DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of ***Continental Chemicals Limited,*** *If you require any clarification about the action to be taken, you may please consult your stockbroker 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 Continental Chemicals Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER BY

(1) Mr. Aditya Vikram Chibba (Acquirer)
Present Address: D3, 392/Marsa, Dubai PO Box No. 85750 UAE.
Permanent Address: S-522, Greater Kailash-I, New Delhi-110048,
Phone No: +91-11-41731929

(2) Mr. Naresh Kumar Chibba (PAC)
Address: D3, 392/Marsa Dubai PO Box No. 85750 Dubai, UAE.
Permanent Address: S-522, Greater Kailash-I, New Delhi-110048
Phone No : +91-11-41731929

to the existing shareholders of

CONTINENTAL CHEMICALS LIMITED

Registered Office: A-7, Sector-7, Noida Dist Gautam Budh Nagar
Uttar Pradesh – 201301, India.
Phone No. 0120-2423316, Fax No: 0120-2423316.

TO ACQUIRE

Up to 5,84,740 equity shares of Rs. 10/- each representing 26% of the total post preferential paid up equity share capital of Target Company at a price of Rs 13/- (Rupees Thirteen Only) per fully paid equity share payable in Cash.

Notes:

1. The Offer is being made by the Acquirer along with PAC pursuant to the Regulations 3(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations").
2. This Offer is not conditional to any Minimum level of Acceptance.
3. This is not a Competing Offer.
4. As on the date of this LOF, to the best of knowledge of acquirer, there are no statutory approvals required to be obtained by the acquirer to acquire equity shares that may be tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer.
5. The Acquirer along with PAC may revise the Offer Price at any time upto 3 working days prior to the opening of the tendering period of the Offer i.e. Wednesday, October 23, 2019. Any upward revision or withdrawal, if any, of the Offer would be informed by way of the Issue Opening Public Announcement in the same newspapers and editions in which the original Detailed Public Statement had appeared. Consideration at the same rate will be paid by the Acquirer for all equity shares tendered anytime during the Offer.

6. There is no Competing Offer (will be updated).

7. A Copy of the Public Announcement, Detailed Public Statement and the LOF (including Form of Acceptance-cum-Acknowledgement) are also available on Securities and Exchange Board of India (SEBI) website: www.sebi.gov.in

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Manager to the Offer **D & A FINANCIAL SERVICES (P) LIMITED** 13, Community Centre, East of Kailash, New Delhi – 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; Email: investors@dnafinserv.com **Contact Person: Mr. Priyaranjan** **SEBI Regd. No. INM000011484**	**Registrar to the Offer** **Beetal Financial & Computer Services Pvt. Limited** Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetalrta@gmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 Contact Person: Mr. Punit Mittal SEBI Regd. No. INR000000262
OFFER OPENS ON: TUESDAY, OCTOBER 29, 2019	**OFFER CLOSES ON: MONDAY, NOVEMBER 11, 2019**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No	Activity	Days & Dates
1.	**Date of Public Announcement**	**Saturday, August 31, 2019**
2.	Date of Publication of Detailed Public Statement	Monday, September 09, 2019
3.	Filing of the Draft letter of Offer to SEBI	Tuesday, September 17, 2019
4.	Last Date for a Competitive Offer(s)	Tuesday, October 01, 2019
5.	**Identified Date***	**Monday, October 14, 2019**
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Monday, October 21, 2019
7.	**Last Date for revising the Offer Price/ number of shares.**	**Wednesday, October 23, 2019**
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Thursday, October 24, 2019
9.	**Date of Publication of Offer Opening Public Announcement**	**Friday, October 25, 2019**
10.	**Date of Commencement of Tendering Period (Offer Opening date)**	**Tuesday, October 29, 2019**
11.	**Date of Expiry of Tendering Period (Offer Closing date)**	**Monday, November 11, 2019**
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	Tuesday, November 26, 2019

**The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

RISK FACTORS

Risk Factors relating to the transaction

- To the best of knowledge of the Acquirer, no statutory approvals are required however; it will be subject to all statutory approvals that may become applicable at a later date. The Acquirer along with PAC reserve the right to withdraw the Offer in accordance with Regulation 23 (1) (a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.

- In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirer 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. Consequently, the payment of consideration to the public shareholders of CCL, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. The tendered equity shares and documents will be held by the Registrar to the Offer, until such time as the process of acceptance of such equity shares and the payment of consideration thereto is completed.

- In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

- The equity shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23 (1) of the SEBI (SAST) Regulations. During such period there may be fluctuations in the market price of the equity shares. Accordingly, the Acquirer along with PAC do not make any assurance with respect to the market price of the equity shares at any time, whether during or upon or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.

- Shareholders should note that the Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.

- In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

- The Acquirer, PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, DPS or this Draft Letter of offer or in the advertisements or other materials issued by, or at the instance of the Acquirer, PAC and the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.

- This Offer is subject to Completion risks as would be applicable to similar transactions.

Risk Factors relating to the proposed Offer

1. In the event that either (a) there is any litigation to stay the offer, or (b) SEBI instructs the Acquirer/PAC to comply with certain conditions before proceeding with the offer, then the offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of the Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer/PAC for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI SAST Regulations.

2. **As per Regulation 18(9) of SEBI SAST Regulations, Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.**

3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.

4. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and during this period, shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the Stock Exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirer along with PAC makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.

5. The Acquirer, PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

Probable risks involved in associating with the Acquirer/PAC

1. The Acquirer along with PAC make no assurance with respect to the financial performance of the Target Company after change of control of management and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

2. The Acquirer along with PAC makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.

3. The Acquirer along with PAC do not provide any assurance with respect to the market price of the equity shares of the Target Company before, during or after the Offer.

The risk factors set forth above, pertain to the Offer and associating with the Acquirer along with PAC and are not in relation to the present or future business or operations of the Target Company 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. Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS/ ABBREVIATIONS

1.	Acquirer	Mr. Aditya Vikram Chibba
2.	Book Value per share	Net worth / Number of equity shares issued
3.	BSE	BSE Limited
4.	EPS	Profit after tax / Number of equity shares issued
5.	Form of Acceptance	Form of Acceptance cum Acknowledgement
6.	LOF or Letter of Offer	Offer Document
7.	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
8.	N.A.	Not Available
9.	Negotiated Price	NA
10	Offer or The Offer	Open Offer for acquisition of upto 5,84,740 equity shares ("Offer Shares") of Rs 10/- each representing 26% of the total post preferential paid up equity share capital of Target Company at a price of Rs 13/- (Rupees Thirteen Only) per fully paid equity share, payable in Cash.
11.	Offer Price	Rs 13/- (Rupees Thirteen Only) per share for fully paid equity shares of Rs 10/- each, payable in Cash.
12.	PAC	Mr. Naresh Kumar Chibba
13.	Persons eligible to participate in the Offer	Registered shareholders of Continental Chemicals Limited, and unregistered shareholders who own the equity shares of Continental Chemicals Limited any time prior to the Offer Closure other than the Acquirer and PAC.
14.	Public Announcement or **"PA"**	Public Announcement submitted to BSE where the Target Company was listed as well as to SEBI on August 31, 2019
15.	Preferential Allotment	Allotment of up to maximum of 12,50,000 (Twelve Lakh Fifty Thousand Only) equity shares of face value of Rs 10/- each to the acquirer by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to Compliance with applicable provisions of SEBI (ICDR) Regulations, 2009
16.	Post Preferential Paid Up Capital	Consisting of 22,49,000 fully paid up Equity Shares of Rs 10/- each of the Target Company post allotment of shares.
17.	Registrar or Registrar to the Offer	M/s Beetal Financial and Computer Services Private Limited
18.	Return on Net Worth	(Profit After Tax/Net Worth) *100
19.	SEBI	Securities and Exchange Board of India
20.	SEBI (SAST) Regulations, 2011 or Regulations or SEBI SAST Regulations.	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
21.	SEBI Act	Securities and Exchange Board of India Act, 1992
22.	Share(s)	Fully paid-up Equity Shares of face value of Rs 10/- each of the Target Company
23.	Shareholders	Shareholders of the Target Company
24.	Target Company or CCL	Continental Chemicals Limited
25.	Total paid-up Capital / Equity Capital of the Target Company/Pre	Consisting of 999000 fully paid up Equity Shares of Rs 10/- each of the Target Company as on the date of this draft Letter of Offer.

	Preferential Paid up Capital.	
26.	Target Company/ the Company/CCL	Company whose equity shares are proposed to be acquired viz. Continental Chemicals Limited
27.	Tendering Period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from October 29, 2019 to November 11, 2019
28.	Working Day	Working Day of SEBI, Mumbai

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CONTINENTAL CHEMICALS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER/PAC, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 16, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS 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 Regulation 3(1) of SEBI (SAST) Regulations and as a result of this Offer, the shareholding of the Acquirer in the target company would get increased by way of allotment of shares to the acquirer through proposed preferential allotment and which will trigger the Open Offer under the provision of Regulation 3(1) of the Regulations. The Acquirer and PACs is already in Control of Target Company.

3.1.2 The Board of Directors of Target Company in their meeting held on August 31, 2019 proposed to allot up to maximum of 12,50,000 (Twelve Lakh Fifty Thousand Only) equity shares of face value of Rs 10/- each to the acquirer by way of preferential allotment , in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to Compliance with applicable provisions of SEBI (ICDR) Regulations, 2018 as amended and subject to approval from shareholders of Target Company and other approvals if any at a price of Rs 13/- per shares including premium of Rs 3/- per share. This offer is being made by the acquirer along with PAC due to the proposed allotment of 12,50,000 Equity Shares to the acquirer representing 55.58% of post preferential allotment Equity Share Capital of the Target Company and which will trigger the Regulation 3(1) of SEBI (SAST) Regulations making it necessary for the acquirer to make an open offer. Upon allotment of shares through preferential allotment to the acquirer, the acquirer will hold 12,50,000 equity shares representing 55.58% of the post preferential share capital of target company. Presently acquirer does not hold any equity shares of Target Company; however PAC Mr. Naresh Kumar Chibba holds 133110 equity shares representing 13.32% of the present paid up share capital of Target Company. After the said preferential allotment, the acquirer along with PAC will hold in aggregate 1383110 equity shares representing 61.50% of the Post Preferential Paid up equity share capital of Target Company.

3.1.3 By way of the above proposed acquisitions, the Acquirer along with PAC will be holding substantial stake of the Target Company. Accordingly, this offer is being made in terms of Regulation 3(1) read with Regulation 13(4) and other applicable provisions of the SEBI (SAST) Regulations.

3.1.4 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

3.1.5 None of the Acquirer, PAC and the Target Company has been prohibited by SEBI from dealing in securities, in terms of direction u/s 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.6 The Board of the Target Company shall, in accordance with Regulation 26(6) of the SEBI SAST Regulations, constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company. In accordance with Regulation 26(7), the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open offer to its shareholders and the Target Company shall in accordance with Regulation 26(6), cause to publish such recommendation at least two working days before the commencement of the tendering period i.e. on or before Thursday, October 24, 2019, in the same newspapers where the DPS of the Offer was published.

3.2 Details of the Proposed Offer

3.2.1 A Detailed Public Statement, as per Regulation 14 (3) of the SEBI SAST Regulations, was made in the following Newspapers, on September 09, 2019:

Publication	**Editions**
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions
Lakshadweep	Mumbai Editions

Copy of Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in

3.2.2 The Acquirer is making an offer in terms of Regulation 3(1) of the SEBI (SAST) Regulations, 2011 to acquire 5,84,740 equity shares of Rs 10/- each fully paid up representing 26% of the Post Preferential paid up equity shares capital of Target Company at a price of Rs 13/- (Rupees Thirteen Only) per fully paid up equity share ("**Offer Price**") payable in cash subject to the terms and conditions set out in the Public Announcement, Detailed Public Statement and this Draft Letter of Offer.

3.2.3 The Offer price is Rs 13/- per equity share. As on date of this Letter of Offer, all the equity shares of the Target Company are fully paid up and there are no partly paid up equity shares in the Target Company. There are no outstanding convertible instruments (debentures/warrants/FCDs/PCDs) etc. into equity shares on any later date.

3.2.4 There is no differential pricing for the shares proposed to be acquired under the open offer.

3.2.5 This is not a Competing Offer.

3.2.6 All the shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

3.2.7 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer** and the Acquirer will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 5,84,740 equity shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer ("LOF") to be mailed to the shareholders of the Target Company.

3.2.8 The Acquirer/PAC has not acquired any shares of the target company from the date of Public Announcement up to the date of this Draft Letter of Offer.

3.2.9 The Acquirer does not hold any shares of the Target Company, However Mr. Naresh Kumar Chibba hold 133110 equity shares representing 13.32% of the total present paid up share capital of Target Company as on the date of Public Announcement.

3.2.10 The Acquirer/PAC at present have no intention to sale, lease, dispose of or otherwise encumber any significant material assets of target company or any of its subsidiaries in the succeeding two years, except in the ordinary course of business of target company. However target company's future policy for disposal of its material assets, if any, or any of its subsidiaries will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders of target company, by way of postal ballot and the notice of such postal ballot shall contain as to why such disposal is necessary, in terms of provisions of Regulation 25(2) of the SEBI (SAST) Regulations, 2011.

3.2.11 The acquisition of 26% of the emerging voting share capital of target company under this offer together with the equity shares being acquired by way of preferential allotment and equity shares presently held by the acquirer and PACs will result in public shareholding in target company being reduced below the minimum level i.e 25% required for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("**SCRR**"). Assuming full acceptance under this offer, the post offer holdings of the Acquirer shall go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirer goes beyond the limit due to further acquisitions, the Acquirer hereby undertakes to reduce its shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

3.3 Object of the Acquisition/ Offer

3.3.1 This offer is being made pursuant to Regulation 3(1) of the SEBI (SAST) Regulations 2011, consequent to the proposed preferential allotment of equity shares by Target Company to the Acquirer as explained in para above and consolidation of holding in the Target Company is the reason and rationale for the acquisition/offer.

3.3.2 The Acquirer will continue the existing line of business of Target Company.

4. BACKGROUND OF THE ACQUIRER AND PAC

4.1 MR. ADITYA VIKRAM CHIBBA (ACQUIRER)

1. Mr. Aditya Vikram Chibba, S/o of Shri Naresh Kumar Chibba, aged about 31 years, is a Non resident Indian (NRI) residing presently at D3, 392/Marsa, Dubai, PO Box No. 85750 Dubai, UAE. His permanent address is S-522, Greater Kailash-I, New Delhi-110048. He is Graduated in Business Management from the Kingston University, United Kingdom. After completing graduation, Aditya Vikram Chibba joined target company in the Business Development team for software business. Experienced in all aspects of business formation, operation, finance and management. He played a proactive role in the expansion and further development of the software business of target -company. He is also used to direct all organizational operations, policies and objectives to maximize productivity and returns.

2. Mr. Vipul Sharma, Chartered Accountant (Membership No. 074437), Proprietor of Vipul Sharma & Co having office at 209, Krishna Apra Plaza, P-3, Sector-18, Noida has certified vide his certificate dated August 31, 2019 that the Net worth of Mr. Aditya Vikram Chibba as on August 31, 2019 is Rupees 5,35,83,475 (Rupees Five Crore Thirty Five Lakhs Eighty Three Thousand Four Hundred Seventy Five Only) and further the letter also confirms that he has sufficient means to fulfill his part of obligations under this offer.

3. He does not hold directorship in any company as on date of draft letter of offer and has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, (**"SEBI Act"**).

4. He does not hold any equity shares in the target company as on the date of draft letter of offer.

5. He is son of person acting in concert namely Mr. Naresh Kumar Chibba, who belongs to promoter group of target company.

6. He is not holding any equity shares of target company, hence the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and applicable provisions of Chapter V of SEBI (SAST) Regulations, 2011 is not applicable to the acquirer.

7. He is not holding directorship in any listed company as on date.

8. He is also not acting as whole time director in any company as on date.

9. He has not acquired any shares of target company earlier through open offer.

4.2 MR. NARESH KUMAR CHIBBA (PAC)

1. Mr. Naresh Kumar Chibba, S/o of Shri Vishwnath, aged about 61 years, is a Non resident Indian (NRI) residing at D3, 392/Marsa Dubai PO Box No. 85750 Dubai, UAE. He is Commerce Graduate from Delhi University and having gained rich and varied experience over the last 40 years in Manufacturing, Management, Marketing and Sales.

2. Mr. Vipul Sharma, Chartered Accountant (Membership No. 074437), Proprietor of Vipul Sharma & Co having office at 209, Krishna Apra Plaza, P-3, Sector-18, Noida has certified vide his certificate dated August 31, 2019 that the Net worth of Mr. Naresh Kumar Chibba as on August 31, 2019 is Rupees 99,88,243 (Rupees Ninety Nine Lakhs Eighty Eight Thousand Two Hundred Forty Three Only).

3. He belongs to promoter group of Target Company and He is also designated as Managing Director of the target company.

4. As of the date of this Draft Letter of Offer, Mr. Naresh Kumar Chibba has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, (**"SEBI Act"**).

5. He holds 133110 equity shares representing 13.32% of the pre preferential paid up share capital of the target company as on the date of draft letter of offer and he is father of Mr. Aditya Vikram Chibba, who is acquirer to the offer.

6. He is holding directorship in Continental Chemicals Limited, Continental Software Solutions (P) Limited and Interads Advertising (P) Limited. He is acting as Managing Director of Continental Chemicals Limited, which is a listed company.

7. Mr. Naresh Kumar Chibba is acting as person acting in concert with the acquirer and he will not acquire any shares under the open offer as well as through preferential allotment as proposed by the target company.

8. He is holding equity shares of target company and hence the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and applicable provisions of Chapter V of SEBI (SAST) Regulations, 2011 is applicable to Mr. Naresh Kumar Chibba and on the basis of declaration received he has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and applicable provisions of Chapter V of SEBI (SAST) Regulations, 2011.

9. He has not acquired any shares of target company earlier through open offer.

5. BACKGROUND OF THE TARGET COMPANY

CONTINENTAL CHEMICALS LIMITED (CCL)

5.1 Continental Chemicals Limited was originally incorporated as a Public Limited Company under the Companies Act, 1956 under the name and style as M/s Continental Chemicals Limited vide Certificate of Incorporation dated November 27, 1984 issued by the Registrar of Companies Delhi and Haryana, and Subsequently, the registered office of the company was shifted from the state of Union Territory of Delhi to the state of Uttar Pradesh vide certificate of registration of order of the Company Law Board Bench dated February 27, 1992 issued by the Registrar of Companies, Kanpur, Uttar Pradesh. The Registered Office of the Company is situated at A-7, Sector-7 Gautam Budh Nagar Noida – 201301, India. Ph No. +91-120-2423316.

The Emerging Share Capital Structure of the Target Company is as under:

Particulars	Issued and Paid up Capital and Voting Rights	% of Emerging Voting Capital
Fully paid up Equity Share as on the date of PA	999000	44.42
Partly paid up Equity Share as on the date of PA	Nil	Nil
Convertible Instrument Outstanding	Nil	Nil
Employee Stock Options Outstanding	Nil	Nil
Fully Paid up Shares to be issued through Preferential Allotment	1250000	55.58
Emerging Voting Capital	**2490000**	**100.00**

5.2 The Authorized Share Capital of CCL as on March 31, 2019 is Rs 30,000,000/- (Three Crore Only) consisting of 30,00,000 Equity Shares of Face Value of Rs 10/- each. The Paid-up equity share capital of CCL as on date stood at Rs 99,90,000/- (Ninety Nine Lakh Ninety Thousand Only) Comprising of 9,99,000 (Nine Lakh and Ninety Nine Thousand Only) fully paid up equity share of Rs 10/- (Rupees Ten only) each.

5.3 There are no outstanding convertible instruments / partly-paid up equity shares in the target company and all the shares of the Target Company are listed at the BSE Limited (BSE).

5.4 The Composition of the Board of Directors of Target Company is as under.

Sr No	Name	DIN No	Date of Original Appointment	Residential Address	Designation
1.	Pradeep Kumar Chopra	02306030	25/11/2010	S-446, Greater Kailash - I New Delhi 110048	Chairman and Independent Director

2.	Naresh Kumar Chibba	00376963	27/11/1984	S-522, Greater Kailash - I New Delhi 110048	Managing Director
3.	Akshat Bhaskar	06826121	07/03/2014	Tribhuvan Complex, Ishwar Nagar, Block No. 6 New Delhi 110065	Independent Director
4.	Sunaina Chibba	00370454	29/09/2014	S-522, Greater Kailash - I New Delhi 110048	Director
5.	Dhiraj Kumar Choudhary	06470386	23/07/2015	D-57 , First Floor, Block D, New Ashok Nagar, East Delhi, Delhi 110096	Director

Mr. Naresh Kumar Chibba, Managing Director of the Target Company represents as PACs for the purpose of this offer and they confirm that he shall not participate in any deliberations of the board of directors of the target company or vote on any matter in relation to the open offer.

5.5 There have been no merger/de-merger / spin off during the last 3 years involving the Target Company.

5.6 The shares of "CCL" are listed and traded on BSE Limited (BSE) and the shares of the target company are infrequently traded at the BSE Limited. All the shares of the target company are listed and admitted to trade at BSE Limited.

5.7 The shares of the target company are not currently suspended at BSE Limited.

5.8 **Financial Highlights of the Target Company**

The brief audited financial details of the Target Company for the preceding three financial years are as under.

(Rupees in Lakh)

Profit & Loss Statement	**Year Ended 31.03.2017**	**Year Ended 31.03.2018**	**Year Ended 31.03.2019**
	(Audited)	**(Audited)**	**(Audited)**
Income from Operations	59.66	61.09	19.14
Other Income	39.40	37.65	111.94
Total Income	**99.06**	**98.74**	**131.08**
Total Expenditure	**86.11**	**85.71**	**94.51**
Profit before Depreciation, Interest and Tax	**12.95**	**13.03**	**36.57**
Depreciation	6.77	6.74	6.66
Interest	0.84	0.61	0.19
Profit before Tax	**5.34**	**5.68**	**29.72**
Provision for Tax	1.51	2.29	(3.94)
Profit after Tax	**3.83**	**3.39**	**33.66**
Other Comprehensive Income	**-**	0.42	(0.01)
Total Comprehensive Income	**-**	**3.81**	**33.65**

(INR In Lakhs)

Balance Sheet Statement	**Year Ended 31.03.2017 (Audited)**	**Year Ended 31.03.2018 (Audited)**	**Year Ended 31.03.2019 (Audited)**
EQUITY AND LIABILITIES			
Shareholder's Fund			
Paid up Equity Share Capital	99.90	99.90	99.90
Reserves & Surplus (Excluding Revaluation Reserve)	50.19	53.99	87.64
Non-Current Liabilities			
Long Term Borrowings	14.46	14.46	14.46
Deferred Tax Liabilities (Net)	4.92	6.30	0.00
Other Long Term Liabilities	0.00	0.00	0.00
Long Term Provisions	6.54	6.66	7.11
Current Liabilities			
Short Term Borrowings	0.00	0.00	0.00
Trade Payables	0.00	0.00	0.00
Other Current Liabilities	88.00	101.84	73.97
Short Term Provisions	0.53	0.56	0.58
Current Tax Liabilities	1.05	1.08	5.71
Net Worth	**150.09**	**153.89**	**187.54**
Total	**265.59**	**284.79**	**289.37**
ASSETS			
Non-Current Assets			
Fixed Assets	191.13	185.56	180.17
Tangible Assets	0.00	0.00	0.00
Intangible Assets	0.00	0.00	0.00
Capital work in progress	0.00	0.00	0.00
Non Current Investments	0.00	0.00	0.00
Long Term Loans and Advances	0.00	0.00	0.00
Other Non-Current Assets	66.43	74.66	84.02
Current Assets			
Inventories	0.00	0.00	0.00
Trade receivables	0.00	5.74	0.31
Cash and Cash equivalents	3.43	12.51	9.95
Short Term Loans and Advances	0.00	0.00	0.00
Other Current Assets	4.60	6.32	14.92

Total	265.59	284.79	289.37

Other Financial Data	Year Ended 31.03.2017 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2019 (Audited)
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (In Rs.)	0.38	0.38	3.37
Book Value Per Share (in Rs.)	15.02	15.40	18.77
Return on Net worth (%)^	2.55	2.47	17.94

Source: As Certified by statutory auditor of the target company, M/s B. K. Kapur & Company, Chartered Accountant (Firm Registration Number: 000852C), as certified by FCA B K Kapur, (Membership Number: 04578), having its office at 17, Navyug Market Ghaziabad - 201001 vide his certificate dated 29th August, 2019, Phone Number: 0120-2790947, 2790951.

^Return on Net Worth: Profit after Tax/Net Worth*100.

5.8 **Pre and Post - Offer Share Holding Pattern of the Target Company shall be as follows:**

Sr. No	Shareholder Category	Shareholding & voting rights prior to the Preferential Allotment and Offer (A)		Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/voting rights after the Preferential Allotment and Offer i.e. i.e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1	**a. Promoter Group Other than Acquirer**								
	Naresh Kumar Chibba	133110	13.32	Nil	N.A	Nil	N.A	133110	5.92
	Total 1(a)	**133110**	**13.32**	**Nil**	**N.A**	**Nil**	**N.A**	**133110**	**5.92**
2.	**(a) Acquirer**								
	Aditya Vikram Chibba	Nil	N.A	1250000	55.58	584740	26.00	1834740	81.58
	Total 2(a)	**Nil**	**N.A**	**1250000**	**55.58**	**584740**	**26.00**	**1834740**	**81.58**
	Total shareholding of Promoter Group (1(a)+2(a))	**133110**	**13.32**	**1250000**	**55.58**	**584740**	**26.00**	**1967850**	**87.50**
3	**Parties to the Agreement other than 1 & 2**	**Nil**	**N.A**	**Nil**	**N.A**	**Nil**	**N.A**	**Nil**	**N.A**

4.	**Public (other than 1 to 3)**					(584740)	(26.00)	281150	12.50
	a. FIs/MFs/FIIs Banks/SFIs etc	100	0.01	Nil	N.A				
	b. Bodies Corporate	13800	1.38	Nil	N.A				
	c. Indian Public	851440	85.23	Nil	N.A				
	d. HUF	550	0.06	Nil	N.A				
	e. Any other	Nil	N.A	Nil	N.A				
	Total 4	**865890**	**86.68**	**Nil**	**N.A**				
	Grand Total (1 to 4)	**999000**	**100.00^**	**1250000**	**55.58$**	**Nil**	**Nil**	**2249000**	**100.00$**

Notes:

^ Percentage shareholding and total capital on the basis of pre-preferential paid up capital of the Company.

$ Percentage shareholding and total capital on the basis of post-preferential paid up capital of the Company.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 This Open Offer is pursuant to Direct Acquisition of shares to be acquired by way of Preferential Allotment.

(a) The Equity Shares are listed on BSE Ltd (BSE). The equity shares on BSE are infrequently traded, in terms of the SEBI (SAST) Regulations. Its Scrip Code is 506935 at BSE.

(b) The annualized trading turnover of shares of Continental Chemicals Limited during the preceding 12 calendar months prior to the month in which PA was made, i.e. during the months from for the period from August, 2018, to July 2019 i.e. 12 calendar month preceding August, 2019, the month in which the Public Announcement was issued as given below:

Name of the Stock Exchange	**Total number of equity shares traded during the 12 calendar months prior to the month of PA i.e August 2018 to July 2019**	**Total Number of Listed Shares**	**Annualized Trading Turnover (as % of total weighted number of equity shares listed)**
BSE	800	999000	0.08

Source: www.bseindia.com

(b) Justification of Offer Price

The Offer Price of Rs 13/- (Rupees Thirteen Only) per Offer Share is justified in terms of Regulations 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	Negotiated Price	N.A
b.	The Volume Weighted average price paid or payable for acquisition, by the Acquirer or PAC during the fifty two weeks immediately preceding the date of PA	N.A
c	The Highest Price paid or payable for any acquisition by the Acquirer or PAC during the twenty six weeks immediately preceding the date of the PA	N.A
d	The volume weighted average market price of Equity Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on Bombay Stock Exchange Limited.	N.A
e	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	11.73*

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period in the offer.

* Mr. Ganesh P Nayak, Chartered Accountant (Membership No. 094679) Partner of Nayak Saluja And Associates, Chartered Accountants having office at B-108, Basement, Kalkaji New Delhi-110019, Phone No- 011-41722300 has valued the equity shares of target company on the basis Net Asset Value, Profit earning Capacity Value and Market Value and calculated the fair value per share is Rupees 11.73 per share.

The extracts of the report are as under.

✓ Net Asset Value (NAV): The Net Asset Value is Rs. 18.77 per share as per the latest audited annual accounts for the period ended 31.03.2019.

✓ Profit Earning Capacity Value (PECV): The average profit after tax for last 5 financial years ending as on 31.03.2019 as per audited annual accounts are Rs. 14.81 Lakh. Based on that, EPS of the Company comes to Rs 1.48 per share. Hence, the PECV of the company is Rs. 9.89 per share after taking a capitalization rate of 15%, since the company is a manufacturing company.

√ Market based Value: For calculating per share value with reference to Market Value last three years average of high/low prices of the company’s share and preceding 12 months period as per the BSE Sensex has been considered and it comes to Rs 6.53 per share.

Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the fair value of a Listed Company could be assessed based on the following weights:

Method	**Price per Share (in. Rs.)**	**Weight**	**Product**
Net Asset Value	18.77	1	18.77
P.E. Capacity Value	9.89	1	9.89
Market Value	6.53	1	6.53
Total			35.19
Per Share Value (In Rs.)			**11.73**

Therefore, in the case under reference, the fair value per share is Rs. 11.73 per share.

Therefore in view of above, the Offer Price of Rs 13/- per share is justified.

(c) The offer price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period in the offer.

(d) In case the Acquirer and/or the PAC acquires or agrees 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 and would be notified to the shareholders by way of an announcement in all the newspapers in which the DPS was made. 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.

(e) An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be done at any time prior to the commencement of the last 3 working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer along with PAC shall (i) make further deposits into the Escrow Account and (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its registered office of such revision.

6.1.2 The Manager to the Offer, D & A Financial Services (P) Ltd does not hold any equity shares in the Target Company on their own account as at the date of LOF and also confirm that the Manager to the offer shall not deal on his own account in the shares of the target company during the offer period in Compliance with Regulation 27(6) of SEBI (SAST) Regulations, 2011.

6.2 Financial arrangements:

6.2.1 Assuming full acceptance, the total requirement of funds for the Offer would be Rs 76,01,620/- (Rupees Seventy Six Lakh One Thousand Six Hundred Twenty Only).

6.2.2 In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, 2011, the acquirer has entered into an escrow agreement (the **"Escrow Agreement"**) with Kotak Mahindra Bank, having its Registered Office at 2nd Floor, 27BKC, Plot No. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 (the**" Escrow Agent"**) and the Manager to the Offer, pursuant to which the Acquirer have deposited an amount aggregating to Rs 19,05,000/- (Rupees Nineteen Lakh and Five Thousand Only) in cash, being more than 25% of the Offer Size (**"Cash Escrow"**), in the escrow account opened with the Escrow Agent (**"Escrow Account"**). The Cash Escrow constitutes the escrow account in terms and subjected to the conditions set out in the Escrow Agreement.

6.2.3 The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 2011. The acquisition will be financed through Internal / personal resources and no borrowings from banks / FIs etc., is being made.

6.2.4 The Acquirer has duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5 In terms of Regulation 17(10)(e), in case of non-fulfilment of obligations by the Acquirer, the Manager to the Offer shall ensure realization of escrow amount by way of foreclosure of deposit.

6.2.6 Mr. Vipul Sharma, Chartered Accountant (Membership No. 074437) partner of Vipul Sharma & Company having office at 209, Krishna Apra Plaza, P-3, Sec-18, Noida has certified based on the information available, certified that the Acquirer has adequate resources and capability to meet his financial obligations under the Offer.

6.2.7 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2 The Letter of Offer specifying the detailed terms and conditions of this offer along with the Form of Acceptance–cum-Acknowledgement ("**Form of Acceptance")** will be mailed to all the public shareholders whose name appeared on the register of members of the Target Company as at the close of business hours on **Monday, October 14, 2019 ("Identified Date").**

7.1.3 The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.4 The LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in and shareholders can also apply by downloading such forms from the website

7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 8.4 of this Draft LOF. In terms of Regulation 23(1) of the SEBI SAST Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

7.1.6 Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance cum Acknowledgement sent along with the other documents duly filled in and signed by the applicant shareholder(s)

7.1.8 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.

8.1 Locked in shares: There are no locked in shares in the Target Company.

8.2 Persons eligible to participate in the Offer

Person who have acquired equity shares but whose name do not appeared in the register of members of the target company as on Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified date, or those who have not receive the Letter of Offer, may also participate in this offer by submitting an application on plain paper giving details regarding their Offer as set out in the PA, DPS and this Letter of Offer, which may be obtained from the SEBI's Website (www.sebi.gov.in) or from Registrar to the Offer. The acquirer, persons acting in concert including persons deemed to be acting in concert with such parties, for the sale of shares of the target company are not eligible to participate in the offer.

8.3 Statutory and Other Approvals

8.3.1 As on the date of Public Announcement, no approval will be required from any Bank/Financial Institutions for the purpose of this Offer, to the best of the knowledge of the Acquirers.

8.3.2 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

8.3.3 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

8.3.4 In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any wilful default , failure or neglect on the part of the Acquirer and/or the Pac to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, 2011, permit the Acquirers to delay commencement of the tendering period for the Offer pending receipt of such statutory approvals or grant extension of the time to the Acquirers to make payment of the consideration to the public shareholders whose shares have been accepted in this offer.

8.3.5 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, in the event that the approvals that become applicable after the date of DPS are refused, the acquirer shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the acquirer (through the manager) within 2 (Two) workings days of a such withdrawal make a public announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 The Offer will be implemented by the Acquirer through a Stock Exchange Mechanism made available by BSE Limited in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular CIR/CFD/POLICYCELL/1/ 2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 issued by SEBI and notices / guidelines issued by Designated Stock Exchange and the Clearing Corporation in relation to the mechanism / process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers as amended and updated from time to time.

9.2 BSE shall be the designated stock exchange ("Designated Stock Exchange") for the purpose of tendering the equity shares in the Offer.

9.3 The Acquirer has appointed Mansukh Stock Brokers Limited as the "Buying Broker" for the Open Offer through whom the purchase and the settlement of the Open Offer shall be made during the Tendering Period

The contact details of the Buying Broker are as mentioned below:
Mansukh Stock Brokers Limited
Mansukh House, 6, Pandav Nagar Delhi-110092, India
Tel.No. +91-011-30211800/47617800;
Email: admin@mansukh.net
Contact Person: Mr. Virender Mansukhani.

9.4 All the owners of equity shares, who desire to tender their equity shares under the Offer, would have to approach and intimate their respective stock brokers ("Selling Broker") during the normal trading hours of the secondary market, during the Tendering Period.

9.5 The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Members can enter orders for demat Shares

9.6 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.

9.7 Modification/cancellation of orders will not be allowed during the tendering period of the Offer.

9.8 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.

9.9 The equity shareholders are requested to note that trading account is mandatory to participate in the Offer irrespective of the equity shares are in dematerialised form.

9.10 The equity shareholders can tender their shares only through a broker with whom the shareholder is registered as client (Know Your Customer/Client (KYC) Compliant).

9.11 In the event Selling Broker of the shareholder is not registered with BSE then that shareholder can approach the Buying Broker and tender his/ her Equity Shares through the Buying Broker viz. Mansukh Stock Brokers Limited to tender his/ her Equity Shares under the Offer.

9.12 Procedure for tendering shares

(a) 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 broker indicating to their broker the details of equity shares they intend to tender in Open Offer.

(b) Equity Shareholders shall submit Delivery Instruction Slips (DIS) duly filled in specifying the appropriate market type in relation to the Open Offer, and execution date along with all other details to their respective depository participant / Selling Broker so that Equity Shares can be tendered in this Offer.

(c) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.

(d) 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.

(e) 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 the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.

(f) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered, etc.

(g) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

(h) The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

The Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

9.13 As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019

9.14 Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialized.

Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:

9.15 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 those who have not received the letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender equity shares in the Open Offer as per the procedure mentioned in the Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of this Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Bankers' website (www.dnafinserv.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company. Alternatively in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

9.16 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any shareholder to either participate or to not participate in this Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

9.17 The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.

9.18 Non-receipt of this Letter of Offer by or accidental omission to dispatch this Letter of Offer to any shareholder shall not invalidate the Offer in any way.

9.19 **Acceptance of Equity Shares**

Registrar to the Offer shall provide details of order acceptance to clearing corporation within specified timelines. In the event that the number of equity shares validly tendered by the shareholders under this offer is more than the number of offer shares, the acquirer shall accept those equity shares validly tendered by 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.

9.20 **Settlement Process**

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the stock exchange to facilitate settlement on the basis of shares transferred to the clearing corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of clearing corporation.

The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. 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 pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat shares shall be released to the securities pool account of the selling broker/ custodian, post which, the selling broker would then issue contract note for the shares accepted and return the balance shares to the shareholders.

9.21 Settlement of funds/Payment Consideration

The settlement of fund obligation for equity shares shall be effected through existing settlement accounts of selling broker. The payment will be made to the Buying Broker for settlement. For equity shares accepted under the open offer, the selling broker/ custodian participant will receive funds payout in their settlement bank account. The Selling Brokers/ custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the selling broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker, in respect of accepted equity shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost , charges and expenses (including brokerage) incurred solely by the selling shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of SEBI (SAST) Regulations, 2011.

10. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at 13, community Centre, East of Kailash, New Delhi - 110065, the Corporate Office of D & A Financial Services (P) Ltd, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays and Sundays and Public/Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

10.1 Copy of Certificate of Incorporation of the Target Company issued pursuant to Companies Act, 1956 and Memorandum & Article of Association of the Target Company.

10.2 Copy of Certificate issued by Mr. Vipul Sharma, Chartered Accountant (Membership No. 074437), Partner of Vipul Sharma & Company having office at 209, Krishna Apra Plaza, P-3, Sec-18, Noida, Certifying the Net worth of the Acquirer and the PAC along with confirming adequacy of funds with the acquirer.

10.3 Balance Sheet of the Target Company for the financial years 2016-17, 2017-18 and 2018-19.

10.4 Copy of letter from Kotak Mahindra Bank Limited Confirming the amount kept in Escrow Account.

10.5 A Copy of Public Announcement, published copy of Detailed Public Statement, Issue Opening Advertisement and Post Offer Advertisement. .

10.6 A Copy of the recommendation made by the Committee of Independent Directors of the Target Company.

10.7 Document evidencing the opening of demat escrow account (Special Depository Account) by the Registrar to the Offer.

10.8 SEBI Observation Letter dated [●] bearing reference number [●]

11. DECLARATION BY THE ACQUIRER AND PAC

(1) In terms of Regulation 25(3) of the SEBI SAST Regulations, We have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue. Further we confirm that the information contained in the Public Announcement, Detailed Public Statement and this Letter of Offer is true and correct in all material respects and is not misleading in any material respect and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Acquirer along with PAC severally and jointly responsible for the information contained in this Draft Letter of Offer and also for the obligations of the Acquirer and/or the PAC as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirer along with PAC would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Draft Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956/Companies Act, 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, 1956/Companies Act, 2013 and provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011.

Signed by the Acquirer

Sd/-
(Aditya Vikram Chibba)
Acquirer

Signed by the PAC

Sd/-
(Naresh Kumar Chibba)
PAC

Place: New Delhi
Date: September 16, 2019

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT (FOA)

(All terms and expressions used herein shall have the same meaning as described thereto in the Draft Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form with TRS generated by broker/Selling member and enclosures to the Registrar to the Offer)

OFFER OPENS ON:	**Tuesday, 29th October, 2019**
OFFER CLOSES ON:	**Monday, 11th November, 2019**

Please read the Instructions overleaf before filling-in this Form of Acceptance

FOR OFFICE USE ONLY	
Acceptance Number	
Number of Equity Shares Offered	
Number of Equity Shares accepted	
Purchase Consideration ( )	
Cheque/Demand Draft/Pay Order No.	

Status (Please tick appropriate box)					
	Individual.		FII		Insurance Co
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank/FI		Pension/PF
	VCF		Partnership/LLP		Others (specify)

Please insert name, address and other details of Equity Shareholder/ Beneficiary Owner		
From:		
Tel. No.:	**Fax No.:**	**Email:**

To,
The Acquirer
Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062

REG.: OPEN OFFER TO THE SHAREHOLDERS OF CONTINENTAL CHEMICALS LIMITED (“TARGET COMPANY”) BY MR. ADITYA VIKRAM CHIBBA (HEREINAFTER REFERRED TO AS “ACQUIRER”) ALONG WITH PERSON ACTING IN CONCERT MR. NARESH KUMAR CHIBBA, PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Dear All,

1. I/ We refer to the Letter of Offer dated [*] for acquiring the equity shares held by me/us in of Continental Chemicals Limited. I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

2. I/ We, unconditionally Offer to sell to the Acquirer the following equity shares in the Target Company held by me/ us at a price of 13/- (Rupee Thirteen Only) per equity share.

3. Details of equity shares held and tendered/ offered under the offer:

	In figures	**In words**
Equity Shares held as on Identified Date		
Number of Equity Shares Offered		

4. I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I/we further authorize the Acquirer to apply and obtain certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me/ us, Equity Share in respect of which the Offer is not found/ not accepted, specifying the reasons thereof.

5. I/ We also note and understand that the shares will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer make payment of Consideration or the date by which shares are returned to the shareholders, as the case may be.

6. I/ We hereby warrant that the equity shares comprised in this Open Offer are offered under open offer are free from all liens, equitable interest, charges and encumbrance.

7. I/We declare that there is no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/ our right to tender equity shares under the Open Offer and that I/ We am/are legally entitled to tender the equity shares.

8. I/ We agree that the Acquirer will pay the Offer Price as per the Stock Exchange mechanism.

9. Details of the other Documents (duly attested) (Please as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares of Continental Chemical Limited hereby tendered in the Open Offer
	Death Certificate		Succession Certificate
	Self-attested copy of PAN Corporate		Corporate authorizations
	Others (please specify):		

10. Equity Shareholders Details:

	1st/Sole holder	Joint holder 1	Joint holder 2	Joint holder 3
Full Name(s)				
PAN				
Address of the 1st /				
Telephone of 1st / Sole holder e-				
Signature(s)*				

*Corporate must also affix rubber stamp and sign.

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify):___________________________________

Name of the Bank Branch:____

Account Number:_________________ IFSC:________________
The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN			

Yours faithfully
Signed and Delivered:

	Full Name(s) Of The Holders	Signature (S)*
First/Sole		
Joint Holder 1		
Joint Holder 2		

*Corporate must also affix rubber stamp and sign.

INSTRUCTIONS:

1. This Offer will open on Tuesday**, October 29, 2019** and close on Monday, **November 11, 2019**.

2. This Form of Acceptance has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form of Acceptance.

3. Eligible Persons should also provide all relevant documents in addition to above documents which may include (but not limited to):
   a) The relevant Form of Acceptance duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
   b) Copy of the Permanent Account Number (PAN)Card.
   c) A self-attested copy of address proof consisting of any one of the following documents i.e., valid Aadhaar Card, Voter Identity Card, Passport or driving license.

4. Eligible Shareholders who desire to tender their equity shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of equity shares they intend to tender under the Offer.

5. In case of equity shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.

6. If the equity shares are rejected for any reason, the equity shares will be returned to the sole/first named shareholder(s) along with all the documents received at the time of submission.

7. All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.

8. All documents/remittances sent by or to the shareholders will be at their own risk. shareholders are advised to adequately safeguard their interests in this regard.

9. In case any person has submitted equity shares in physical mode for dematerialisation, such shareholders should ensure that the process of getting the equity shares dematerialised is completed well in time so that they can participate in the Offer before close of Tendering Period.

10. Procedure for tendering the equity shares in case of non-receipt of Letter of Offer:

11. Shareholders 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 the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-*cum*-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.

12. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.

13. The Letter of Offer along with the Form of Acceptance-*cum*-Acknowledgment would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

    The Letter of Offer along with Form of Acceptance-*cum*-Acknowledgment will be dispatched/sent through mail to all the Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.

14. The Tender Form and TRS is not required to be submitted to the Acquirer, Managers to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker.

15. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

-- **Tear along this line**--

ACKNOWLEDGEMENT SLIP

REG.: OPEN OFFER TO THE SHAREHOLDERS OF CONTINENTAL CHEMICALS LIMITED ("TARGET COMPANY") BY MR. ADITYA VIKRAM CHIBBA (HEREINAFTER REFERRED TO AS "ACQUIRER") ALONG WITH PERSON ACTING IN CONCERT MR. NARESH KUMAR CHIBBA, PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Received from Mr./Ms./M/s. (to be filled by the Eligible Person) (subject to verification) ______________________

DP Id: ____________ Client Id: ____________________

No. of Equity Shares offered under open offer (In Figures) ____________ (In Words) ____________

____

STAMP OF BROKER

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS OPEN OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE OPEN OFFER AT THE FOLLOWING ADDRESS.

Name: BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED
Beetal House, 3rd Floor, 99 Madangir
Near Dada Harsukh Das Mandir Sakinaka New Delhi-110062
Tel. Nos.: 29961281-82, Fax No.: 29961284
Email: beetalrta@gmail.com
Contact Person: Mr. Punit Mittal