

# KAPASHI COMMERCIAL LIMITED

(CIN:L51900MH1985PLC037452)

Registered Office: Nishuvi, 4<sup>th</sup>Floor, 75, Dr. Annie Besant Road, Worli, Mumbai-400 018

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Website: www.kapashicommercial.com

This advertisement is issued by Mark Corporate Advisors Private Limited (“**Manager to the Offer**”) for and on behalf of Mr. Mahendra Gulabdas Patel (“**Acquirer 1**”), Mr. Munjal Mahendra Patel (“**Acquirer 2**”) and Mrs. Shweta Samir Shah (“**Acquirer 3**”) (hereinafter collectively referred to as “**Acquirers**”) pursuant to Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended [“**SEBI (SAST) Regulations, 2011**”/“**Regulations**”], in respect of the Open Offer to acquire 2,60,000 Equity Shares of ₹10 each of Kapashi Commercial Limited (“**KCL**”/“**Target Company**”) representing 26% of the Equity Share Capital/Voting Capital of the Target Company. The Detailed Public Statement (“**DPS**”) with respect to the Offer was published on January 05,2018 (Friday) in the following newspapers:

Publication	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

- The Offer Price is ₹51.50 (Rupees Fifty One and Paise Fifty only) (“Offer Price”). It may be noted that in accordance with the directions of SEBI vide Letter No. SEBI/HO/CFD/DCR1/OW/P/2018/8739/1 dated March 20, 2018, the payment in respect of each Equity Share will be made at ₹51.50 per Equity Share plus interest of ₹0.75 (calculated @ 10% per annum) per Equity Share for delay in payment beyond the Scheduled Payment Date i.e. May 04, 2018 (Friday). The amount will be payable to all the successful Shareholders, whose Shares are validly tendered and accepted in the Offer.
- The Committee of Independent Directors (“**IDC**”) of the Target Company has issued the following recommendation (relevant extract) on the Offer, which was published on May 25, 2018 (Friday) in the above mentioned newspapers:

Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable
Summary of reasons for recommendation	<p>IDC has taken into consideration the following for making the recommendation:</p> <p>IDC has reviewed (a) The Public Announcement (“<b>PA</b>”) dated December 30, 2017 in connection with the Offer issued on behalf of the Acquirers (b) The Detailed Public Statement (“<b>DPS</b>”) which was published on January 05, 2018 and (c) The Letter of Offer (“<b>LoF</b>”) dated May 16, 2018.</p> <p>Based on the review of PA, DPS and LoF, the IDC is of the opinion that the Offer Price of ₹51.50 (Rupees Fifty One and Paise Fifty only) offered by the Acquirers (more than the highest price amongst the selective criteria mentioned under Justification of Offer Price) plus interest of ₹0.75 (calculated @ 10% per annum) per Equity Share for delay in payment beyond the Scheduled Payment Date i.e. May 04, 2018 is in line with the regulation prescribed by SEBI under the Regulations and prima facie appears to be justified.</p>

- There was no Competitive Bid.
- Purva Sharegistry (India) Private Limited, Registrar to the Offer, has confirmed that the Letter of Offer to the shareholders of the Target Company whose name appears as on the Identified Date i.e. May 15, 2018 (Tuesday) have been dispatched on May 19, 2018 (Saturday). However, accidental omission to dispatch or non-receipt of this LoF to or by any eligible shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- Please note that a copy of the LoF is also available on the website of SEBI.
  - In the case of Equity Shares held in physical form:** Eligible Person(s) may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They can participate by submitting an application to their Broker/ Selling Broker on the plain paper giving details regarding their Shareholding and requisite documents as mentioned in the LoF. They have to deliver Physical Share Certificates and other relevant documents along with the Transaction Registration Slip to the Registrar to the Offer by Registered Post/Speed Post/Courier/Hand Delivery so as to reach to the Registrar within two (2) days from the Closing of the Offer.
  - In case of Equity Shares held in dematerialized form:** The seller Member would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. (Clearing Corporation) for the transfer of Equity Shares to the Special Account of the Clearing corporation before placing the bids/order and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular issued by BSE/Clearing Corporation.
- Based on the information available, none of the Acquirers or Promoters/Sellers are in the list of ‘wilful defaulters’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters published by RBI.
- There are non-compliances with regard to Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011 by the existing Promoters/Promoter Group. SEBI may initiate appropriate actions against them for such non-compliance in terms of SEBI (SAST) Regulations and provisions of the SEBI Acts.
- As per the release of FIU-Ind, the Target Company had not registered its Principal Officer with FIU-Ind and it features in the list of 9491 high risk NBFCs as on January 31, 2018. The Target Company is registered with FIU-Ind and FIUREID is FINBF05745 and it has applied to FIU-Ind on April 02, 2018 for registration of its Principal Officer, Mr. Sevantilal S Kapashi. Now, the Company has received a confirmation for the successful registration of such Principal Officer.
- Due to death of Mr. Mahasukh P. Shah, one of the Independent Director, a new Independent Director Ms. Bindu Divyesh Mehta was appointed w.e.f May 11, 2018.
- The Stock Exchange Mechanism will be pursuant to the revised guidelines issued by SEBI and BSE dated December 09, 2016 and February 02, 2017 respectively.
- The RBI, vide letter dated May 10, 2018, has communicated that it has granted its approval to the Acquirers for the proposed acquisition of Equity Shares of the Target Company.
- Schedule of Activities:**

The Schedule of Activities has been revised and the necessary changes have been incorporated in the LoF at all the relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Nature of Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of the PA	December 30, 2017	Saturday	December 30, 2017	Saturday
Date of publishing the Detailed Public Statement	January 05, 2018	Friday	January 05, 2018	Friday
Last date for filing of Draft Letter of Offer with SEBI	January 12, 2018	Friday	January 12, 2018	Friday
Last date of a competing offer	January 29, 2018	Monday	January 29, 2018	Monday
Latest date by which SEBI's observations will be received	February 05, 2018	Monday	March 16, 2018	Friday
Receipt of Letter from Reserve Bank of India	-	-	May 11, 2018	Friday
Identified Date*	February 07, 2018	Wednesday	May 15, 2018	Tuesday
Last date by which the Letter of Offer will be dispatched to the Shareholders ( <i>Except the Acquirers and the Selling Shareholders</i> ) as on the identified date	February 15, 2018	Thursday	May 22, 2018	Tuesday
Last Date for revising the Offer Price/number of shares	February 16, 2018	Friday	May 23, 2018	Wednesday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	February 21, 2018	Wednesday	May 25, 2018	Friday
Date of Public Announcement for Opening the Offer	February 22, 2018	Thursday	May 28, 2018	Monday
Date of Commencement of the Tendering Period ( <b>Offer Opening Date</b> )	February 23, 2018	Friday	May 29, 2018	Tuesday
Date of Closing of the Tendering Period ( <b>Offer Closing Date</b> )	March 09, 2018	Friday	June 11, 2018	Monday
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	March 23, 2018	Friday	June 25, 2018	Monday

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

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement will be available on the website of SEBI i.e. www.sebi.gov.in.

**Issued by the Manager to the Offer for and on behalf of the Acquirers:**

**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

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Contact Person: Mr. Manish Gaur

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SEBI Registration No.: INM000012128



Sd/-

**Mahendra Gulabdas Patel**

(‘Acquirer 1’)

Sd/-

**Munjal Mahendra Patel**

(‘Acquirer 2’)\*

Sd/-

**Shweta Samir Shah**

(‘Acquirer 3’)\*

*\*Signed for self and on behalf of Acquirer 2 and Acquirer 3*

**Date** : May 28, 2018

**Place** : Mumbai

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