

POST OPEN OFFER REPORT

In respect of Open Offer made by Mr. Yatin Sanjay Gupte ("Acquirer 1") and Wardwizard Solutions India Private Limited ("Acquirer 2") (hereinafter collectively referred to as "Acquirers") to acquire 16,84,800 Equity Shares of Manvijay Development Company Limited ("MDCL"/"Target Company")

A. NAMES OF THE PARTIES INVOLVED:

- | | | | |
|---|--|---|------------|
| 1) Name of the Target Company (TC) | : Manvijay Development Company Limited | | |
| 2) Name of Acquirers | : Mr. Yatin Sanjay Gupte | : | Acquirer 1 |
| | : Wardwizard Solutions India Private Limited | : | Acquirer 2 |
| 3) Persons Acting in Concert with the Acquirers | : Not Applicable | | |
| 4) Manager to the Open Offer | : Mark Corporate Advisors Private Limited | | |
| 5) Registrar to the Open Offer | : Skyline Financial Services Private Limited | | |

B. DETAILS OF THE OFFER:

This Offer is made in terms of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto [SEBI (SAST) Regulations, 2011].

C. ACTIVITY SCHEDULE:

Sr. No.	Activity	Due dates as specified in the SEBI (SAST) Regulations		Actual Dates	
		Date	Day	Date	Day
1)	Date of Public Announcement ("PA")	June 20, 2019	Thursday	June 20, 2019	Thursday
2)	Date of publication of Detailed Public Statement ("DPS")	June 27, 2019	Thursday	June 27, 2019	Thursday
3)	Date of filing of Draft Letter of Offer ("DLoF") with SEBI	July 04, 2019	Thursday	July 04, 2019	Thursday
4)	Date of sending a copy of the Draft LoF to the TC and concerned Stock Exchange(s)	July 04, 2019	Thursday	July 04, 2019	Thursday
5)	Date of receipt of SEBI comments	July 26, 2019	Friday	August 02, 2019	Friday
6)	Date of dispatch of LoF to the Shareholders / custodian in case of Depository Receipts	August 14, 2019	Wednesday	August 14, 2019	Wednesday
7)	Date of publication of recommendation by the Independent Directors of the Target Company	August 20, 2019	Tuesday	August 20, 2019	Tuesday
8)	Date of Price revisions / Offer revisions (if any)	August 21, 2019	Wednesday	August 21, 2019	Wednesday
9)	Date of issuing the Offer Opening Advertisement	August 21, 2019	Wednesday	August 21, 2019	Wednesday
10)	Date of commencement of the Tendering Period	August 22, 2019	Thursday	August 22, 2019	Thursday
11)	Date of expiry of the Tendering Period	September 05, 2019	Thursday	September 05, 2019	Thursday
12)	Date of making payments to shareholders / return of rejected shares	September 20, 2019	Friday	September 16, 2019	Monday



D. DETAILS OF THE PAYMENT CONSIDERATION IN THE OPEN OFFER:

Sr. No.	Item	Details
1)	Offer Price for fully paid shares of TC (₹ per share)	₹10.00 (Rupees Ten only)
2)	Offer Price for partly paid shares of TC, if any	N.A.
3)	Offer Size (No. of Shares x Offer Price per Share)	₹1,68,48,000 (16,84,800 x 10)
4)	Mode of payment of consideration (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5)	If mode of payment is other than cash, i.e. through Shares/Debt or Convertibles:	Not Applicable
a)	Details of offered security • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the Security	-
b)	Swap Ratio (ratio indicating the number of securities of the offerer company vis-à-vis shares of TC)	-

E. DETAILS OF MARKET PRICE OF THE SHARES OF TC:

- 1) Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the Target Company. NOT APPLICABLE, since Equity Shares of the Target Company are infrequently traded.
- 2) Details of Market Price of the Shares of TC on BSE Limited (most frequently traded) is given hereunder:

Sr. No.	Particulars	Date	₹ Per Share*
1)	1 trading day prior to the PA date	June 19, 2019	Not Traded
2)	On the date of PA	June 20, 2019	Not Traded
3)	On the date of commencement of the tendering period	August 22, 2019	Not Traded
4)	On the date of expiry of the tendering period	September 05, 2019	Not Traded
5)	10 working days after the last date of the tendering period	September 20, 2019	Not Traded
6)	Average market price during the tendering period (viz. Average of the volume weighted market prices for all the days)	August 22, 2019 to September 05, 2019	Not Traded

*Closing Price

(Source: www.bseindia.com)

F. DETAILS OF ESCROW ARRANGEMENTS:

- 1) Details of creation of Escrow account, as under:

	Date(s) of Creation	Amount (₹ in Lacs)	Form of escrow account (Cash or Bank guarantee (BG) or Securities) (In case escrow consists of BG or securities, at least 1% consideration is to be deposited in cash; the same may be indicated separately)
Escrow Account	June 24, 2019	₹50.00 Lakhs	Cash Deposit

- 2) For such part of escrow account, which is in the form of cash, give following details:
 - a) Name of the Scheduled Commercial Bank where cash is deposited:
IndusInd Bank Limited, Fort Branch, Mumbai.
 - b) Indicate when, how and for what purpose the amount deposited in escrow account was released, as under:



Release of escrow account		
Purpose	Date	Amount (₹)
Transfer to Buying Broker's Account, if any	Not Applicable	Nil
Amount released to Acquirers • Upon withdrawal of Offer • Any other purpose (to be clearly specified) • Other entities on forfeiture	Not yet released	Nil

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

• **For Bank Guarantee:**

Name of Bank	Amount of Bank Guarantee (₹ in Lacs)	Date of		Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
		Creation	Revalidation			
Not Applicable						

• **For Securities:**

Name of company whose security is deposited	Type of security	Value of securities as on date of creation of escrow account	Margin considered while depositing the securities	Date of Release if applicable	Purpose of release
Not Applicable					

G. DETAILS OF RESPONSE TO THE OPEN OFFER:

Shares proposed to be acquired		Shares tendered		Response level (No of times)	Shares Accepted		Shares rejected	
No	% to Voting Capital	No.	% w.r.t. (A)	(C) / (A)	No.	% w.r.t. (C)	No. (C)-(F)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
16,84,800	26.00%	Nil	N.A	Nil	Nil	N.A	Nil	N.A.

H. PAYMENT OF CONSIDERATION:

Due date for paying consideration to shareholders whose shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
September 20, 2019	Not Applicable, since no shares were tendered in the Open Offer	Not Applicable

- **Details of Buying Broker's Account where it has been created for the purpose of payment to Shareholders:** The Acquirers appointed Sparkle Securities Solutions Private Limited, Share & Stock Broker, as their Buying Broker for the payment obligation in the Open Offer.



- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted through Stock Exchange Mechanism are as under:

Mode of paying the consideration	No. of Shareholders	Amount of Consideration (₹)
Physical Mode	Nil	Not Applicable
Electronic Mode	Nil	Not Applicable

I. PRE AND POST OFFER SHAREHOLDING OF THE ACQUIRERS IN THE TARGET COMPANY:

Sr. No.	Shareholding of Acquirers	No of shares	% of Share Capital of TC as on closure of tendering period
1)	Shareholding before PA	Nil	N.A
2)	Shares acquired by way of a Share Purchase Agreement, if any.	45,28,800	69.89%
3)	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	Nil Nil	N.A. N.A.
4)	Shares acquired in the Open Offer	Nil	N.A
5)	Shares acquired during exempted 21-day period after offer (if applicable)	Not Applicable	Not Applicable
6)	Post Offer Shareholding of Acquirers	45,28,800	69.89%

J. GIVE FURTHER DETAILS, AS UNDER, REGARDING THE ACQUISITIONS MENTIONED AT POINTS 3 & 5 OF THE ABOVE TABLE:

1)	Name(s) of the entity who acquired the shares	N. A.
2)	Whether disclosure about the above entity(s) was given in the LoF as either Acquirers or PAC	N. A.
3)	No of shares acquired per entity	N. A.
4)	Purchase price per share	N. A.
5)	Mode of acquisition	N. A.
6)	Date of acquisition	N. A.
7)	Name of the Seller in case identifiable	N. A.

K. PRE AND POST OFFER SHAREHOLDING PATTERN OF THE TARGET COMPANY:

Sr. No.	Class of Entities	Shareholding in a TC			
		Pre-Offer		Post Offer	
		No.	% of the Voting Capital	No.	% of the Voting Capital
1)	Acquirers	Nil	N.A	45,28,800	69.89%
2)	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	45,28,800	69.89%	Nil	N.A.
3)	Continuing Promoters (Promoter Group)	N.A	N.A	N.A	N.A
4)	Sellers if not in 1 and 2	N.A	N.A	N.A	N.A
5)	Other Public Shareholders	19,51,200	30.11%	19,51,200	30.11%
	TOTAL	64,80,000	100.00%	64,80,000	100.00%

L. DETAILS OF PUBLIC SHAREHOLDING IN TARGET COMPANY:

Sr. No.	Particulars	Number of Shares	% of Voting Capital
1)	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	16,20,000	25.00%
2)	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will be taken in accordance with the disclosures given in the LoF	19,51,200	30.11%



M. OTHER RELEVANT INFORMATION, IF ANY: None.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice-President



Place : Mumbai

Date : September 23, 2019