

## DRAFT LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a shareholder(s) of Milgrey Finance & Investments Ltd. If you require any clarifications about the action to be taken; you may consult your stock broker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in the Milgrey Finance & Investments Ltd., please hand over this Draft Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom said sale was affected.

#### OPEN OFFER BY

**Mr. Mahendra Kumar Bachhawat**  
(hereinafter referred to as “Acquirer”)

Residing at G/1803, Octacrest, Akurli Road, Near Centrium Mall, Lokhandwala Township, Kandivali (East), Mumbai – 400101  
Tel. No.: 8450939797, Email-Id.: mahendrabachhawat35@gmail.com

along with

**Mr. Abhay Gupta**  
(hereinafter referred to as “PAC 1”)

Residing at B/103, Oberoi Gardens CHS Ltd, Near Mahindra and Mahindra, Thakur Village, Kandivali (East), Mumbai – 400101  
Tel. No.: 9892050006, Fax No.: 022-28702072 Email-Id.: abhay.gup@gmail.com

**Mrs. Rashmi Shah**

(hereinafter referred to as “PAC 2”)

Residing at 6 Mithani Apartment, Near Bhavi Motor School, Lajpatrai Road, Vile Parle (West), Mumbai – 400056  
Tel. No.: 022-26192255, Email-Id: rashmipankajshah@gmail.com

**(PAC 1 & PAC 2 are hereinafter collectively referred to as “PACs”)**

to acquire up to 5,17,400 equity shares of Rs. 10.00/- each at an Offer Price of Rs. 10.00/- (Rupees Ten Only) per fully paid up equity share payable in cash representing 26.00% of the Emerging Voting Capital pursuant to Regulations 3(1) & 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

of

**Milgrey Finance & Investments Limited**

**CIN: L67120MH1983PLC030316**

(hereinafter referred to as “MFIL” or “Target Company”)



incorporated under the provisions of the Companies Act, 1956 and the registered office of the Target Company is situated at Ramnord Building, 2<sup>nd</sup> Floor, Plot No. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W) Mumbai – 400102  
Email-Id: milgrayfinance@gmail.com, Website: www.milgrey.in, Tel. No.: 022-26783323, Fax No.: 022-26786185

#### ATTENTION:

- The Offer is being made by the Acquirer along with PACs pursuant to Regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as “SEBI (SAST) Regulations, 2011” or “Regulations”) for the purpose of substantial acquisition of shares & change in control & management of the Target Company consequent to the proposed acquisition of shares under Preferential Issue of Equity Shares.
- The Offer is not a conditional Offer on any minimum level of acceptance.
- As on date of this Draft Letter of Offer (“DLOO”), to the best of the knowledge of the Acquirer along with PACs, the Offer is not subject to any statutory and regulatory approvals, except for those mentioned under Statutory Approval in paragraph no. 7.3 of this DLOO.
- Upward revision, if any, in the Offer Price shareholders would be informed by way of a corrigendum in the same newspapers where the Detailed Public Statement (“DPS”) has appeared. The Acquirer along with PACs are permitted to revise the Offer Price upwards only at any time prior to the commencement of the last three working days of opening of the Tendering Period, i.e., May 30, 2018. The same price will be payable by the Acquirer for all the shares tendered anytime during the Tendering Period.
- If there is competing offer:**
  - The Public Offers under all the subsisting bids shall open and close on the same date.**
- A copy of Public Announcement, Detailed Public Statement and Draft Letter of Offer are also available on SEBI's website www.sebi.gov.in.

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER PARAGRAPH 8  
“PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER” (PAGE NOS. 20 to 23)  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS DRAFT LETTER OF OFFER**

**All future correspondence, if any, should be addressed to the Manager/Registrar to the Offer at the following addresses:**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <b>Intensive Fiscal Services Private Limited</b> (CIN: U65920MH1997PTC107272) 914, 9th Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021 Tel. No.: 022-22870443/44/45 Fax No.: 022-22870446 E-mail Id: anand@intensivefiscal.com Contact Person: Mr. Anand Rawal /Ms. Meenal Poddar SEBI Registration No.: INM000011112	 <b>Adroit Corporate Services Pvt Ltd</b> (CIN: U67190MH1994PTC079160) 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400 059. Tel. No.: 022-4227 0400 / 2859 6060 / 2859 4060 Fax No.: 022-28503748 Contact Person: Mr. N. Surreash E-mail Id: support@adroitcorporate.com SEBI Registration No.: INR000002227
<b>OFFER OPENS ON: Tuesday, June 05, 2018</b>	<b>OFFER CLOSES ON: Monday, June 18, 2018</b>

## SCHEDULE OF THE ACTIVITIES OF THE OFFER

Schedule of Activities	Date	Day
Date of Public Announcement	April 11, 2018	Wednesday
Date of Detailed Public Statement	April 18, 2018	Wednesday
Date by which Draft Letter of Offer will be filed with the SEBI	April 25, 2018	Wednesday
Last date for a Competitive Bid, if any	May 11, 2018	Friday
Date of receipt of the comments on Draft Letter of Offer from SEBI	May 18, 2018	Friday
Identified Date*	May 22, 2018	Tuesday
Date by which Letter of Offer will be dispatched to the Shareholders	May 29, 2018	Tuesday
Last date for Revising the Offer Price / Number of Equity Shares	May 30, 2018	Wednesday
Last Date of announcement containing reasoned recommendation by committee of independent directors of TC	May 31, 2018	Thursday
Date of Advertisement announcing the schedule of activities for the open offer, status of statutory & other approvals, status of unfulfilled conditions (if any), Procedure for tendering acceptances etc.	June 04, 2018	Monday
Date of opening of the Tendering Period	June 05, 2018	Tuesday
Date of closing of the Tendering Period	June 18, 2018	Monday
Date by which the acceptance/ rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched	July 02, 2018	Monday
Date of post offer advertisement	July 09, 2018	Monday

\* *“Identified Date” is only for the purpose of determining the equity shareholders as on such date to whom the Letter of Offer would be dispatched. It is clarified that all owners (registered or unregistered) of the equity shares of the Target Company (except Acquirer along with PACs) are eligible to participate in the Offer any time before the closing of the tendering period.*

### RISK FACTORS

**Given below are the risks related to the transaction, proposed Offer and those associated with the Acquirer along with PACs:**

#### Relating to Transaction

1. Preferential Issue under which the Acquirer and the PACs are proposed to be allotted equity shares therefore, triggering the Offer is subject to approval of Shareholders of the Target Company and in-principle approval of the Stock Exchange (BSE Ltd) for listing of such Shares on the Stock Exchange as per Regulation 28(1)(a) of SEBI (LODR) Regulations, 2015.
2. In the event that either (a.) the Regulatory Approvals are not received in a timely manner; (b.) there is any litigation to stay the Offer; or (c.) SEBI instructs the Acquirer and the PACs not to proceed with the Offer, then the Offer proceeds may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer.
3. If any other statutory approvals are required or become applicable at a later date and therefore, in the event that either the statutory approvals or regulatory approvals, are not received in a timely manner, then the Offer process may be delayed beyond the schedule of activities of the Offer indicated in this Draft Letter of Offer.
4. The Acquirer along with PACs make no assurance with respect to the market price of the Shares both during Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

#### Risk Factors relating to the Proposed Offer

1. If the Acquirer along with PACs are unable to make the payment to the shareholders who have accepted the Offer within 10 working days from the date of closure of the tendering period, then SEBI may, if satisfied that the non-receipt of requisite statutory approvals, that may become applicable prior to completion of the Offer, was not due to any willful default or neglect of the Acquirer along with PACs or the failure of the Acquirer along with PACs to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer

along with PACs agreeing to pay interest to the shareholders for delay beyond 10 working days, as may be specified by SEBI from time to time. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tendered shares and payment of consideration is completed.

2. The transaction is subject to completion risks as would be applicable to similar transactions.

#### **Probable risks involved in associating with the Acquirer along with PACs**

1. Looking at the past trend, the Acquirer along with PACs makes no assurance with respect to the continuation of the financial performance of the Target Company. The association of the Acquirer along with PACs with MFIL/Substantial Acquisition of Shares & post taking control of MFIL, the Acquirer along with PACs does not warrant any assurance with respect to the future financial performance of MFIL.
2. Post this Offer, (assuming full acceptance) the Acquirer along with PACs will have majority equity ownership and control over the Target Company pursuant to Regulations 3(1) & 4 of the Regulations.
3. The Acquirer along with PACs also make no assurances with respect to their investment / divestment decisions relating to their proposed shareholding in the Target Company.
4. The indicative risk factors set forth above are in relation to the Offer and not in relation to the present or future business or operations of MFIL or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Shareholder in the Offer or in associating with the Acquirer along with PACs. The shareholders of MFIL are advised to consult their stock broker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

#### **CURRENCY OF PRESENTATION**

In this Draft Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Draft Letter of Offer, all figures have been expressed in “Lakhs” unless otherwise specifically stated. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

#### **TABLE OF CONTENTS**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Definitions	3
2.	Disclaimer Clause	5
3.	Details of the Offer	6
4.	Background of the Acquirer and the PACs	10
5.	Background of the Target Company – Milgrey Finance & Investments Limited	11
6.	Offer Price and Financial Arrangements	15
7.	Terms and Conditions of the Offer	18
8.	Procedure for Acceptance and Settlement of the Offer	20
9.	Documents for Inspection	24
10.	Declaration by the Acquirer and the PACs	25

#### **1. DEFINITIONS**

**The following definitions apply through this document, unless the context requires otherwise:**

1.	Acquirer	Mr. Mahendra Kumar Bachhawat
2.	Book Value per equity share	Net worth for equity shareholders/Number of equity shares issued
3.	BSE	BSE Limited, Mumbai
4.	CDSL	Central Depository Services (India) Limited
5.	Companies Act	The Companies Act, 1956 / The Companies Act, 2013 as amended and as applicable.
6.	DLOO	Draft Letter of Offer
7.	DP	Depository Participant
8.	DPS	Detailed Public Statement appeared in the newspapers on April 18, 2018
9.	Emerging Voting Capital	Paid up equity share Capital of Rs.1,99,00,000 comprising of 19,90,000 equity shares of Rs.10.00/- each
10.	EPS	Profit after tax / Number of Equity Shares issued
11.	Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the Equity Shares at any time before the Closure of

		the Tendering period (except the Acquirer and the PACs)
12.	Equity Shares	Fully paid-up Equity Shares of the Target Company of the Face Value of Rs.10.00/- (Rupees Ten Only) each
13.	Escrow Account	Shall have the meaning given to it in paragraph 6.2.2 of this Draft Letter of Offer
14.	Escrow Amount	Shall have the meaning given to it in paragraph 6.2.1 of this Draft Letter of Offer
15.	Escrow Bank	IndusInd Bank Limited
16.	FEMA	Foreign Exchange Management Act, 1999 including rules and regulations formulated thereunder.
17.	FII	Foreign Institutional Investors
18.	Form of Acceptance/FOA	Form of Acceptance-cum-Acknowledgement
19.	Identified Date	Tuesday, May 22, 2018
20.	IFSC	Indian Financial System Code
21.	INR / Rs.	Indian Rupees, the legal currency of India
22.	Manager to the Offer or Merchant Banker	Intensive Fiscal Services Private Limited
23.	MICR	Magnetic Ink Character Recognition
24.	NBFC	Non-Banking Financial Company
25.	NECS	National Electronic Clearing Service
26.	NEFT	National Electronic Funds Transfer
27.	NSDL	National Securities Depository Limited
28.	NRI(s)	Non – Resident Indians
29.	N.A.	Not Applicable
30.	Net worth	Equity & Preference Share capital plus Reserve & Surplus excluding Revaluation Reserve minus Debit Balance of P&L or Miscellaneous Expenses not written off
31.	OCB(s)	Overseas Corporate Body(ies)
32.	Offer or The Offer	To acquire upto 5,17,400 fully paid up equity shares of Rs. 10.00/- each at an Offer Price of Rs.10.00/- (Rupees Ten Only) per fully paid up equity share payable in cash, representing 26.00% of the Emerging Voting Capital
33.	Offer Period	Period from the date of entering into an agreement, to acquire 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.
34.	Offer Price	Rs.10.00/- (Rupees Ten Only) per fully paid up equity share.
35.	PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer and the PACs on April 11, 2018.
36.	PACs	Mr. Abhay Gupta and Mrs. Rashmi Shah
37.	PAC 1	Mr. Abhay Gupta
38.	PAC 2	Mrs. Rashmi Shah
39.	PAT	Profit After Tax
40.	Persons not eligible to participate in the Offer	Acquirer and their PACs
41.	Preferential Issue/Allotment	Issue and allotment of 17,50,000 equity shares to Acquirer and PACs and other Public Shareholders of face value of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 10.00/- (Rupees Ten Only) per equity share
42.	Promoters	Promoters of Milgrey Finance & Investments Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015
43.	Public Shareholder(s)	The Equity Shareholder(s) of the Target Company other than the Acquirer and the PACs
44.	Registrar or Registrar to the Offer	Adroit Corporate Services Pvt Ltd
45.	Return on Net Worth	(Profit After Tax/Net Worth) *100
46.	RTGS	Real Time Gross Settlement
47.	SEBI	Securities and Exchange Board of India
48.	SEBI (SAST) Regulations, 2011 or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time

49.	SEBI (SAST) Regulations 1997 or Old Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended from time to time
50.	SEBI Act	Securities and Exchange Board of India Act, 1992 as amended
51.	SCRR	Securities Contract (Regulation) Rules, 1957, as amended thereof
52.	Stock Exchange	BSE Limited (BSE)
53.	Target Company or MFIL or TC	Milgrey Finance & Investments Limited
54.	Tendering Period	Period within which shareholders may tender their shares in acceptance of an Open Offer
55.	Working day	Working days of SEBI as defined in the SEBI(SAST) Regulations, 2011 in Mumbai.

## 2. DISCLAIMER CLAUSE

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS 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 THE SHAREHOLDERS OF MILGREY FINANCE & INVESTMENTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER ALONG WITH PACs OR OF THE COMPANY WHOSE SHARES/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 ALONG WITH PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER ALONG WITH PACs DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, INTENSIVE FISCAL SERVICES PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 23, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER ALONG WITH PACs 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 The Offer is being made under Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011 wherein the Acquirer along with PACs have agreed to acquire shares & change in control and the management of the Target Company consequent to the acquisition of shares pursuant to the Preferential Issue of Equity Shares.
- 3.1.2 The Acquirer along with PACs does not hold any equity shares of the Target Company as on date of the Public Announcement, Detailed Public Statement and this Draft Letter of Offer.
- 3.1.3 The details of the Transactions which triggered the Open Offer are as under:

Particulars	Pre-Preferential Allotment Shareholding		No of Equity Shares proposed to be allotted under Preferential Issue	Post-Preferential Allotment Shareholding		Incremental % of Emerging Voting Capital
	No. of Equity Shares	% of Present Capital		No. of Equity Shares	% of Emerging Voting Capital	
Acquirer	Nil	Nil	3,60,000	3,60,000	18.09	18.09
PAC 1	Nil	Nil	4,90,000	4,90,000	24.62	24.62
PAC 2	Nil	Nil	3,50,000	3,50,000	17.59	17.59
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>12,00,000</b>	<b>12,00,000</b>	<b>60.30</b>	<b>60.30</b>

#### Preferential Allotment

“On April 11, 2018, the Board of Directors of the Target Company approved the Preferential Allotment of 17,50,000 (Seventeen Lakhs Fifty Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 10.00/- (Rupees Ten Only) per equity share for consideration of Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakhs Only). Out of which 12,00,000 (Twelve Lakhs) Equity Shares of face value of Rs.10.00/- (Rupees Ten Only) each at a price of Rs. 10.00/- (Rupees Ten Only) each aggregating to 60.30% of the Emerging Voting Capital of the Target Company are proposed to be allotted to the Acquirer along with PACs pursuant to Section 62 read with Section 42 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and including Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Upon Preferential Allotment of Equity Shares to the Acquirer along with PACs, their aggregate shareholding would exceed the threshold limit, therefore the Offer is being made under 3(1) and 4 of the Regulations”.

- 3.1.4 In accordance with Regulation 22(2) of SEBI (SAST) Regulations, 2011, the Equity Shares proposed to be acquired by the Acquirer and PACs will be allotted after the expiry of twenty-one working days from DPS, as the Acquirer have deposited an amount of more than 100% of the consideration payable under the Open Offer.
- 3.1.5 The Acquirer along with PACs may appoint person(s) representing them on the Board of Directors of the Target Company in accordance with first proviso to Regulation 24(1) of Regulations.
- 3.1.6 Pursuant to the Preferential Allotment, the Acquirer along with PACs are making this mandatory Offer to the equity shareholders of the Target Company in terms of regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 to acquire upto 5,17,400 (Five Lakh Seventeen Thousand Four Hundred) fully paid up equity shares (“Offer Size”) bearing a face value of Rs. 10.00/- (Rupees Ten Only) each representing 26.00% of the Emerging Voting Capital of the Target Company at a price of Rs. 10.00/- (Rupees Ten Only) per fully paid up equity share of Rs. 10.00/- (Rupees Ten Only) each of the Target Company (hereinafter referred to as “Offer Price”), payable in cash, subject to the terms and conditions set out in the Public Announcement (‘PA’), Detailed Public Statement (‘DPS’) and the Letter of Offer (‘Loo’) which will be sent to the Shareholders of the Target Company whose names will appear on the register of members of the Target Company or as beneficiaries on the beneficiary records of the Depository Participant as on the Identified Date i.e. May 22, 2018.
- 3.1.7 The Acquirer in this Open Offer is Mr. Mahendra Kumar Bachhawat in terms of Regulation 2(1)(a)

of the Regulations and Mr. Abhay Gupta and Mrs. Rashmi Shah are the only Persons Acting in Concert (PACs) with the Acquirer in respect of this Offer within the meaning of Regulation 2(1)(q) of the Regulations.

- 3.1.8 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.9 As on date of this DLOO, neither Acquirer nor PACs holds any shares & have not acquired any shares in past of the Target Company.
- 3.1.10 The consideration for the shares accepted under the Open Offer payable to the respective shareholders shall be paid in cash in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.
- 3.1.11 The Acquirer along with PACs, and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act, 1992 or under any other Regulation(s) made thereunder.
- 3.1.12 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 2011 the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspapers where the DPS of the Offer was published i.e. on May 31, 2018.

### 3.2 Details of the proposed Offer

- 3.2.1 The Acquirer along with PACs have made a Public Announcement on April 11, 2018 and published the Detailed Public Statement on April 18, 2018 in accordance with the Regulation 15(2) and pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011. DPS was published in the following newspapers:

Publication	Language	Editions
The Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition

*The Public Announcement, Detailed Public Statement and Draft Letter of Offer is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in)*

- 3.2.2 Pursuant to Preferential Allotment, the Acquirer along with PACs are making mandatory Open Offer under Regulation 3(1) & (4) of the Regulations, to acquire upto 5,17,400 equity share of Rs.10.00/- (Rupees Ten Only) each representing 26.00% of the Emerging Voting Capital of the Target Company at a price of Rs.10.00/- (Rupees Ten Only) (“Offer Price”) per fully paid up equity share payable in cash in terms of Regulation 9(1)(a) of Regulations of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, the DPS and this Draft Letter of Offer.
- 3.2.3 This Offer is being made to all the equity shareholders of the Target Company in accordance with Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 and is not conditional upon any minimum level of acceptance. The Acquirer will acquire all the shares of the Target Company that are validly tendered as per the terms of the Offer up to a maximum of upto 5,17,400 equity shares representing 26.00% of the Emerging Voting Capital of the Target Company.
- 3.2.4 The Offer is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competing offer as of the date of this Draft Letter of Offer.
- 3.2.5 The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that will be sent to the equity shareholders of the Target Company.
- 3.2.6 The Acquirer along with PACs have not acquired any shares of the Target Company after the date of Public Announcement till the date of this DLOO.
- 3.2.7 The entire Equity Shares proposed to be acquired under this Open Offer will be acquired by the Acquirer and no other persons / entities propose to participate in the acquisition.

- 3.2.8 As on date, to the best of knowledge and belief of the Acquirer along with PACs, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Offer except as stated in 7.3 of this DLOO. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals.
- 3.2.9 As on the date of this DLOO, there are no partly paid-up and no forfeited shares. There are no outstanding convertible instruments in the nature of warrants/fully convertible debentures/partly convertible debentures etc. which are convertible into equity shares at any later date.
- 3.2.10 As on date of PA, DPS & DLOO, the Manager to the Open Offer, i.e., Intensive Fiscal Services Private Limited does not hold any shares in the Target Company in accordance with Regulation 27(6) of Regulations. They declare and undertake that they shall not deal in the shares of the Target Company during the Offer Period.
- 3.2.11 The Equity Shares of the Target Company proposed to be acquired by the Acquirer along with PACs 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.
- 3.2.12 Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of Equity Shares in accordance with the Proposed Preferential Allotment, the Acquirer along with PACs will hold 17,17,400 (Seventeen Lakhs Seventeen Thousand Four Hundred) Equity Shares constituting to 86.30% of the Emerging Voting Capital of the Target Company. Pursuant to this Open Offer, the public shareholding in the Target Company would be reduced below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of listing on continuous basis.
- In the event that the acquisition made in pursuance to the Offer results in the public shareholding of the Target Company falling below such minimum level, the Acquirer along with PACs undertakes to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, within the time period mentioned therein or in accordance with such other directions as may be provided by the Stock Exchange. The Acquirer along with PACs have confirmed that presently they do not have any intention to delist the Target Company from the BSE in the next one year.
  - The Acquirer along with PACs undertakes to bring the public shareholding at minimum stipulated level, i.e., 25% within the time permitted under the Securities Contract (Regulation) Rules, 1957 and in accordance with Regulation 7(4) of the Regulations. This would take place either by way of issue of new shares by the Target Company in compliance with the provisions of the Companies Act, 2013 & Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulation, 2009 and subsequent amendments thereto or by sale of its holdings through the secondary market in a transparent manner.
  - Further, the Acquirer along with PACs shall not be eligible to make a voluntary delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2009, unless a period of twelve months has elapsed from the date of completion of the offer period as per regulation 7(5) of the SEBI (SAST) Regulations, 2011.

### 3.3 Object of the Acquisition/Offer

- 3.3.1 The Offer is being made in terms of Regulation 3(1) and 4 of Regulations pursuant to proposed Preferential Allotment, whereby the Acquirer along with PACs proposes to acquire 60.30% of the Emerging Voting Capital of the Target Company.
- 3.3.2 The Open Offer is being made to all the shareholders of the Target Company for acquiring 26.00% of the Emerging Voting Capital of the Target Company in accordance with Regulations 3(1) & 4 of the Regulations. After the completion of this Open Offer in terms of SEBI (SAST) Regulations, 2011, the Acquirer along with PACs will achieve substantial equity shares and voting rights accompanied with effective management and control over the Target Company.
- 3.3.3 The prime object of the Offer is to acquire substantial stake and change the control and management of



the Target Company. At present, the Acquirer along with PACs do 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 along with PACs would support the existing business of the Target Company.

- 3.3.4 As on the date of this DLOO, the Acquirer along with PACs have not declared any intention in the DPS and in this DLOO to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance or otherwise outside the ordinary course of business. The Acquirer along with PACs, where they have acquired control over the Target Company, shall be debarred from causing such alienation for a period of two years after the offer period. However, in the event the Target Company required to so alienate assets despite the intention not having been expressed by the Acquirer along with PACs in the DPS and DLOO, such alienation shall require a special resolution passed by shareholders of the Target Company, by way of a postal ballot and the notice for such postal ballot shall inter alia contain reasons as to why such alienation is necessary in accordance with Regulation 25(2) of Regulations.

#### **4. BACKGROUND OF THE ACQUIRER AND THE PAC(s)**

##### **4.1 MR. MAHENDRA KUMAR BACHHAWAT (ACQUIRER)**

- 4.1.1 Mr. Mahendra Kumar Bachhawat aged 58 years residing at G/1803, Octacrest, Akurli Road, Near Centrium Mall, Lokhandwala Township, Kandivali (East) Mumbai- 400101, Tel. No.: 8450939797, Email-ID.: mahendrabachhawat35@gmail.com.
- 4.1.2 He has completed his Bachelor of Commerce (B.Com.) from Mumbai University in the year 1979.
- 4.1.3 He has experience of more than 35 years as a Real Estate Consultant.
- 4.1.4 CA Hemant Kumar Mehta (Membership No. 100748), proprietor of M/s. Hemant Kumar Mehta Chartered Accountants having office at C/703, Gayatri Satsang, Thakur Village, Kandivali (E) Mumbai- 400101 Mob. No.: 9324067444 Email.: cahemant@gmail.com has certified and confirmed that the individual Net Worth of the Acquirer as on January 08, 2018 is Rs. 1,50,43,427 (Rupees One Crore Fifty Lakhs Forty-Three Thousand Four Hundred and Twenty Seven Only) vide certificate dated January 10, 2018.
- 4.1.5 He holds directorship in Dhanush Global Ventures Private Limited.

##### **4.2 MR. ABHAY GUPTA (“PAC 1”)**

- 4.2.1 Mr. Abhay Gupta, aged 36 years, residing at B/103, Oberoi Gardens CHS Ltd., Near Mahindra and Mahindra, Thakur Village, Kandivali (East), Mumbai – 400101, Tel. No.: 9892050006, Fax No.: 022-28702072 Email-ID.: abhay.gup@gmail.com.
- 4.2.2 He has completed his Bachelor of Commerce (B.Com.) from Kurukshetra University in the year 2004.
- 4.2.3 He has experience of more than 15 years in Capital Markets.
- 4.2.4 He holds directorship in Asian Fintrade Services Pvt Ltd, Asian Commtrade Private Limited, Ambe Securities Pvt. Ltd., Triyamb Securities Pvt. Ltd and Tera Natural Resources & Pellets Pvt. Ltd.
- 4.2.5 He also holds directorship in a listed company i.e. Pro Fin Capital Services Limited.
- 4.2.6 CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates, Chartered Accountants having office at Parishram Co-Op. Housing Society, Building No.4, Flat No. A/604, Agripada Vakola Highway, Santacruz (East) Mumbai – 400055 has certified and confirmed that the individual net worth of Abhay Gupta (PAC 1) as on January 11, 2018 is Rs. 4,72,50,000 (Rupees Four Crore Seventy-Two Lakhs Fifty Thousand Only) vide certificate dated January 11, 2018.

##### **4.3 MRS. RASHMI SHAH (“PAC 2”)**

- 4.3.1 Mrs. Rashmi Shah, aged 36 years, residing at 6 Mithani Apartment, Near Bhavi Motor School, Lajpatrai Road, Vile Parle (West), Mumbai – 400056, Tel. No.: 022-26192255, Email-ID: rashmipankajshah@gmail.com.
- 4.3.2 She has completed her Bachelor of Commerce (B.Com.) from Mumbai University in the year 2001.
- 4.3.3 She has experience of 10 years in the field of e-commerce and 5 years in real estate.
- 4.3.4 She holds directorship in Timegold Properties Pvt. Ltd.
- 4.3.5 CA B.P. Shah (Membership No. 33530), partner of M/s. B.P. Shah & Co., Chartered Accountants having office at 159/4, Smruti, Jawahar Nagar Road No. 2, Goregaon West Mumbai – 400062 Tel. No.: 022-28767488 / 022-28737904 has certified and confirmed that the individual net worth of Rashmi Shah (PAC 2) as on January 09, 2018 is Rs. 1,80,311 (Rupees One Lakh Eighty Thousand Three Hundred and Eleven Only) vide certificate dated January 19, 2018.

- 4.4 The Acquirer along with PACs does not hold any equity shares of the Target Company as on the date of this

Draft Letter of Offer.

- 4.5 The Acquirer in respect of this Offer is within the meaning of Regulation 2(1)(a) of the SEBI (SAST) Regulations, 2011.
- 4.6 The PACs in respect of this Open Offer are within the meaning of Regulation 2(1)(q) of SEBI (SAST) Regulations, 2011.
- 4.7 The Acquirer along with PACs are not forming part of the present Promoter Group of the Target Company.
- 4.8 As on the date of this DLOO, the Acquirer & PAC 2 are not on Board of Directors of any listed company.
- 4.9 PAC 1 is on the board of the listed company named Pro Fin Capital Services Limited.
- 4.10 The Acquirer and PACs are not Relatives within the meaning of Regulation 2(1)(l) of the SEBI (SAST) Regulations, 2011 and are having relationship of persons acting in concert in terms of Regulation 2(1)(q)(1).
- 4.11 As on date of this DLOO, there is/are no nominee(s) of the Acquirer along with PACs on the Board of Directors of the Target Company.
- 4.12 The Acquirer along with PACs undertakes that they will not sell the equity shares of the target company during the “Offer Period” in terms of Regulation 25(4) of the Regulations.
- 4.13 The Acquirer along with PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11 of the SEBI Act, 1992, as amended (the ‘SEBI Act’) or any other Regulations made there under.
- 4.14 The entire equity shares proposed to be acquired under this offer will be acquired by the Acquirer.
- 4.15 The Acquirer along with PACs did not acquire any Equity Shares of the Target Company during twelve (12) months period prior to Public Announcement made to the Shareholders of the Target Company, except for 12,00,000 (Twelve Lakhs) equity shares representing 60.30% of the Emerging Voting Capital of the Target Company, proposed to be acquired pursuant to the Preferential Issue, pursuant to which the Open Offer was triggered under the SEBI (SAST) Regulations 2011.

## **5. BACKGROUND OF THE TARGET COMPANY (MILGREY FINANCE & INVESTMENTS LTD.)**

- 5.1 Milgrey Finance & Investments Limited was incorporated on June 30, 1983 as “MILGREY FINANCE AND INVESTMENTS LIMITED” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra (hereinafter referred to as “MFIL” or “Target Company”) CIN No.: L67120MH1983PLC030316. The Registered office of the Target Company is situated at Ramnord Building, 2nd Floor, Plot No. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai- 400102, Tel No.: 022-26783323, Fax No.: 022-26786185, Email: milgrayfinance@gmail.com, Website: www.milgrey.in.
- 5.2 The Company is engaged in the business of finance and investment into shares and securities.
- 5.3 There has been no change in the name of the Target Company during the three years prior to the date of this Draft Letter of Offer.
- 5.4 As on date of DLOO the authorized share capital of the Target Company is Rs.25,00,000 (Rupees Twenty-Five Lakhs Only) divided into 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each. However, the Target Company in its Board Meeting held on April 11, 2018 has approved the increase in authorized share capital from Rs. 25,00,000 (Rupees Twenty-Five Lakhs Only) divided into 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 2,00,00,000/- (Rupees Two Crores Only)/- divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each subject to the approval of shareholders in the Extra Ordinary General Meeting to be held on May 11, 2018.
- 5.5 The entire issued, subscribed and paid-up capital of the Target Company is listed on BSE Limited (BSE). The Scrip code at BSE is 511018. The scrip ID on BSE is “ZMILGFIN”. The equity shares are currently not suspended from trading on BSE. The equity shares traded on BSE are infrequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

- 5.6 As on the date of this DLOO, there are no partly paid-up and no forfeited shares. There are no outstanding convertible instruments in the nature of warrants / fully convertible debentures/partly convertible debentures etc. which are convertible into equity shares at any later date.
- 5.7 As on the date of this DLOO, the share capital of the Target Company is as given under:

<b>Paid-up Equity Shares</b>	<b>No. of Shares/Voting Rights</b>	<b>% of Shares/Voting Rights</b>
Fully Paid-up Equity shares <sup>1</sup>	2,40,000	100
Partly Paid-up Equity shares	Nil	Nil
Total paid-up Equity shares	2,40,000	100
Total Voting Rights in the Target Company	2,40,000	100

1. *The Paid-up Equity Shares of the Company will be increased to Rs. 1,99,00,000/- (Rupees One Crore Ninety-Nine Lakhs Only) divided into 19,90,000 (Nineteen Lakhs Ninety Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each subject to the Special Resolution to be passed by the Shareholders in the EGM to be held on May 11, 2018 for the issue of Equity Shares under Preferential Issue.*

- 5.8 The composition of the Board of Directors of MFIL as on the date of DLOO is as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>Address</b>	<b>Date of Appointment</b>	<b>DIN</b>
Girdharilal Damodarlal Seksaria	Director	Seksaria Sadan, 7th Road, J V P D Scheme, Juhu Mumbai-400049.	24/10/1989	00410208
Shyamsunder Jugalkishore Harlalka	Wholetime Director	Room No. 804, Sankalp Building No.3, Gen Arun Kumarvaitya Marg, Near Gokuldharm Market, Malad East Mumbai- 400097.	30/06/1983	00419591
Mitesh Jagdish Jani	Additional Director	23, Shri Ramvihar, 2 <sup>nd</sup> Floor, Rokadia Lane, Borivali West Mumbai- 400092.	12/12/2017	02474856
Bhagavati Prasad Satyanarain Joshi	Director	24/1281, The Kher Nagar, Shanti Sadan CHS Ltd, Kher Nagar, Bandra East Mumbai- 400051.	24/09/2013	06720363
Narendra Sevatilal Sandesara	Director	402/ Neel Rashmi Co. Op.Hsg. Soc. Ltd, Tank Road, Domnic Lane No.3, Orlem, Malad (W), Mumbai -400064.	24/09/2013	06720373
Manju Bhagavati Prasad Joshi	Director	24/1281, The Khernagar Shanti Sadan CHS, Kher Nagar, Bandra East, Mumbai -400051.	26/03/2015	07165346

5.9 The key financial information of the Target Company based on the audited financial statements for the financial year ended March 31, 2015, 2016 and 2017 and Unaudited financials for the 9 months ended December 31, 2017 are as follows:

(Rs in Lacs)

Profit & Loss Account for the Year/ Period ended	31-Dec-17	31-Mar-17	31-Mar-16	31-Mar-15
	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from Operations	0.00	0.00	63.83	14.11
Other Income	0.00	0.00	2.45	0.28
<b>Total Income</b>	<b>0.00</b>	<b>0.00</b>	<b>66.28</b>	<b>14.39</b>
<b>Total Expenditure</b>	<b>7.12</b>	<b>7.54</b>	<b>83.63</b>	<b>15.59</b>
Profit Before Depreciation, Interest and Tax	-7.12	-7.54	-17.35	-1.20
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
<b>Profit/(Loss) Before Tax</b>	<b>-7.12</b>	<b>-7.54</b>	<b>-17.35</b>	<b>-1.20</b>
Provision for Tax	0.00	0.00	0.00	0.00
Profit/(Loss) for the Year/Period	-7.12	-7.54	-17.35	-1.20
Adjustment for Prior Period Expenses	0.00	0.00	0.00	0.00
<b>Profit/(Loss) After Tax &amp; Adjustment</b>	<b>-7.12</b>	<b>-7.54</b>	<b>-17.35</b>	<b>-1.20</b>

Balance Sheet as on	31-Dec-17	31-Mar-17	31-Mar-16	31-Mar-15
	(Unaudited)	(Audited)	(Audited)	(Audited)
<b>Sources of Funds</b>				
Paid up Share Capital	24.00	24.00	24.00	24.00
Share Premium Account	0.00	0.00	0.00	0.00
Reserves and Surplus (Excluding Revaluation Reserve)	-72.88	-65.76	-58.22	-40.87
Miss. Exp not written off	0.00	0.00	0.00	0.00
<b>Net Worth</b>	<b>-48.88</b>	<b>-41.76</b>	<b>-34.22</b>	<b>-16.87</b>
Non Current Liabilities	50.80	43.30	35.80	35.80
Current Liabilities	0.02	0.58	0.54	1.72
<b>Total</b>	<b>1.94</b>	<b>2.12</b>	<b>2.12</b>	<b>20.65</b>
<b>Uses of Funds</b>				
Fixed Assets	0.00	0.00	0.00	0.00
Less: Revaluation Reserve	0.00	0.00	0.00	0.00
Net Fixed Assets	0.00	0.00	0.00	0.00
Capital Work in Progress	0.00	0.00	0.00	0.00
Investments	0.00	0.00	0.00	0.00
Other Non-Current Assets	0.00	0.00	0.00	0.00
Current Assets	1.94	2.12	2.12	20.65
<b>Total</b>	<b>1.94</b>	<b>2.12</b>	<b>2.12</b>	<b>20.65</b>
<b>Other Financial Data</b>	<b>31-Dec-17</b>	<b>31-Mar-17</b>	<b>31-Mar-16</b>	<b>31-Mar-15</b>
	(Unaudited)	(Audited)	(Audited)	(Audited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (Rs.)	-2.97	-3.14	-7.23	-0.50
Return on Net Worth (%)*	-	-	-	-
Book Value Per Share (Rs.)	-20.36	-17.40	-14.26	-7.03

\* Negative Return on Network.

(The above financials are certified by CA Sunny Shah (Membership No.130939), proprietor of M/s. Sunny Shah & Co, Chartered Accountants, having its Office at 5, Annie Villa Building, 141, West Gaothan, Vallabh Bhai Road, Opp. BMC Market, Vile Parle (West), Mumbai – 400056 Tel. No.: 022-26122756 Email-ID.: sun\_shah@hotmail.com vide his certificate dated April 5, 2018.)

- 5.10 The Contingent Liability not provided in the financials for in respect of penalty of Rs. 1,75,000/- levied by the Securities and Exchange Board of India of non-compliance of Regulation 6 and 7 of SEBI (SAST) Regulations, 1997. The Company has submitted its explanation for adjudication of penalty. The matter is under consideration. The necessary effect will be given in the accounts as and when matter is finally decided.
- 5.11 Pre and Post-Offer shareholding pattern of the Target Company after the completion of the Offer Formalities (assuming full acceptances) is as per the following table:

Shareholders' Category	Shareholding & voting rights prior to the agreement / acquisition & offer		Shares / voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in open offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and offer (assuming full acceptances) i.e. (A) + (B) + (C) = (D)	
	(A)		(B)		(C)		(D)	
	No	%	No	%	No	%	No	%
<b>(1) Promoter Group</b>								
a) Parties to agreement, if any	-	-	-	-	-	-	-	-
b) Promoters other than a) above								
Girdharilal Seksaria	47550	19.81%	-	-	-	-	-	-
Basudeo Seksaria	16950	7.06%	-	-	-	-	-	-
Shyamsunder Harlalka	4450	1.85%	-	-	-	-	-	-
Indumati Seksaria**	21450	8.94%	-	-	-	-	-	-
Narbadadevi Seksaria**	5600	2.33%	-	-	-	-	-	-
Niru Gupta	5000	2.08%	-	-	-	-	-	-
Manojkumar Seksaria	10800	4.50%						
Girdharilal Seksaria HUF	9800	4.08%						
Chandadevi Seksaria	18300	7.63%						
Basudeo Seksaria HUF	16550	6.90%						
Roopesh Kumar Seksaria	20950	8.73%						
Sudhadevi Harlalka**	100	0.04%						
Sangeeta Mor	100	0.04%						
<b>Total (1) (a+b)</b>	<b>177600</b>	<b>74.00%</b>	-	-	-	-	-	-
<b>(2) Acquirer/ PAC</b>								
<b>a) Acquirer</b>								
Mahendra Kumar Bachhawat	-	-	360000	18.09%	517400	26.00%	877400	44.09%
<b>Total 2(a)</b>	-	-	<b>360000</b>	<b>18.09%</b>	<b>517400</b>	<b>26.00%</b>	<b>877400</b>	<b>44.09%</b>
<b>b) PACs</b>								
Abhay Gupta	-	-	490000	24.62%	-	-	490000	24.62%

Shareholders' Category	Shareholding & voting rights prior to the agreement / acquisition & offer		Shares / voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in open offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and offer (assuming full acceptances) i.e. (A) + (B) + (C) = (D)	
	(A)		(B)		(C)		(D)	
	No	%	No	%	No	%	No	%
Rashmi Shah	-	-	350000	17.59%	-	-	350000	17.59%
<b>Total 2(b)</b>	-	-	<b>840000</b>	<b>42.21%</b>	-	-	<b>840000</b>	<b>42.21%</b>
<b>Total 2(a)+(2b)</b>	-	-	<b>1200000</b>	<b>60.30%</b>	<b>517400</b>	<b>26.00%</b>	<b>1717400</b>	<b>86.30%</b>
<b>(3) Parties to agreement other than 1(b), 2(a) &amp; 2(b)</b>	-	-	-	-	-	-	-	-
<b>(4) Public (other than parties to agreement, Acquirer, &amp; PACs)</b>								
a) FIs/MFs/FIIs/Banks	-	-	-	-	-	-	-	-
b) Body Corporate	-	-	-	-	-	-	272600	13.70%
c) Individual	62400	26.00%	-	-	-	-		
d) Others	0	0.00%	-	-	-	-		
<b>Total (4) (a+b+c+d)</b>	<b>62400</b>	<b>26.00%</b>	-	-	-	-	<b>272600</b>	<b>13.70%</b>
<b>Grand Total (1+2+3+4)</b>	<b>240000</b>	<b>100.00%</b>	-	-	-	-	<b>1990000</b>	<b>100.00%</b>

\*Post completion of Open Offer, the Acquirer and the PACs will be classified as promoters and the current promoters will be reclassified to public shareholders subject to shareholders approval in the EGM dated May 11, 2018.

\*\*As per SEBI Circular dated September 30, 2011 bearing circular no. SEBI/Cir/ISD/ 05/2011 wherein it is mentioned that 100% of the Promoter holding need to be in demat form, Target Company has 1,77,600 equity shares in Promoter Category of which 27,150 equity shares are not in demat form due to the death of Mrs. Sudhadevi S. Harlalka on March 16, 2003, Mrs. Indumati Seksaria on April 5, 2009 and Mrs. Narbadadevi Seksaria on August 31, 2001 respectively and the same have not been transmitted to their legal heirs till date. The company has made application to BSE for the Exemption from the provision of 100% shareholding of Promoter/ promoter group in demat form as mentioned in the SEBI circular no. CIR/CFD/CMD/13/2015 dated November 30, 2015 vide their letter dated March 29, 2017 which was submitted to BSE on March 31, 2017.

5.12 As per shareholding pattern, the number of shareholders in MFIL as on March 31, 2018 is 344 (Three Hundred and Forty Four).

5.13 Details of Compliance Officer are as under:

**Name** : Ms. Ayushi Sharma  
**Address** : Ramnord Building, 2nd Floor, Plot No. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400102  
**Contact No.** : 022-26783323  
**Email** : [milgrayfinance@gmail.com](mailto:milgrayfinance@gmail.com)

(Source: All the data about Target Company is provided / certified by Milgrey Finance & Investments Limited and as per the data available in public domain)

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of Offer Price

6.1.1 The entire issued, subscribed and paid up equity shares of the Target Company is listed on BSE Ltd. The scrip code on BSE is 511018. The scrip ID on BSE is “ZMILGFIN”.

6.1.2 The trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (April 2017 – March 2018) on BSE Ltd is detailed below:

Name of the Stock Exchange	Total no. of equity shares traded during the 12 calendar months prior to April, 2018	Total no. of equity share listed	Traded Turnover (in terms of % to total listed shares)
BSE Ltd	5,050	240,000	2.10%

(Source: www.bseindia.com)

6.1.3 The equity shares are thus infrequently traded on BSE Ltd within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

6.1.4 The Offer Price of Rs. 10.00/- (Rupees Ten Only) per equity share is justified in terms of Regulation 8 of Regulations and the same has been determined after considering the following facts:

a)	Highest price payable per share for acquisition/subscription under the Preferential Issue	Rs. 10.00/-	
b)	The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirer or by any person(s) acting in concert, during the fifty-two weeks immediately preceding the date of public announcement;	N.A.	
c)	The highest price paid or payable for any acquisition, whether by the Acquirer or by any person(s) acting in concert, during the Twenty-six weeks immediately preceding the date of the Public announcement:	N.A.	
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	N.A.	
e)	<b>Other Parameters</b>	<b>For financial year ended March 31, 2017 (Audited)</b>	<b>For Nine Months ended on December 31, 2017 (Unaudited but Certified)</b>
	Profit after Tax (Fig in Lakhs)	-7.54	-7.12
	Net worth (Fig in Lakhs)	-41.76	-48.88
	Book Value Per Share (Rupees)	-17.40	-20.36
	Earnings per Share (EPS) (Rupees)	-3.14	-2.97

6.1.5 CA Jayesh Kala (Membership No. 101686), partner of M/s. J Kala & Associates., Chartered Accountants, having its Office at 504, Rainbow Chambers, Near MTNL Exchange, S.V. Road, Kandivali (West), Mumbai – 400067, Tel No.: 022-28625129, Email id.: admin@jka.co.in, vide certificate dated April 11, 2018 has applied the valuation methodology prescribed by the Honorable Supreme Court of India in the case of Hindustan Lever Employees Union vs. Hindustan Lever Limited, 1995 (83 Com. Case 30). Considering aforesaid valuation methodology, the Value of shares as per Net Assets Method (NAV) comes to Rs. 0.00/- per equity share, as per Price Earning Capitalization Method is Rs. 0.00/- per equity share and as per Market Value Method is Rs. 4.29/- per equity share. Thus, the fair value of an equity share is Rs. 4.29/- based on Net Assets Method, Price Earning Capitalization Method & Market Value Method for the year ending March 31, 2018.

6.1.6 In view of above parameters considered the Manager to the Offer confirms that the offer price of Rs. 10.00/- (Rupees Ten Only) per equity share is justified in terms of Regulation 8(2) of SEBI (SAST)



Regulations, 2011.

- 6.1.7 No adjustment has been carried out in the Offer Price as there were no corporate actions as on date of this DLOO.
- 6.1.8 The Acquirer along with PACs shall disclose during the tendering period every acquisition made by them of any equity share of the Target Company to the stock exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6) of Regulations.
- 6.1.9 Irrespective of whether a competing offer has been made, the Acquirer along with PACs may make upward revision(s) to the offer price, and subject to the other provisions of these regulations, to the number of shares sought to be acquired under the open offer, at any time prior to the commencement of the last three working days of opening of the tendering period i.e. up to May 30, 2018.
- 6.1.10 If the Acquirer along with PACs acquire or agree to acquire any shares or voting rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. In case of revision in the Offer price and/or no. of shares sought to be acquired under Open Offer, shareholders would be notified.
- 6.1.11 If the Acquirer along with PACs acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer along with PACs shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition in terms of Regulation 8(10) of Regulations. However, no such difference shall be paid in the event that such acquisition is made under an Open Offer under the SEBI (SAST) Regulations, 2011 or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the stock exchange and not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.12 In the event that the number of Equity Shares validly tendered by the Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.
- 6.1.13 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 and the PACs are permitted to revise the Offer Price upward at any time up to three (3) working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of Regulations. If there is any such upward revision in the Offer Price by the Acquirer and the PACs or in the case of withdrawal of Offer, the same would be informed by way of Corrigendum in the same newspaper where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer and the PACs for all the shares validly tendered in the Offer.

## 6.2 Financial Arrangements

- 6.2.1 Assuming full acceptance, the total requirement of funds for the Open Offer would be Rs. 51,74,000/- (Rupees Fifty-One Lakhs Seventy-Four Thousand Only). The Acquirer along with PACs have already made firm arrangements for the financial resources required to implement the Open Offer in full.
- 6.2.2 In accordance with Regulation 17 of the Regulations, the Acquirer along with PACs have opened an Escrow Account under the name and title of “*MFIL-OPEN OFFER ESCROW ACCOUNT-250549750784*” with IndusInd Bank Ltd – Mumbai (“Escrow Bank”) and made a deposit of Rs. 52,00,000/- (Rupees Fifty-Two Lakhs Only) being more than 100.00% of the total consideration payable in accordance with the SEBI (SAST) Regulations, 2011.
- 6.2.3 In terms of Escrow Agreement between the Acquirer, the Manager to the Offer and the Escrow Bank (“Escrow Agreement”), Manager to the Offer has been solely authorized to operate and to realize the value lying in the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.4 Certificate issued by CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani &

Associates, Chartered Accountants, having office at Parishram Co-Op. Housing Society, Building No. 4, Flat No. A/604, Agripada Vakola Highway, Santacruz (East) Mumbai – 400055 Mob. No.: 9819366174, certifying vide certificate dated April 11, 2018 that Acquirer has adequate financial resources available for meeting its obligation under the offer in full as per Regulation 25(1) and 27(1)(b) of SEBI (SAST) Regulations, 2011.

- 6.2.5 Based on the above and in light of the escrow arrangements set out above, the Manager to the Offer, Intensive Fiscal Services Private Limited confirms that the Acquirer along with PACs have adequate resources to meet the financial requirement of the Offer in terms of Regulations 25(1), 27(1) (a) & (b) of the SEBI (SAST) Regulations. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations. The Acquirer along with PACs collectively have sufficient net worth to meet the Open Offer fund requirement.
- 6.2.6 In case of revision in the Offer Price, the Acquirer along with PACs will further make Demand Deposit with the bank of difference amount between previous Offer fund requirements and revised Offer fund requirements to ensure compliance with Regulations 17(2) & 18(5) (a) of the SEBI (SAST) Regulations, 2011.

## **7. TERMS AND CONDITIONS OF THE OFFER**

### **7.1 OPERATIONAL TERMS AND CONDITIONS**

- 7.1.1 This Offer is not conditional upon any minimum level of acceptance i.e. it is not a conditional Offer.
- 7.1.2 The Offer is subject to the terms and conditions set out in this Draft Letter of Offer, the Form of Acceptance, the PA and the DPS and any other Public Announcement that may be issued with respect to the Offer.
- 7.1.3 The Letter of Offer together with the Form of Acceptance and transfer deed (for Shareholders holding Equity Shares in the physical form) will be sent to those Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and to the beneficial owners of the Equity Shares of the Target Company whose names appear as beneficiaries on the beneficial record of the respective depositories, at the close of business on the Identified Date i.e. May 22, 2018. Owners of Equity Shares who are not registered as Shareholder(s) are also eligible to participate in the Offer at any time prior to the Date of Closure of the Offer.
- 7.1.4 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.5 The eligible persons can write to the Registrar / Manager to the Offer requesting for the Letter of Offer and Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the Date of Closure of the Offer i.e. June 18, 2018. Alternatively, The Letter of Offer along with the Form of Acceptance-cum-acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the website.
- 7.1.6 This Offer is not subject to the receipt of any statutory and other approvals except as mentioned under paragraph 7.3 of this Draft Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8 The Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free from and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividend, bonus and rights declared thereafter.
- 7.1.9 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 transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity

Shares tendered under the Offer.

- 7.1.10 Where the number of equity shares surrendered by the shareholders are more than the Equity Shares agreed to be acquired by Acquirer along with PACs, the Acquirer along with PACs will accept the offers received from the 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 shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of Target Company in 1 (One) Equity Share.
- 7.1.11 The Acquirer along with PACs will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of the Target Company are advised to adequately safeguard their interest in this regard.
- 7.1.12 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 acceptances are liable to be rejected.
- 7.1.13 In terms of Regulations 18(9) of the Regulations, the Shareholders who tender their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.
- 7.1.14 **LOCKED IN SHARES**  
Locked-in shares shall be accepted subject to the continuation of the residual lock -in period in the hands of the Acquirer along with PACs. There shall be no discrimination in the acceptance of locked-in and not locked-in shares.

## 7.2 **ELIGIBILITY FOR ACCEPTING THE OFFER**

All the Equity Shareholders registered or unregistered, (except Acquirer, persons deemed to be acting in concert with Acquirer) who own fully paid equity shares of the Target Company any time before the closure of the Open Offer are eligible to participate in the Open Offer. However, the Letter of Offer will be sent to those shareholders whose names appear on the Register of Members of the Target Company at the close of business hours on the Identified Date, i.e., May 22, 2018.

## 7.3 **STATUTORY AND OTHER APPROVALS**

- 7.3.1 As of date, to the best of knowledge of the Acquirer and the PACs, there are no statutory approvals required to implement the Offer, except for approval of the Shareholders of the Target Company for Preferential Issue under which the equity shares are proposed to be allotted to the Acquirer and the PACs & in-principle approval of the Stock Exchange for listing of such Shares on the Stock Exchanges as per Regulation 28(1)(a) of SEBI (LODR) Regulations, 2015. If any regulatory or statutory approval is being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer along with PACs shall make the necessary applications for such approval.
- 7.3.2 As on the date of this Draft Letter of Offer, there are no statutory approvals required other than as stated above to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals also. The Acquirer along with PACs will not proceed with the Open Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011. 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. In the event of withdrawal, a public announcement will be made within 2 (Two) 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 registered office of the Target Company.
- 7.3.3 In case of delay in receipt of any statutory approvals as disclosed above or which may be required by the Acquirer along with PACs at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer subject to the Acquirer along with PACs agreeing to pay interest to the Shareholders for the delay. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer along with PACs have

the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining any statutory approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI (SAST) Regulations, 2011.

7.3.4 Shareholders of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies ("OCBs") and wish to tender their equity shares in this Open Offer shall be required to submit all the applicable approvals of RBI which have been obtained at the time of acquisition of Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer along with PACs from NRIs and OCBs.

7.3.5 The Acquirer along with PACs shall ensure compliance with Regulation 18(11) of SAST Regulations, 2011 with regard to RBI approval under FEMA Regulations for shares tendered by non-resident shareholders.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

8.1 The Open Offer will be implemented by the Acquirer along with PACs subject to applicable law through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI and on such terms and conditions as may be permitted by law from time to time.

8.2 BSE shall be the Designated Stock Exchange for the purpose of tendering Shares in the Open Offer.

8.3 The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchange in the form of a separate window (Acquisition Window). The details of the platform will be as specified by BSE from time to time.

8.4 The Acquirer along with PACs have appointed K M Jain Stock Brokers Private Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the tendering period. The contact details of the buying broker are as mentioned below:

**Name** : K M Jain Stock Brokers Private Limited  
**Address** : 631,P.J.Towers,6th Floor, Dalal Street ,Fort, Mumbai-400001  
**Contact Person** : Mr. Anand Jain  
**Telephone No.** : 022-30282272/ 73/ 74  
**E-mail Id** : kmjpl@mtnl.net.in

8.5 All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market during the Tendering Period.

8.6 Separate Acquisition Window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.

8.7 The cumulative quantity tendered shall be displayed on the Stock Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.

8.8 Public Shareholders can tender their Equity Shares only through a broker with whom the Shareholder is registered as a client (KYC compliant).

### 8.9 Procedure for tendering Equity Shares held in Dematerialised Form:

8.9.1 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 Seller Member indicating details of Shares they wish to tender in Open Offer.

8.9.2 The Selling Broker shall provide early pay-in of demat Equity Shares (except for custodian participant

orders) to the Clearing Corporation before placing the bids/orders and the same shall be validated at the time of order entry.

- 8.9.3 For custodian participant, orders 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 close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.9.4 The Seller Member would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the BSE. Before placing the bid, the Shareholder would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (the "ICCL"), by using the early pay in mechanism prior to placing the bid by the Seller Member.
- 8.9.5 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the opening of the Offer.
- 8.9.6 Upon placing the order, the Seller Member shall provide transaction registration slip ("TRS") generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DPID, Client ID, no. of Equity Shares tendered, etc.
- 8.9.7 The Equity Shareholders will have to ensure that they keep a DP/Demat Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- 8.9.8 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Equity Shares that are the subject of litigation, wherein the Shareholders may be prohibited from transferring their Equity Shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered in this Offer. The Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 8.9.9 The Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum-Acknowledgement ("FOA"). Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance-cum Acknowledgement along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance-cum-Acknowledgement. Form of Acceptance- Acknowledgement will not be sent to the Shareholders holding Equity Shares in demat mode.
- 8.9.10 All non-resident Shareholders (i.e. Shareholders not residing in India) holding physical and/or demat equity shares and all resident Shareholders (i.e. Shareholders residing in India) holding equity shares in physical mode are mandatorily required to fill the FOA. The non-resident Shareholders holding equity shares in demat mode are required to send the FOA along with the required documents to the Registrar to the Offer at their address. The Shareholders (resident and non-resident) holding equity shares in physical mode are required to send the FOA along with the required documents to their respective Selling Broker who shall forward these documents to the Registrar to the Offer.

#### 8.10 **Procedure for tendering Equity Shares held in Physical Form:**

- 8.10.1 The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and submit complete set of documents for verification procedure as mentioned below:
- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
  - Original share certificate(s).
  - Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
  - Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
  - Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature).

- Self-attested copy of address proof such as valid Aadhar Card, Voter ID and Passport.
  - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased
  - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
  - In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- 8.10.2 The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- 8.10.3 The Seller Member(s) / Investor has to deliver the shares & documents along with TRS to the RTA. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.
- 8.10.4 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- 8.10.5 In case any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before Closure of the Tendering period.

#### 8.11 Procedure for tendering the shares in case of non-receipt of Letter of Offer

- 8.11.1 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 their Selling Member and tender Shares in the Open Offer as per the procedure mentioned in point 8.9 above.
  - **In case the Equity Shares are in physical form:** An Eligible Person may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and in this Draft Letter of Offer. They can participate by submitting an application to the Selling Member on plain paper giving details regarding their shareholding and relevant documents mentioned in paragraph 8.10 of this Draft Letter of Offer. The Selling Member(s) / Investor have to deliver the Physical Share certificate & other relevant documents along with TRS to the Registrar and Transfer Agent (“RTA”) by registered post, speed post or courier or hand delivery. Physical Share Certificates & other relevant documents will have to reach RTA within 2 days from the closing of the Open Offer. The envelope should be scribed as “MFIL – Open Offer 2018”.

In case of orders for physical shares, verification of physical certificates shall be done by the RTA on a daily basis and till such time the Recognised Stock Exchanges shall display such quantity as “unconfirmed physical bids”. As and when the RTA confirms the records, such bids will then be treated as “confirmed bids.” Please note that physical Equity Shares will not be accepted unless the complete set of documents is submitted.

#### 8.12 Settlement Process

- 8.12.1 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 Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- 8.12.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.
- 8.12.3 Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and

settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirer along with PACs.

- 8.12.4 In case of partial or non-acceptance of orders or excess pay-in, demat shares shall be released directly to the Shareholders.
  - 8.12.5 The Seller Broker(s) would then issue contract note for the shares accepted in the Offer.
  - 8.12.6 Any excess physical shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s).
  - 8.12.7 The payment will be made by the Buying Broker for settlement. For Equity Shares accepted under the Offer, the Shareholders will receive funds payout in their settlement bank account.
  - 8.12.8 The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Shareholder
  - 8.12.9 Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Acquirer along with PACs accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholder.
- 8.13 Notwithstanding the details given above, all payments will be made to Shareholders subject to compliance with prevailing tax laws.
  - 8.14 A Letter of Offer along with a Form of Acceptance-cum-Acknowledgement (“Form of Acceptance”), will be dispatched to all the eligible shareholders of the Target Company, whose names appear on the Register of Members of the Target Company and to the beneficial owners of the Equity Shares of the Target Company in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on May 22, 2018 (“**Identified Date**”).
  - 8.15 The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such form from the said website.

## 9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the Office of the Manager to the Offer, Intensive Fiscal Services Private Limited, 914, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai-400021, from 10.00 hours to 17.00 hours on any working day, except Saturdays, Sundays and Holidays from the date of opening of the Offer until the closure of the Offer:

- 9.1 Certificate of Incorporation, Memorandum & Articles of Association of Milgrey Finance & Investments Limited.
- 9.2 Certificate issued by CA Sunny Shah (Membership No. 130939), proprietor of M/s. Sunny Shah & Co, Chartered Accountants, having its Office at 5, Annie Villa Building, 141, West Gaothan, Vallabh Bhai Road, Opp. BMC Market, Vile Parle (West), Mumbai- 400056 Tel No: 022-26122756 Email id.: sun\_shah@hotmail.com dated April 05, 2018 certifying the financials of Milgrey Finance & Investments Limited.
- 9.3 Certificate dated April 11, 2018 issued by CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates Chartered Accountants (FRN No.: 041899) having office at Parishram Co- Op Housing Society, Building No.4 Flat No. A/604, Agripada Vakola Highway, Santacruz (East) Mumbai-400055 Mob. No.: 9819366174, that Acquirer has adequate financial resources available for meeting its obligation under the offer in full as per Regulation 25(1) and 27(1)(b) of SEBI (SAST) Regulations, 2011.
- 9.4 Certificate dated January 10, 2018 issued by CA Hemant Kumar Mehta (Membership No. 100748), proprietor of M/s. Hemant Kumar Mehta Chartered Accountants having office at C/703, Gayatri Satsang, Thakur Village, Kandivali (E) Mumbai- 400101 Mob. No.: 9324067444 Email.: cahemant@gmail.com, certifying the Networth of the Acquirer.
- 9.5 Certificate dated January 11, 2018 issued by CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates Chartered Accountants (FRN No.: 041899) having office at Parishram Co- Op Housing Society, Building No.4 Flat No. A/604, Agripada Vakola Highway, Santacruz (East) Mumbai-400055 Mob. No.: 9819366174, certifying the Networth of the PAC 1.
- 9.6 Certificate dated January 19, 2018 issued by CA B.P. Shah (Membership No. 33530), partner of M/s. B.P. Shah & Co., Chartered Accountants having office at 159/4, Smruti, Jawahar Nagar Road No. 2, Goregaon West Mumbai – 400062 Tel. No.: 022-28767488 / 022-28737904, certifying the Networth of the PAC 2.
- 9.7 Audited Annual Reports of the Target Company for the year ended March 31st, 2015, March 31st, 2016 & March 31st, 2017 and Unaudited Financials for 9 months period ended December 30, 2017.
- 9.8 Valuation Report dated April 11, 2018 issued by CA Jayesh Kala (Membership No. 101686), partner of J Kala & Associates, Chartered Accountants, having its Office at 504, Rainbow Chambers, Near MTNL Exchange S.V. Road, Kandivali West Mumbai- 400067 certifying the Fair Value of the Equity Shares of Milgrey Finance & Investments Limited.
- 9.9 Certificate from IndusInd Bank, Mumbai, Fort confirming the amount kept in the escrow account.
- 9.10 Copy of Public Announcement dated April 11, 2018, published copy of Detailed Public Statement published on April 18, 2018.
- 9.11 A copy of the recommendation dated [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- 9.12 Copy of the Memorandum of Understanding between the Acquirer and Adroit Corporate Services Pvt Ltd (Registrar to the Offer).
- 9.13 Copy of the Memorandum of Understanding between the Acquirer and Intensive Fiscal Services Private Limited (Manager to the Offer).
- 9.14 Copy of Escrow Agreement between IndusInd Bank, Acquirer and Intensive Fiscal Services Private Limited (Manager to the Offer).
- 9.15 SEBI Observation letter with reference number [●] Dated [●] received from SEBI in term of Regulation 16(4) of the Regulations.



## **10. DECLARATION**

- 10.1 The Acquirer along with PACs have made all reasonable inquiries & accepts responsibility for, and confirm that this Draft Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Draft Letter of Offer is 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.
- 10.2 The Acquirer along with PACs acceptss full responsibility for the information contained in this Draft Letter of Offer and also for the fulfillment of the obligations of the Acquirer along with PACs as laid down in the SEBI (SAST) Regulations, 2011. All information contained in this document is as on date of the Draft Letter of Offer, unless stated otherwise.
- 10.3 The Acquirer along with PACs hereby declares and confirms that all the relevant provisions of Companies Act, 1956/2013 and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, /2013 and SEBI (SAST) Regulations, 2011.

**On behalf of Acquirer along with PACs**

**Sd/-**

**Mahendra Kumar Bachhawat**

**Abhay Gupta**

**Rashmi Shah**

**Place:** Mumbai

**Date:** April 25, 2018