to the Regulations.
- 4.3. The Acquirer has not acquired any Equity Share of the Target Company during the twelve (12) months period prior to the PA.
- 4.4. The Acquirer is not into any Securities related business and registered with SEBI as a Market Intermediary.
- 4.5. The entities promoted or controlled by the Acquirer as mentioned in point no. 4.1.6 above are neither holding any Equity Share nor participating or acting in Concert in the Open Offer.
- 4.6. As on date, the Acquirer does not have any interest in the Target Company. Further, there are no Directors representing the Acquirer on the Board of the Target Company.

5. BACKGROUND OF THE TARGET COMPANY-RUCHIKA INDUSTRIES INDIA LIMITED

- 5.1. The Target Company, was incorporated in the name of 'Ruchika Electronics Limited' on May 25, 1985 under the Companies Act, 1956 within the jurisdiction of Registrar of Companies, Delhi. Further the Name of the Company was changed to 'Ruchika Industries India Limited' vide RoC Certificate dated November 23, 2001.
- 5.2. The Registered Office of the Target Company was shifted from Delhi to the State of Maharashtra and a fresh Certificate of Registration confirming the change of Registered Office was issued by Registrar of Companies, Mumbai on November 16, 2017. The current Registered Office is situated at Office No. 126, Damji Shamji Estate, LBS Marg, Vikhroli (West), Mumbai-400 083. The CIN of the Company is L51503MH1985PLC301881.
- 5.3. The Target Company is engaged in the business of trading of Electronic Goods.
- 5.4. The Authorized Share Capital of the Target Company is ₹2,50,00,000 comprising of 50,00,000 Equity shares of ₹5 each. The paid-up Equity Share Capital of the Target Company is ₹1,00,00,000 comprising of 20,00,000 Equity shares of ₹5 each fully paid-up.
- 5.5. The Equity Shares of the Target Company are listed on BSE Limited, Mumbai ("BSE") having a scrip code as 540696. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the Regulations. The ISIN of the Target Company is INE185U01027.
- 5.6. As on date, the Target Company is fully compliant with the listing requirements and there has not been any non-listing of Equity Shares on any of the Stock Exchanges.

5.7. Share Capital Structure:

The Equity Share Capital Structure of the Target Company is as follows:

Paid-up Shares	No. of Equity Shares/Voting Rights	% of Equity Shares/Voting Rights
Fully Paid-up Equity Shares	20,00,000	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	20,00,000	100.00%

5.8. As of the date of this Draft Letter of Offer, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. Further, there is no differential pricing for the Offer. There has been no merger/de-merger or spin off in the Target Company during the past three years.

5.9. Details of the Board of Directors of the Target Company:

As on the date, the Directors representing the Board of the Target Company are:

Sr. No.	Name of Director, DIN, PAN & Designation	Address	Date of Appointment	Experience in years & field	No. of Shares held in Company
1)	Mrs. Zakhana Gandhi <i>DIN:</i> 05122611 <i>PAN:</i> AHGPG 9701 K <i>Designation:</i> Non-Executive Director	40-A, Kirandeep Soc., Parle Point, Surat-395 001	May 05, 2011	10 years in the field of Textile	Nil
2)	Mr. Satishkumar Rajbar <i>DIN:</i> 06798717 <i>PAN:</i> BHEPR 8588 J <i>Designation:</i> Independent Director	Adharwadi Road, Shirtala Nagar, Adharwadi, Kalyan (West), Kalyan, Thane-421 301	June 08, 2015	10 years in the field of administration	Nil
3)	Mr. Rajni Jethalal Shah <i>DIN:</i> 07008158 <i>PAN:</i> AADPS 3594 A <i>Designation:</i> Independent Director	A-27, Sarvonati CHS, Kiroli Road, Near SNTD School, Barve Nagar, Ghatkopar (W), Mumbai-400 084	June 08, 2015	30 years in the field of Business Development	Nil
4)	Mr. Govind Adya Chaubey <i>DIN:</i> 08307697 <i>PAN:</i> AGBPC 0540 L <i>Designation:</i> Executive Director	B-003, Shri Prasstha Complex, Building No. 79, 3 rd Road, Shri Prasstha, Nalasopara (West), Thane-401 203	February 15, 2019	10 years in the field of Business Development	Nil

5.10. The key financial information of the Target Company based on the Certified Un-Audited Financial Statements for the period ended December 31, 2018 and Audited Financial Statements for the Financial Year ended March 31, 2018, March 31, 2017 and March 31, 2016 are as follows:

Profit and Loss Statement:

(₹ in Lakhs, except EPS)

Particulars	30-Dec-18	FY 2017-18	FY 2016-17	FY 2015-16
	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from Operations	7.69	62.15	138.94	21.61
(+) Other Income	-	-	-	-
Total Income	7.69	62.15	138.94	21.61
Total Expenditure	4.03	60.16	138.02	20.49
Profit before Depreciation, Interest and	3.66	1.99	0.92	1.12

Tax				
(-) Depreciation	0.23	0.32	0.13	-
(-) Interest and Financial Charges	-	0.00	0.00	-
Exceptional Items	0	-	-	-
Profit before Tax	3.43	1.67	0.79	1.12
Tax Expenses	1.03	0.03	0.30	0.35
Profit after Tax	2.40	1.64	0.49	0.77
Appropriations	-	-	-	-
Income Tax Adjustments earlier years	-	-	-	-
Profit & Loss Transfer for Goodwill/Capital Reserve	-	-	-	-
Profit/ (loss) for the year	2.40	1.64	0.49	0.77

Balance Sheet Statement:

(₹ in Lakhs, except EPS)

Particulars	30-Dec-18	FY 2017-18	FY 2016-17	FY 2015-16
	(Unaudited)	(Audited)	(Audited)	(Audited)
Sources of Funds				
Paid up Equity Share Capital	100	100	100	100
Reserves & Surplus (Excluding Revaluation Reserve)	215.29	212.89	211.25	210.76
(-) Miscellaneous Expenditure	-	-	-	-
Net Worth	315.29	312.89	311.25	310.76
Non-Current Liabilities	4.20	177.35	0.05	-
Current Liabilities	0.98	0.08	121.12	0.62
Total	320.47	490.32	432.42	311.38
Uses of Funds				
Non-current Assets				
Net Fixed Assets	0.28	0.51	10.07	-
Non-current Investments	9.24	9.24	-	9.24
Deferred Tax Assets (Net)	-	-	-	-
Other Non-Current Assets	-	-	-	-
Long-term loans and advances	-	-	-	-
Current assets	310.95	480.57	422.35	302.14
Total	320.47	490.32	432.42	311.38

Other Financial Data:

(₹ in Lakhs, except EPS)

Particulars	Period ended December 31, 2018	FY 2017-2018	FY 2016-2017	FY 2015-2016
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Dividend (%)	Nil	Nil	Nil	Nil
Earnings Per Share	0.12	0.16	0.05	0.08
RoNW (%)	0.76%	0.52%	0.16%	0.25%
Book Value	15.76	31.29	31.12	31.08

5.11. Pre and Post-Offer Shareholding Pattern of the Target Company as on date of DLoF are as follows:

Shareholders' Category	Equity Share Capital/Voting Capital prior to SPA and Offer		Equity share Capital/Voting Capital agreed to be acquired which triggered off the Regulations		Equity share Capital/Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/Voting Rights after SPA and Offer	
	(A)		(B)		(C)		(D)	
	No.	%	No.	%	No.	%	No.	%
1) Promoter Group								
a) Parties to Agreement, if any								
Saurabh Pradhan	9,74,216	48.71	(9,74,216)	(48.71)	Nil	N.A.	Nil	N.A.
b) Promoters other than (a) above	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
Total 1 (a+b)	9,74,216	48.71	(9,74,216)	(48.71)	Nil	N.A.	Nil	N.A.
2) Acquirer								
Rajiv Darji	Nil	N.A.	9,74,216	48.71	5,20,000	26.00	14,94,216	74.71
Total 2	Nil	N.A.	9,74,216	48.71	5,20,000	26.00	14,94,216	74.71
3) Parties to Agreement	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.

Shareholders' Category	Equity Share Capital/Voting Capital prior to SPA and Offer		Equity share Capital/Voting Capital agreed to be acquired which triggered off the Regulations		Equity share Capital/Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/Voting Rights after SPA and Offer	
	(A)		(B)		(C)		(D)	
	No.	%	No.	%	No.	%	No.	%
other than (1) (a) & (2)								
Total 3	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
4) Public (other than parties to agreement, acquirers & PACs								
a) FIs/MFs/FIIs/Banks, SFIs (indicate names)								
b) Others	10,25,784	51.29	Nil	N.A.	(5,20,000)	(26.00)	5,05,784	25.29
Total 4 (a+b)	10,25,784	51.29	Nil	N.A.	(5,20,000)	(26.00)	5,05,784	25.29
GRAND TOTAL (1+2+3+4)	20,00,000	100.00	Nil	N.A.	(5,20,000)	(26.00)	20,00,000	100.00

Note: Total Number of Public Shareholders as on December 31, 2018 is 1550.

5.12. Details of the Compliance Officer:

Name : Ms. Geeta Kalia
Registered Office : 126, Damji Shamji Estate, LBS Marg, Vikhroli (West), Mumbai-400 083
Contact No. : + 91 22 6153 0304
E-Mail ID : roc.ruchika@gmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. JUSTIFICATION OF OFFER PRICE

6.1.1. The Equity Shares of the Target Company are presently listed on BSE Ltd, Mumbai ("BSE") having a scrip code as 540696. The Equity Shares of the Target Company are presently traded on BSE only. The Equity Shares of the Target Company is infrequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1) (j) of the Regulations.

6.1.2. The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (February 2018 to January 2019) on the Stock Exchange on which the Equity Shares of the Target Company are traded is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Ltd	Nil	20,00,000	N.A

(Source: www.bseindia.com)

6.1.3. The Offer Price of ₹8.75 (Rupees Eight and Paise Seventy Five only) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per SPA	: 6.00
b)	The volume-weighted average price paid or payable for acquisition by the Acquirer, during 52 weeks preceding the date of PA	: N.A
c)	The highest price paid or payable for any acquisition, by the Acquirer, during 26 weeks preceding the date of the PA	: N.A
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	: N.A

Sr. No.	Particulars	Amount (In. ₹)
e)	The price determined by the Acquirer and the Manager to the Offer taking into account Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares, since the Equity Shares are infrequently traded	8.70
f)	Other Financial Parameters as at:	December 31, 2018 (Certified/Un-Audited)
	(i) Return on Net Worth (%)	0.76%
	(ii) Book Value Per Share (₹)	15.76
	(iii) Earnings Per Share (₹)	0.12

Note: The Trading data with respect to BSE has been downloaded from website of BSE i.e. www.bseindia.com.

The Fair Value of the Target Company is ₹8.70 (Rupees Eight and Paise Seventy only) per share as certified vide Valuation Report dated February 27, 2019 issued by Mr. Deepak Kharwad (Membership No. 124599), Partner of M/s Jitendra Chandulal Mehta and Co., Chartered Accountants (FRN: 104288W) having office at 92-B, Visaria Sadan, 1st Floor, Belgrami Road, Near Bhabha Hospital Kurla (W), Mumbai-400 070 Tel. No.: +91 22 2650 1357.

The Offer Price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per share have been determined taking into account the methodology adopted under Hindustan Lever Employees Union v/s Hindustan Lever Ltd case.

- 6.1.4. In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹8.75 (Rupees Eight and Paise Seventy Paise only) per Equity Share is justified in terms of Regulation 8(2) of the Regulations.
- 6.1.5. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.6. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the Offer Period, at a price higher than the Offer Price, the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the Regulations. However, the Acquirer will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- 6.1.7. If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, they will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty (60) 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 the 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 Equity Shares whether by way of bulk deals, block deals or in any other form.
- 6.1.8. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer is permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the Regulations. If there is any such upward revision in the Offer Price by the Acquirer or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the shares validly tendered in the Offer.
- 6.1.9. In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the public shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.

6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 6.2.1. The total funds required for the implementation of the Offer i.e., for the acquisition of 5,20,000 fully paid up Equity Shares of Face Value ₹5.00 each at a price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share (assuming full acceptance) is ₹45,50,000 (Rupees Forty Five Lakhs and Fifty Thousand only) (“**Maximum Consideration**”).
- 6.2.2. In accordance with Regulation 17(4) of Regulations, the Acquirer has opened a Cash Escrow Account under the name and style of ‘RUCHIKA-OPEN OFFER-ESCROW ACCOUNT’ (“**Escrow Account**”) with IndusInd Bank Limited, Fort Branch (“**Escrow Banker**”) bearing account number 250556040665 and deposited an amount of ₹12.00 Lakhs (Rupees Twelve Lakhs only) on March 02, 2019, in cash, being more than 25% of the Maximum Consideration. The Acquirer has authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. The cash deposit in the Escrow Account has been confirmed vide the Certificate dated March 06, 2019 issued by the Escrow Banker.
- 6.2.3. The Acquirer has empowered the Manager to the Offer i.e. Mark Corporate Advisors Private Limited to operate and to realize the value of the Escrow Account in terms of the Regulations.
- 6.2.4. The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the Regulations. The Open Offer obligation shall be met by the Acquirer through his own resources and no borrowings from any bank and/or financial institution are envisaged. Mr. Piyush Jain, Chartered Accountant (Membership No. 420319), having Office at 27, 1st Floor, Tambakuwala Building, Bhawani Shankar Road, Dadar (W), Mumbai-400 028, Contact No.: +91 72838 70105, E-Mail ID: piyushchhajer@rediffmail.com vide Certificate dated February 27, 2019 has certified that sufficient resources are available with the Acquirer for fulfilling the obligations under this ‘Offer’ in full.
- 6.2.5. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer and to implement the offer in accordance with the Regulations. Further, the Manager to the Offer confirms that the funds/money are in place to fulfil the Open Offer obligations.
- 6.2.6. In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirer prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. OPERATIONAL TERMS AND CONDITIONS

- 7.1.1. This Offer is being made by the Acquirer to (i) all the Equity Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. April 09, 2019 (Tuesday); (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. April 09, 2019 (Tuesday); and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. May 09, 2019 (Thursday), but who are not the registered Equity Shareholders.
- 7.1.2. This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- 7.1.3. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.
- 7.1.4. Eligible persons can write to the Registrar/Manager to the Offer requesting for the Letter of Offer. Alternatively, the Letter of Offer would also be available on the website of SEBI i.e. www.sebi.gov.in.

- 7.1.5. Neither the Acquirer, nor the Manager to the Offer or the Registrar to the Offer accepts any responsibilities in any manner for any loss of Equity Share Certificate(s), Share transfer forms and any other Offer acceptance documents, etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.6. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from bidding of such Equity Shares during pendency of the said litigation and are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- 7.1.7. Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tendered their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2. LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in except for 3,00,000 Equity Shares held by the Promoter of the Target Company.

7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.3.1. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date i.e. April 09, 2019 (Tuesday).
- 7.3.2. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Draft Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.3.3. The Public Announcement ('PA'), the Detailed Public Statement ('DPS') and the Letter of Offer ('LoF') shall also be available on the website of SEBI i.e. www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Equity Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from the website of SEBI for applying in the Offer.
- 7.3.4. By accepting this offer, the Public Shareholder(s) confirm that they are not Persons Acting in Concert with the Acquirer for the purpose of this Offer.
- 7.3.5. The acceptance of this Offer by the Equity Shareholders of the 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 and should be received by the Registrar to the Offer at the address mentioned in this DLoF on or before the closure of the Tendering Period i.e. May 09, 2019 (Thursday).
- 7.3.6. The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards before one (1) working day prior to the commencement of the Tendering Period, i.e. up to April 24, 2019 (Wednesday), in accordance with the Regulations and the revision, if any, in the Offer Price would be announced in the Newspapers. The Acquirer would pay such revised price for all the shares validly tendered during the Tendering Period and accepted under the Offer in accordance with the terms of the Letter of Offer.
- 7.3.7. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager to the Offer.

7.4. STATUTORY APPROVALS

- 7.4.1. As on date, to the best of the knowledge of the Acquirer, there are no Statutory Approvals required by the Acquirer to complete this Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such

Statutory Approval(s). The Acquirer shall make the necessary applications for such Statutory Approvals. In the event of non-receipt of any of such Statutory Approvals which may become applicable for the purchase of the Equity Shares under this Offer, the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the Regulations.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, Stock Exchange(s) and to the Target Company at its Registered Office.

7.4.2. In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the Regulations, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirer agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirer has the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of the Regulations.

7.4.3. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered pursuant to this Offer.

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

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

8.1. The Acquirer has appointed Skyline Financial Services Private Limited, as the Registrar to the Offer.

8.2. The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
Skyline Financial Services Private Limited D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, Tel No.: +91 22 2301 8261/2518 E-Mail ID: viren@skylinerta.com,	Mr. Virender Rana	Hand Delivery / Registered Post / Speed Post / Courier

8.3. The Target Company is presently having connectivity with Central Depository Services (India) Limited ('CDSL') and National Securities Depositories Limited ('NSDL').

8.4. This Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE Limited, Mumbai ('BSE') in the form of a separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 .as amended via Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.

8.5. BSE Limited, Mumbai ('BSE') shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.

- 8.6. The Acquirer has appointed Sparkle Securities Solutions Private Limited (**‘Buying Broker’**) for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker are mentioned below:

Name of the Broker : Sparkle Securities Solutions Private Limited
Address : E-501, Remi Bizcourt, Off Veera Desai Road, Andheri (W), Mumbai-400 053
Tel No. : +91 22 6759 2034
Contact Person : Ms. Kunjal Anjaria

- 8.7. All the Shareholders who desire to tender their Equity Shares under the Open Offer should consult with their respective depository participants and their respective Stock Brokers (‘Selling Broker’) well in advance to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.
- 8.8. During the Tendering Period, the tender of the Equity Shares by the Equity Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.
- 8.9. Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares only. Please note that no physical shares will be accepted under this Open Offer.
- 8.10. The cumulative quantity tendered shall be updated on the website of the Designated Stock Exchange throughout the trading session at specific intervals by the Stock Exchange during tendering period.

8.11. Procedure for tendering Equity Shares held in Dematerialised Form:

- 8.11.1. 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 Stock Broker/Selling Member indicating details of Shares they wish to tender in the Open Offer.
- 8.11.2. The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Limited (hereinafter referred to as ‘Clearing Corporation’). Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- 8.11.3. 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 Equity Shares can be tendered in Open Offer.
- 8.11.4. For Custodian participant order 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 the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 8.11.5. Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip (‘TRS’) generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- 8.11.6. In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted.
- 8.11.7. The Eligible Persons 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 pro-rata acceptance in the Open Offer.

8.11.8. 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 validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirer 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, or the entire holding if it is less than the marketable lot.

PLEASE NOTE THAT NO SHARES WILL BE ACCEPTED IN PHYSICAL MODE PURSUANT TO PR NO.: 51/2018 DATED DECEMBER 03, 2018 ISSUED BY SEBI WHEREIN REQUESTS FOR EFFECTING TRANSFER OF SECURITIES SHALL NOT BE PROCESSED AFTER MARCH 31, 2019 UNLESS THE SECURITIES ARE HELD IN THE DEMATERIALIZED FORM WITH A DEPOSITORY.

8.12. Procedure for tendering the shares in case of non-receipt of 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.

In case the Equity Shares are in dematerialised form:

An Eligible Person may participate in the Offer by approaching Stock Broker/Selling Member and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case of non-receipt of the Letter of Offer, such Equity Shareholders of the Target Company may download the same from the website of SEBI i.e. 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.

8.13. Settlement Process

- 8.13.1. 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 account of Clearing Corporation.
- 8.13.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.13.3. The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in the bank accounts which are linked to the respective demat accounts). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Brokers' settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 8.13.4. In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.

- 8.13.5. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation.
- 8.13.6. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which will be opened by the Acquirer.
- 8.13.7. Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member 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 Member, 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.
- 8.14.** Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.
- 8.15.** The Letter of Offer would also be available on the website of i.e. www.sebi.gov.in.
- 8.16.** The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI i.e. 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.

8.17. Settlement of Funds/Payment Consideration

- 8.17.1. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.17.2. For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 8.17.3. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- 8.17.4. The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- 8.17.5. 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 Acquirer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- 8.17.6. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the Regulations.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders of the Target Company at the office of the Manager to the Offer, Mark Corporate Advisors Private Limited at 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, on any day (except Saturdays, Sundays and Public Holidays) between 10.30 AM to 2.00 PM from the Date of Opening of the Offer till the Date of Closure of the Offer:

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) Certified Un-Audited Financials for the period ended December 31, 2018 and Audited Financials for the Financial Years ended March 31, 2018, March 31, 2017 and March 31, 2016 of the Target Company.
- 3) Certificate dated January 30, 2019, issued by Mr. Piyush Jain, Chartered Accountant (Membership No. 420319), certifying the Net worth of the Acquirer as on December 31, 2018.
- 4) Certificate dated February 27, 2019, issued by Mr. Piyush Jain, Chartered Accountant (Membership No. 420319), certifying that the Acquirer has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 5) Memorandum of Understanding between Lead Manager i.e. Mark Corporate Advisors Private Limited and the Acquirer.
- 6) Share Purchase Agreement ('SPA') entered between the Acquirer and the Promoter/Seller on February 27, 2019.
- 7) Letter from IndusInd Bank Limited dated March 06, 2019 confirming the balance of ₹12.00 Lakhs in the Cash Escrow Account.
- 8) Due Diligence Certificate dated March 13, 2019 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 9) Undertaking from the Acquirer for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 10) Undertaking from the Acquirer with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of the Regulations.
- 11) Copies of the Public Announcement ('PA') dated February 27, 2019 (Wednesday) and a published copy of Detailed Public Statement ('DPS') which appeared in the newspapers on March 07, 2019 (Thursday).
- 12) A copy of the Recommendations to be published on [•] made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the Regulations.
- 13) Copy of the Observation Letter no [•] dated [•] issued by SEBI.

10. DECLARATION BY THE ACQUIRER

The Acquirer, accepts full responsibility, for the information contained in this Letter of Offer and also for ensuring the compliance with the obligations of the Acquirer as laid down in the Regulations.

I, the Acquirer, has made all reasonable inquiries, accept responsibility and confirm that this Letter of Offer is in compliance with the Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer are true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person signing this Letter of Offer is the Acquirer:

Acquirer
Rajiv Chandulal Darji

Sd/-

Date : March 13, 2019

Place : Mumbai