

**EXPO GAS CONTAINERS LIMITED**

Registered Office: Expo House, 150 Sheriff Devji Street, Mumbai – 400 003. | Tel. : +91 – 22 – 6131 9600  
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**OPEN OFFER FOR ACQUISITION OF 49,49,464 (FORTY NINE LAKHS FORTY NINE THOUSAND FOUR HUNDRED AND SIXTY FOUR) EQUITY SHARES FROM SHAREHOLDERS OF EXPO GAS CONTAINERS LIMITED (“EGCL” OR “TARGET COMPANY” OR “TC”) BY MR. MURTUZA S. MEWAWALA, MRS. SHABEENA M. MEWAWALA, MR. HASANAIN S. MEWAWALA, MRS. SAJEDA H. MEWAWALA AND MRS. SHAHIDA S. MEWAWALA (HEREINAFTER REFER TO AS “ACQUIRERS”) PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED (“SEBI (SAST) REGULATIONS”).**

This Advertisement (“Pre Offer Public Announcement”) is being issued by Aryaman Financial Services Limited, the Manager to the Offer (“Manager”), on behalf of the Acquirers, in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations, 2011”) in respect of Open Offer (“Offer”) to acquire 49,49,464 (Forty Nine Lakhs Forty Nine Thousand Four Hundred and Sixty Four) Equity Shares of ₹ 4 each, being constituting 26% of the Target Company on a fully diluted basis at a price of ₹ 8.40 (Rupees Eight and Forty Paise Only) per fully paid-up Equity Share (including interest of ₹ 1.90 per share calculated @ 10% for the period February 21, 2014 till January 20, 2017), (the “Offer Price”). This Pre Offer Public Announcement is to be read with Public Announcement dated January 20, 2017 (“PA”) along with the Detailed Public Statement (“DPS”) published on January 30, 2017 in Business Standard (English – All Editions), Business Standard (Hindi – All Editions) and Navshakti (Marathi – Mumbai Edition) with respect to the aforementioned Offer.

- 1) The Offer Price is ₹ 8.40 (Rupees Eight and Forty Paise Only) per fully paid-up Equity Share (including interest of ₹ 1.90 per share calculated @ 10% for the period February 21, 2014 till January 20, 2017). The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price.
- 2) Committee of Independent Directors (hereinafter referred to as “IDC”) of the Target Company recommends that the Offer Price of ₹ 8.40 (including interest) is fair and reasonable. The recommendation of IDC was published on May 05, 2017 (Friday) in the same newspapers where the DPS was published.
- 3) This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competitive bid to this Offer.
- 4) The Letter of Offer dated April 28, 2017 (“LoF”) has been dispatched on May 03, 2017 to all the eligible Shareholders of the Target Company whose names appeared in the Register of Members on April 25, 2017, the Identified Date.
- 5) Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on the website of the Securities & Exchange Board of India (“SEBI”) at <http://www.sebi.gov.in>. Registered / Unregistered Shareholders, if they so desire may also apply on the Form of Acceptance downloaded from the SEBI’s website. Further, in case of non-receipt / non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:

**In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Open Offer by approaching their respective broker and providing the application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Offer and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder’s PAN card(s) and executed share transfer form in favour of the Acquirer. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such plain paper applications are liable to be rejected under this Offer.

**In case the Equity Shares are in dematerialised form:** An Eligible Shareholder including non-resident shareholder may participate in the Open Offer by approaching their broker by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held, Client ID number, DP Name, DP ID, beneficiary account number, number of Equity Shares tendered in the Offer, delivery instruction slip duly executed and enclosing documents such as statutory approval(s), if any.

The requisite documents along with Transaction Registration Slip (TRS) are required to be sent by the shareholders / selling brokers to the Registrar to the Offer at 17-20, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. Tel. No. 022 – 4227 0400; Fax No. 022 – 2850 3748. Contact Person: Mr. Sandeep Holam.

- 6) In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer had been submitted to SEBI on February 06, 2017. The final observations letter from SEBI was received on April 21, 2017 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the Letter of Offer.
- 7) There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the DPS and the Letter of Offer.
- 8) As on the date of this advertisement, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

**9) Schedule of Activities:**

Major Activities	Original Schedule (Date & Day)	Revised Schedule (Date & Day)
Public Announcement	January 20, 2017 (Friday)	January 20, 2017 (Friday)
Detailed Public Statement	January 30, 2017 (Monday)	January 30, 2017 (Monday)
Filing of Draft Letter of Offer with SEBI	February 06, 2017 (Monday)	February 06, 2017 (Monday)
Last Date for a Competitive Bid*	February 20, 2017 (Monday)	February 20, 2017 (Monday)
Receipt of Comments from SEBI on Draft Letter of Offer	February 28, 2017 (Tuesday)	April 21, 2017 (Friday)
Identified Date**	March 02, 2017 (Thursday)	April 25, 2017 (Tuesday)
Date by which Letter of Offer be posted to the Shareholder	March 09, 2017 (Thursday)	May 03, 2017 (Wednesday)
Last Day of Revision of Offer Price / Share	March 10, 2017 (Friday)	May 04, 2017 (Thursday)
Comments on the Offer by a Committee of Independent Directors constituted by the BoDs of the Target Company	March 14, 2017 (Tuesday)	May 05, 2017 (Friday)
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	March 16, 2017 (Thursday)	May 09, 2017 (Tuesday)
Date of Opening of the Offer	March 17, 2017 (Friday)	May 11, 2017 (Thursday)
Date of Closing of the Offer	March 31, 2017 (Friday)	May 24, 2017 (Wednesday)
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	April 18, 2017 (Tuesday)	June 06, 2017 (Tuesday)

\* There has been no competing offer in this Offer.

\*\* Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer would be sent. All Public Shareholders (registered or unregistered) who own the Shares of the Target Company are eligible to participate in the offer anytime before the Closure of the Offer.

- 10) The open offer will be implemented by the Acquirers through a stock exchange mechanism made available by BSE Limited in the form of a separate window (“Acquisition Window”) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR/2/CIR/P/2016/131 dated December 9, 2016. For further details, the Public Shareholders are requested to refer to Para titled “Procedure for Acceptance and Settlement of the Offer” starting from page no. 21 of the Letter of Offer.

The terms not defined herein will have the same meaning as defined in the PA, DPS and the Letter of Offer. All other terms and conditions of the Offer shall remain unchanged.

The Acquirers jointly and severally accept the responsibility for the information contained in this Offer Opening Public Announcement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. A copy of this Pre-Offer Advertisement shall also be available on the website of SEBI <http://www.sebi.gov.in>.

**THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS**

**ARYAMAN**  
FINANCIAL SERVICES LTD

**ARYAMAN FINANCIAL SERVICES LIMITED** (CIN No.: L74899DL1994PLC059009)

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Website: [www.afsl.co.in](http://www.afsl.co.in) | Email: [info@afsl.co.in](mailto:info@afsl.co.in) | Contact Person: Mr. Deepak Biyani

Place: Mumbai

Date: May 08, 2017