

IN RESPECT OF OPEN OFFER MADE BY MR. ABHISHEK BANSAL (“ACQUIRER”) TO ACQUIRE SHARES OF MATRU SMRITI TRADERS LIMITED (“TARGET COMPANY”).

(A) Names of the Parties Involved

1	Target Company (TC)	Matru-Smriti Traders Limited
2	Acquirer	Mr. Abhishek Bansal
3	Persons acting in concert with Acquirers (PAC’s)	Nil
4	Manager to the Open Offer	Aryaman Financial Services Limited
5	Registrar to the Open Offer	Purva Sharegistry (India) Private Limited

(B) Details of the Offer

Whether Conditional Offer	No
Whether Voluntary Offer	No
Whether Competing Offer	No

(C) Activity Schedule

Major Activities	Due Dates As Specified in the SAST Regulations	Actual Dates
Public Announcement	Thursday, June 25, 2015	Thursday, June 25, 2015
Detailed Public Statement	Thursday, July 02, 2015	Thursday, July 02, 2015
Filing of Draft Letter of Offer with SEBI	Thursday, July 09, 2015	Thursday, July 09, 2015
Last Date for a Competitive Bid	Thursday, July 23, 2015	Thursday, July 23, 2015
Receipt of Comments from SEBI on Draft Letter of Offer	Thursday, July 30, 2015	Wednesday, October 21, 2015
Identified Date*	Monday, October 26, 2015	Monday, October 26, 2015
Last Date by which Letter of Offer be posted to the Shareholder	Monday, November 02, 2015	Monday, November 02, 2015
Last Day of Revision of Offer Price / Share	Tuesday, November 03, 2015	Tuesday, November 03, 2015
Comments on the Offer by a Committee of Independent Directors constituted by the BoDs of the Target Company	Wednesday, November 04, 2015	Wednesday, November 04, 2015
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Friday, November 06, 2015	Friday, November 06, 2015
Date of Opening of the Offer	Monday, November 09, 2015	Monday, November 09, 2015
Date of Closing of the Offer	Tuesday, November 24, 2015	Tuesday, November 24, 2015
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Wednesday, December 09, 2015	Tuesday, December 01, 2015

Note: Due to difference in the due date of receipt of SEBI Comments as per SEBI (SAST) Regulations, 2011 and actual date of receipt of SEBI Comments, the due dates set from point no. 6 onwards have been revised based on SEBI (SAST) Regulations, 2011.

(D) Details of the Payment Consideration in the Open Offer

Sr. No.	Items	Details
1	Offer Price for fully paid Shares of TC (Rs. per Share)	Rs. 110/-
2	Offer Price for partly paid Shares of TC, if any	Not Applicable
3	Offer Size (No. of Shares x Offer Price per Share)	Rs. 488.09 Lacs
4	Mode of Payment of Consideration (Cash or Shares or Secured Listed Debt Instruments or Convertible Debt Securities or Combination)	Cash
5	If mode of Payment is other than Cash, i.e. through Shares / Debt or Convertibles:	Not Applicable
a	Details of Offered Security	Not Applicable
	Nature of the Security (Shares or Debt or Convertibles)	Not Applicable
	Name of the Company whose Securities have been Offered	Not Applicable
	Salient features of the Security	Not Applicable
b	Swap Ratio (Ratio indicating the Number of Securities of the Offeree Company vis-à-vis Shares of TC)	Not Applicable

(E) Details of Market Price of the Shares of Target Company

1	Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the Target Company.	BSE Limited	
		Not Frequently Traded	
2	Details of Market Price of the shares of TC are the aforesaid Stock Exchange in the following format:		
Sr. No.	Particulars	Date	Rs. Per Share
1	1 Trading Day Prior to the PA date	June 24, 2015	Not Traded
2	On the date of Public Announcement	June 25, 2015	Not Traded
3	On the date of commencement of the Tendering Period.	November 09, 2015	Not Traded
4	On the date of expiry of the Tendering Period	November 24, 2015	Not Traded
5	10 Working Days after the last date of the Tendering Period.	December 09, 2015	Not Traded
6	Average market price during the Tendering Period	November 09, 2015 to November 24, 2015	Not Traded

(F) Details of Escrow Arrangements

1) Details of creation of Escrow account, as under

Escrow Account	Date of Creation	Amount (Rs Lacs)	Form of Escrow Account (Cash or Bank Guarantee (BG) or Securities)
Matru-Smriti Traders Limited – Open Offer Escrow Account	June 25, 2015	Rs. 5.00 Lacs	Cash Escrow A/c. w.r.t excess of 1% Deposit

2) For such part of Escrow Account, which is in the form of Cash, give following details:

- i. Name of the Scheduled Commercial Bank where cash is deposited: **DCB Bank Limited**
- ii. Indicate When, How and for What purpose the Amount deposited in Escrow Account was Released, as under:

Release of Escrow Account		
Purpose	Date	Amount (Rs in Lacs)
Transfer to Special Escrow Account, if any	Not Applicable	Not Applicable
Amount released to Acquirer	Not Applicable	Not Applicable
- Upon withdrawal of Offer	Not Applicable	Not Applicable
- Any Other Purpose	Not Applicable	Not Applicable
- Other Entities on Forfeiture	Not Applicable	Not Applicable

3) For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details:

For Bank Guarantees

Name of Bank	Amount of Bank Guarantee	Date of Creation / Revalidation of Guarantee	Validity period of Bank Guarantee	Date of Release if applicable	Purpose of Release
DCB Bank Limited	Rs.45.00 Lacs	June 27, 2015	December 23, 2015 ⁽¹⁾	Not Applicable	Not Applicable
	Rs.80.00 Lacs	October 01, 2015	December 30, 2015 ⁽¹⁾⁽²⁾	Not Applicable	Not Applicable
Total	125.00 Lacs	-	-	-	-

(1) Will extend the Bank Guarantee shortly till January 04, 2016.

(2) Earlier the Acquirer had kept securities worth Rs 127.61 Lacs in Escrow with the margin of Rs 50.58 Lacs. However, the same has been replaced by Bank Guarantee worth Rs 80 Lacs (valid up to and including December 30, 2015), on October 01, 2015.

For Securities

Name of Company whose Security is Deposited	Type of Security	Value of Securities as on date of Creation of Escrow Account (Rs In Lacs)	Margin Considered while Depositing the Securities	Date of Release if applicable	Purpose of Release
Lakshmi Vilas Bank Ltd.	Equity	32.25	50.58 Lacs	October 01, 2015	These Securities is being replaced by the way of Bank Guarantee
Dhanlaxmi Bank Ltd.		14.00			
New Delhi Television Ltd.		8.42			
Mirc Electronic Ltd.		1.34			
TV 18 Broadcast Ltd.		7.11			
Phoenix Lamps Ltd.		11.03			
ONGC Ltd.		24.25			
Alstom T & D India Ltd.		29.21			
Total	-	127.61	-	-	-

Earlier the Acquirer had kept securities worth Rs 127.61 Lacs in Escrow with the margin of Rs 50.58 Lacs. However, the same has been replaced by Bank Guarantee worth Rs 80 Lacs (valid up to and including December 30, 2015), on October 01, 2015.

(G) Details of response to the Open Offer

Shares proposed to be Acquired		Shares Tendered		Response Level (No of Times)	Shares Accepted		Shares Rejected	
No.	In %	No.	In % w.r.t (A)	(C) / (A)	No.	In % w.r.t (C)	No. = (C) - (F)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
4,43,722	25.45%	99	0.01%	0.000223	99	100.00%	Nil	Nil

(H) Payment of Consideration

Due date for paying Consideration to Shareholders whose Shares have been Accepted	Actual date of payment of Consideration	Reasons for delay beyond the due date
December 09, 2015	December 01, 2015	Not Applicable

	Name & Address of the concerned Bank
Details of Special Escrow Account where it has been created for the purpose of Payment to Shareholders.	DCB Bank Limited Office No. 3, Ground Floor, "B" Wing, Mittal Court, Nariman Point, Mumbai – 400 021

Details of the manner in which Consideration (where Consideration has been Paid in Cash), has been Paid to Shareholders whose Shares have been Accepted:

Mode of Paying the Consideration	No. of Shareholders	Amount of Consideration (Rs)
Physical Mode	Nil	Nil
Electronic Mode (ECS / Direct Transfer, etc.)	1	Rs. 10,890/-

(I) Pre and Post Offer Shareholding of the Acquirers in Target Company

Sr. No.	Shareholding of Acquirers and PACs	No. of Shares	% of Total Share Capital of TC as on Closure of Tendering Period
1	Shareholding before PA	Nil	Nil
2	Shares Acquired by way of an Agreements and Preferential Issue	13,00,000	74.55%
3	Shares Acquired after the PA but before 3 working days Prior to Commencement of Tendering Period	Nil	Nil
	- Through Market Purchases	Nil	Nil
	- Through Negotiated Deals / Off Market Deals	Nil	Nil
4	Shares Acquired in the Open Offer	99	0.01%
5	Shares Acquired during exempted 21-day period after Offer (if applicable)	Nil	Nil
6	Post - Offer Shareholding	13,00,099	74.56%

(J) Give further details, as under, regarding the Acquisitions mentioned at Points 3, 4 & 5 of the above table

Sr. No.	Particulars	Details
1	Name(s) of the Entity who Acquired the Shares	Mr. Abhishek Bansal
2	Whether disclosure about the above Entity(s) was given in the LOF as either Acquirers or PAC.	Yes
3	No. of Shares Acquired per Entity	99
4	Purchase Price per Share	Rs. 110/-
5	Mode of Acquisition	Cash
6	Date of Acquisition / Transfer	In Process
7	Name of the Seller in case identifiable	Public Shareholder (Tendered in Open Offer)

(K) Pre and Post Offer Shareholding Pattern of the Target Company

Sr. No.	Class of Entities	Shareholding in a TC			
		Pre-Offer ⁽¹⁾		Post-Offer (Actual) ⁽²⁾	
		No. of Shares	In %	No. of Shares	In %
1	Acquirer	-	-	13,00,099	74.56%
2	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	3,56,278	65.53%	2,56,278	14.70%
3	Continuing Promoters	-	-	-	-
4	Sellers if not in 1 and 2	-	-	-	-
5	Other Public Shareholders	1,87,444	34.47%	1,87,345	10.74%
	Total	5,43,722	100.00%	17,43,722	100.00%

(1) % is calculated on the Pre Preferential Paid up Share Capital of the Target Company.

(2) % is calculated on the Post Preferential Paid up Share Capital of the Target Company.

(L) Details of Public Shareholding in Target Company

Sr. No.	Particulars	No. of Shares	In %
1	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	4,35,931	25.00%
2	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will taken in accordance with the disclosures given in the LOF	4,43,623	25.44%
		Not Applicable	

(M) Other relevant information, if any:

Market Prices data as per point no. 9 of your letter bearing No. CFD/DCR-1/29725/15 dated October 21, 2015.

Data as per BSE	Opening Price	Closing Price
As on date of Public Announcement	Not Traded	Not Traded
As on date of Detailed Public Statement	Not Traded	Not Traded
As on Offer Opening Date	Not Traded	Not Traded
As on Offer Closing Date	Not Traded	Not Traded
Average of the weekly high & low of the closing prices of the shares during the period from the date of PA till closure of the Offer	Not Traded	

For Aryaman Financial Services Limited

(Deepak Biyani)
Authorised Signatory

Place: Mumbai
Date: December 10, 2015