

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 Vora Constructions Limited. 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 Vora Constructions Limited, 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
SURESHBABU MALGE
(hereinafter referred to as “Acquirer”)

Along with
SUSHILA MALGE
(hereinafter referred to as “PAC 1”)

SUMIT MALGE
(hereinafter referred to as “PAC 2”)

SONU MALGE
(hereinafter referred to as “PAC 3”)

(PAC 1, PAC 2 & PAC 3 are hereinafter collectively referred to as “PACs”)

All of the above residing at Sonal Apartment, New Vaibhav Society, 1st Floor, Opposite Joshi Wada, Charai, Thane (West) - 400601, Maharashtra, India; Tel. No.: 022-25443826, E-mail: sb_malge@yahoo.com to acquire up to 18,19,896 equity shares of Rs. 10.00/- each at an Offer Price of Rs. 50.00/- (Rupees Fifty Only) per fully paid up equity share payable in cash representing 26.00% of the Emerging Equity Share Capital pursuant to Regulations 3(1) & 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

of

Vora Constructions Limited
CIN: L45200MH1985PLC036089

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

incorporated under the provisions of the Companies Act, 1956 and the registered office of the Target Company is at 604 Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051, India
Email Id: voraconstructions@ymail.com, Website: www.voraconstructions.com,
Tel. No.: 022-62361884, Fax No.: 022-62361884

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. March 17, 2017. 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.

PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 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
 Intensive Fiscal Services Private Limited (CIN: U65920MH1997PTC107272) 914, 9th Floor, Raheja Chambers, Nariman Point, Mumbai- 400021 Tel. Nos.: 022-22870443/44/45 Fax No.: 022-22870446 E-mail: anand@intensivefiscal.com Contact Person: Mr. Anand Rawal /Ms. Meenal Poddar SEBI Registration No.: INM000011112	 Purva Sharegistry (India) Private Limited 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400 011 Tel. No.: 022-2301 6761/2301 8261 Fax No.: 022- 2301 2517 Contact Person: Mr. V.B. Shah Email Id: busicomp@vsnl.com SEBI Registration No. : INR000002102
OFFER OPENS ON: March 23, 2017	OFFER CLOSES ON: April 05, 2017

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Schedule of Activities	Date	Day
Date of Public Announcement	January 30, 2017	Monday
Date of Detailed Public Statement	February 06, 2017	Monday
Date by which Draft Letter of Offer will be filed with the SEBI	February 13, 2017	Monday
Last date for a Competitive Bid, if any	February 28, 2017	Tuesday
Date of receipt of the comments on Draft Letter of Offer from SEBI	March 07, 2017	Tuesday
Identified Date*	March 09, 2017	Thursday
Date by which Letter of Offer will be dispatched to the Shareholders	March 16, 2017	Thursday
Last date for Revising the Offer Price / Number of Equity Shares	March 17, 2017	Friday
Last Date of announcement containing reasoned recommendation by committee of independent directors of VCL	March 20, 2017	Monday
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.	March 22, 2017	Wednesday
Date of opening of the Tendering Period	March 23, 2017	Thursday
Date of closing of the Tendering Period	April 05, 2017	Wednesday
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	April 20, 2017	Thursday
Date of post offer advertisement	April 27, 2017	Thursday

**** “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, persons deemed to be acting in concert with Acquirer) 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. This Offer is subject to approval of Shareholders of the Target Company for Preferential Issue and in-principle approval of the Stock Exchange (BSE Ltd) for listing of such Shares on the Stock Exchange. Further, the Target Company being a Non-Banking Financial Company (‘NBFC’), registered with the Reserve Bank of India (‘RBI’), any change in stake of a NBFC beyond specified limits requires prior approval of RBI in terms of RBI Circular No. DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015. 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.
2. 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 major activities indicated in this Draft Letter of Offer.
3. 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. In the event of any litigation leading to stay on the Offer or SEBI instructing that the Offer should not be proceeded with, thus the Offer process may be delayed beyond the Schedule of the Major Activities of Offer indicated in this Draft Letter of Offer.
2. 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.

3. 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 VCL/Substantial Acquisition of Shares & post taking control of VCL, the Acquirer along with PACs do not warrant any assurance with respect to the future financial performance of VCL.
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.

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 VCL 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 VCL 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.

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1. DEFINITIONS

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

1.	Acquirer	Sureshababu Malge
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 February 06, 2017
9.	Emerging Equity Share Capital	Paid up equity share Capital of Rs.6,99,96,000 comprising of 69,99,600 equity share of Rs.10/- 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/- (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	March 09, 2017
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 18,19,896 fully paid up equity shares of Rs. 10.00/- each at an Offer Price of Rs.50.00/- (Rupees Fifty Only) per fully paid up equity share payable in cash, representing 26.00% of the Emerging equity share 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.50.00/- (Rupees Fifty 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 January 30, 2017.
36.	PACs	Sushila Malge, Sumit Malge and Sonu Malge
37.	PAC 1	Sushila Malge
38.	PAC 2	Sumit Malge
39.	PAC 3	Sonu Malge
40.	PAT	Profit After Tax
41.	Persons not eligible to participate in the Offer	Acquirer and their PACs
42.	Preferential Issue/Allotment	Issue and allotment of 50,00,000 equity shares to Acquirer and PACs and other Public Shareholders of face value of Rs. 10/- each at a price of Rs. 50/- per equity share

43.	Promoters	Promoters of Vora Constructions Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015
44.	Public Shareholder(s)	The Equity Shareholder(s) of the Target Company other than the Acquirer and the PACs
45.	RBI	Reserve Bank of India
46.	Registrar or Registrar to the Offer	Purva Shareregistry (India) Private Limited
47.	Return on Net Worth	(Profit After Tax/Net Worth)*100
48.	RTGS	Real Time Gross Settlement
49.	SEBI	Securities and Exchange Board of India
50.	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
51.	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
52.	SEBI Act	Securities and Exchange Board of India Act, 1992 as amended
53.	SCRR	Securities Contract (Regulation) Rules, 1957, as amended thereof
54.	Stock Exchange	BSE Limited (BSE)
55.	Target Company or VCL	Vora Constructions Limited
56.	Tendering Period	Period within which shareholders may tender their shares in acceptance of an Open Offer
57.	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 VORA CONSTRUCTIONS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S) 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 FEBRUARY 10, 2017 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 do 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:

“On January 30, 2017 the Board of Directors of the Target Company approved the Preferential Allotment of 50,00,000 Equity Shares of Rs. 10.00/- each at a price of Rs. 50.00/- (Rupees Fifty Only) per equity share for consideration of Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only). Out of which 38,49,780 (Thirty Eight Lakhs Forty Nine Thousand Seven Hundred and Eighty) Equity Shares of face value of Rs.10.00/- (Rupees Ten Only) each at a price of Rs.50.00/- (Rupees Fifty Only) each aggregating to 55.00% of the Emerging Equity Share 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 and also subject to the Statutory / Requisite Approvals from Regulatory Authorities including Reserve Bank of India (“RBI”). Upon Preferential Allotment of Equity Shares to the Acquirer along with PACs, their aggregate shareholding would exceed the threshold set out below and therefore, the Offer is being made under 3(1) and 4 of the Regulations”.

Particulars	Pre-Preferential Allotment Shareholding		No of Equity Shares proposed to be allotted under Preferential Issue	Post-Preferential Allotment Shareholding		Incremental % of Voting Capital
	No. of Equity Shares	% of Present Capital		No. of Equity Shares	% of Emerging Voting Capital	
Acquirer	Nil	Nil	19,59,888	19,59,888	28.00	28.00
PAC 1	Nil	Nil	6,29,964	6,29,964	9.00	9.00
PAC 2	Nil	Nil	6,29,964	6,29,964	9.00	9.00
PAC 3	Nil	Nil	6,29,964	6,29,964	9.00	9.00
TOTAL	Nil	Nil	38,49,780	38,49,780	55.00	55.00

3.1.4. The Equity Shares proposed to be issued under the Proposed Preferential Issue, if allotted, during the Offer Period, will be kept in a separate ‘Shares Escrow Account’ in compliance with Regulation 22(2A) of Regulations. Acquirer along with PACs will not exercise any voting rights over the said shares kept in the Shares Escrow Account. Upon fulfillment of all the Offer related formalities, the said Equity Shares will be transferred to the respective Share Account of Acquirer and the PACs and the Shares Escrow Account will be closed thereafter.

3.1.5. The Acquirer along with PACs intend to take control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.

3.1.6. Pursuant to the Preferential Allotment, the Acquirer along with PACs are making this mandatory Offer in terms of regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 of 18,19,896 (Eighteen Lakhs Nineteen Thousand Eight Hundred and Ninety Six) fully paid up equity shares (“Offer Size”) bearing a face value of Rs. 10.00/- each representing 26.00% of the Emerging Equity Share Capital of the Target Company at a price of Rs.50.00/- (Rupees Fifty Only) per fully paid up equity share of Rs. 10.00/- 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 Public 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. March 09, 2017.

- 3.1.7. The Acquirer in this Open Offer is Sureshababu Malge in terms of Regulation 2(1) (a) of the Regulations and Sushila Malge, Sumit Malge and Sonu Malge are the only Person(s) 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. The Acquirer along with PACs intends to complete the acquisition of shares and take control over the Target Company subsequent to completion of the Offer in terms of the Regulations 22 (2) of SEBI (SAST) Regulations, 2011.
- 3.1.10. The Acquirer along with PACs intends to seek a reconstitution of the Board of Directors of the Target Company after successful completion of Offer.
- 3.1.11. As on date of this DLOO, neither Acquirer nor PACs holds any shares & have not acquired any share in past of the Target Company. Therefore Chapter V of SEBI (SAST) Regulations, 2011 is not applicable to them.
- 3.1.12. As on the date of this DLOO, none of the directors of the Target Company represents the Acquirer or PACs.
- 3.1.13. 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.
- 3.1.14. 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.
- 3.1.15. 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 March 20, 2017.

3.2. Details of the proposed Offer

- 3.2.1. The Acquirer along with PACs have made a Public Announcement on January 30, 2017 and published the Detailed Public Statement on February 06, 2017 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 Lakshkadeep	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

- 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 18,19,896 equity share of Rs.10.00/- each representing 26.00% of the Emerging Equity Share Capital of the Target Company at a price of Rs.50.00/- (Rupees Fifty 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 18,19,896 equity shares representing 26.00% of the Emerging Equity Share 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 share 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 other statutory approvals required to acquire the equity shares tendered pursuant to this Offer, except for approval from Reserve Bank of India ("RBI"). 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 period commencing from the date of their appointment as the Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.
- 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 Preferential Allotment, the Acquirer along with PACs will hold 56,69,676 (Fifty Six Lakhs Sixty Nine Thousand Six Hundred and Seventy Six) Equity Shares constituting 81.00 % of the emerging equity share capital of the Target Company. Pursuant to this Open Offer, the public shareholding in the Target Company would reduce 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.
 - a. In the event that the acquisition made in pursuant to the Offer results in the public shareholding of the Target Company falling below such minimum level, the Acquirer along with PACs undertake 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.
 - b. The Acquirer along with PACs undertake 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, 1956/2013 & 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.
 - c. 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 have 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 55.00% of the Emerging Equity Share Capital of the Target Company.
- 3.3.2. The Open Offer is being made to all the public shareholders of VCL for acquiring 26.00% of the Emerging Equity Share 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, 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 & 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 PACS

4.1. SURESHBABU MALGE (ACQUIRER)

- Sureshbabu Malge aged 57 years residing at Sonal Apartment, New Vaibhav Society, 1st Floor, Opposite Joshi Wada, Charai, Thane (West) - 400601, Maharashtra, India, Tel. No.: +91-9920446355, E-Mail Id: sb_malge@yahoo.com.
- He has completed his Bachelor of Arts (B.A) from Karnataka University and holds the Degree in Graphics Design (G.D.) from Dharwad University in the year 1973.
- He has experience of more than 18 years in Real Estate and Constructions Industry. He is the Managing Director of SBM Realtors Private Limited.
- He holds directorship in the following companies:

Sr. No.	Name of the Companies	Director Since
1.	SBM Realtors Private Limited	27/05/2005
2.	SBM International Private Limited	05/09/2007
3.	SBM Developers Private Limited	29/02/2008
4.	SBM Realty Private Limited	16/08/2012
5.	SBM Heights Private Limited	31/10/2012
6.	SBM Supreme Developers Private Limited	08/10/2013
7.	SBM Real India Constructions Private Limited	12/09/2013
8.	SBM Mega City Private Limited	06/09/2013
9.	SBM Aerinautika Private Limited	28/05/2013
10.	SBM Infosolutions Private Limited	01/04/2008
11.	Gain Infrastructure Private Limited	08/09/2015
12.	Nuage Buildcon Private Limited	30/09/2013
13.	Nutech Buildcon Private Limited	30/09/2013
14.	Stride Infrastructure Private Limited	30/09/2013
15.	Pushpanjali Buildwell Private Limited	30/01/2016
16.	The Western India Tanneries Limited	16/08/2008

4.2. SUSHILA MALGE (“PAC 1”)

- Sushila Malge aged 52 years residing at Sonal Apartment, New Vaibhav Society, 1st Floor, Opposite Joshi Wada, Charai, Thane (West) - 400601, Maharashtra, India, Tel. No.: 022-25443826, E-Mail ID: Sushilamalge123@gmail.com.
- She has completed Secondary School Certificate (S.S.C.) from Pune University in the year 1980.
- She is having experience of more than 18 years in Real Estate and Construction Industry.
- She holds directorship in the following companies:

Sr. No.	Name of the Companies	Director Since
1.	SBM Aerinautika Private Limited	28/05/2013
2.	SBM Heights Private Limited	31/10/2012
3.	SBM Mega City Private Limited	06/09/2013
4.	SBM Realty Private Limited	16/08/2012
5.	SBM Infosolutions Private Limited	01/04/2008
6.	SBM Real India Constructions Private Limited	12/09/2013
7.	SBM Developers Private Limited	29/02/2008
8.	Gain Infrastructure Private Limited	30/09/2013
9.	SBM Supreme Developers Private Limited	08/10/2013
10.	Nuage Buildcon Private Limited	30/09/2013
11.	SBM Realtors Private Limited	27/05/2005
12.	Nutech Buildcon Private Limited	30/09/2013
13.	Stride Infrastructure Private Limited	30/09/2013
14.	The Western India Tanneries Limited	31/10/2008
15.	Pushpanjali Buildwell Private Limited	30/01/2016
16.	SBM International Private Limited	05/09/2007

4.3. SUMIT MALGE (“PAC 2”)

- Sumit Malge aged 28 years residing at Sonal Apartment, New Vaibhav Society, 1st Floor, Opposite Joshi Wada, Charai, Thane (West) - 400601, Maharashtra, India, Tel. No.: +91-9892078708, E-Mail Id: malgesumit@gmail.com.
- He holds the degree of Bachelor of Commerce (B.Com) from University of Mumbai in year 2010. He is having experience of 7 years in Real Estate and Construction Industry.
- He holds directorship in the following companies:

Sr. No.	Name of the Company	Director Since
1.	The Western India Tanneries Limited	23/01/2009
2.	Skyline Games Private Limited	06/04/2013
3.	SBM Prime Developers Private Limited	01/10/2015
4.	SBM Indian Skyline Private Limited	01/10/2015
5.	SBM Space Developer Private Limited	01/10/2015
6.	SBM Universal Constructions Private Limited	01/10/2015
7.	SBM Indian Shelter Planner Private Limited	01/10/2015
8.	SBM Indian Build Terraces Private Limited	01/10/2015
9.	SBM Crown Constructions Private Limited	01/10/2015
10.	SBM Grand Developer Private Limited	01/10/2015
11.	SBM Residency Planner Private Limited	01/10/2015

4.4. SONU MALGE (“PAC 3”)

- Sonu Malge aged 35 years residing at Sonal Apartment, New Vaibhav Society, 1st Floor, Opposite Joshi Wada, Charai, Thane (West) - 400601, Maharashtra, India, Tel.No.: +91-9930905539, E-Mail Id: sonumalge@yahoo.com.
- He has done his Master of Management Studies from University of Mumbai in year 2005. He has an overall experience of 11 years in Real Estate and Construction Industry.

- He holds directorship in the following companies:

Sr. No.	Name of the Company	Director Since
1.	The Western India Tanneries Limited	23/01/2009
2.	Skyline Games Private Limited	06/04/2013
3.	SBM Prime Developers Private Limited	01/10/2015
4.	SBM Indian Skyline Private Limited	01/10/2015
5.	SBM Space Developer Private Limited	01/10/2015
6.	SBM Universal Constructions Private Limited	01/10/2015
7.	SBM Indian Shelter Planner Private Limited	01/10/2015
8.	SBM Indian Build Terraces Private Limited	01/10/2015
9.	SBM Crown Constructions Private Limited	01/10/2015
10.	SBM Grand Developer Private Limited	01/10/2015
11.	SBM Residency Planner Private Limited	01/10/2015

4.5. 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.

4.6. The Acquirer in respect of this Offer are within the meaning of Regulation 2(1)(a) of the SEBI (SAST) Regulations, 2011

4.7. The PAC in respect of this Open Offer are within the meaning of Regulation 2(1)(q) of SEBI (SAST) Regulations, 2011.

4.8. CA M.J. Kapadia (Membership No. 015128), proprietor of M/s. M.J. Kapadia and Co., Chartered Accountants (FRN No. 104781W) having office at E- 21, Sitaram Building, 2nd Floor, Opp. Phule Market, Mumbai- 400 001. Tel. No.: 022-23436462/23449373 Fax No.: 022-23436461 Email.: mj.kapadia@yahoo.com has certified and confirmed that the individual Net Worth of the Acquirer and the PACs vide certificate dated January 21, 2017 as below:

Sr. No.	Name of the Acquirer and PAC	Networth (Rs. In Lakhs)	Networth as on
1.	Sureshababu Malge	5227.86	January 21, 2017
2.	Sushila Malge	26463.69	
3.	Sumit Malge	10.17	
4.	Sonu Malge	10.58	
Total		31712.3	

4.9. The Acquirer along with PACs are not forming part of the present Promoter Group of the Target Company.

4.10. The Acquirer and the PACs belong to the SBM Group.

4.11. As on the date of this DLOO, none of the Acquirer along with PACs are on Board of Directors of any listed company.

4.12. The Acquirer and PACs are Relatives within the meaning of Regulation 2(1) (l) of the SEBI (SAST) Regulations, 2011.

4.13. 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.

4.14. The Acquirer along with PACs undertake 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.

4.15. 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.

4.16. The entire equity shares proposed to be acquired under this offer will be acquired by the Acquirer.

4.17. 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 38,49,780 (Thirty Eight Lakhs Forty Nine Thousand Seven Hundred and Eighty) representing 55.00% of the Emerging Equity Share Capital of the Target Company, proposed to be acquired, pursuant to which the Open Offer was triggered under the SEBI (SAST) Regulations 2011.

- 4.18. The provision of Chapter II and V of SEBI (SAST) Regulation 1997 and SEBI (SAST) Regulation, 2011 are not applicable to the Acquirer along with PACs as on date of this DLOO.

5. BACKGROUND OF THE TARGET COMPANY (Vora Constructions Limited)

- 5.1. Vora Constructions Limited was incorporated on April 30, 1985 as “VORA CONSTRUCTIONS LIMITED” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra (hereinafter referred to as “VCL” or “Target Company”) CIN No.: L45200MH1985PLC036089. The Company got its certificate of commencement of business on May 20, 1985. The Registered office of the Target Company is situated at 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051 Tel No.: 022-62361884, Fax No.: 022-62361884, Email: voraconstructions@ymail.com, Website: voraconstructions.com.
- 5.2. The Target Company is registered with Reserve Bank of India (“RBI”) as a Non-Deposit taking Non-Banking Financial Company (“NBFC”) Certificate of Registration bearing Number 13.00890 dated May 26, 1998 and is engaged in the business of investment in shares and securities and providing loans and advances.
- 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. 2,25,00,000 (Two Crores Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousand) Equity Share of Rs. 10.00/- each. However, the Target Company in its Board Meeting held on January 30, 2017 has approved the Increase in Authorized Share Capital from Rs. 2,25,00,000 divided into 22,50,000 Equity Share of Rs. 10.00/- each to Rs. 9,00,00,000/- divided into 90,00,000 Equity Shares of Rs. 10.00/- each subject to the approval of shareholders on the Extra Ordinary General Meeting to be held on March 03, 2017.
- 5.5. The entire issued subscribed & paid up capital of the Target Company are listed on BSE Limited (BSE). The Scrip code at BSE is 512215. The scrip ID on BSE is “VORACON”. 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. As on the date of this Draft Letter of Offer no punitive action has been initiated against the Target Company by BSE. The entire issued, subscribed and paid up share capital of the Target Company is listed on the BSE.
- 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:

Paid-up Equity Shares	No. of Shares/Voting Rights	% of Shares/Voting Rights
Fully Paid-up Equity shares ¹	19,99,600	100
Partly Paid-up Equity shares	Nil	Nil
Total paid-up Equity shares	19,99,600	100
Total Voting Rights in the Target Company	19,99,600	100

1. The Paid up Equity Shares of the Company will be increased to Rs. 6,99,96,000/- divided into 69,99,600 Equity Shares of Rs. 10/- each subject to the Special Resolution to be passed by the Shareholders in the EGM to be held on March 03, 2017 for the Issue of Equity Shares under Preferential Issue.

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

Name of the Director	Designation	Address	Date of Appointment	DIN
Purushottam Bohra	Managing Director	14 Gopuram Society B Wing Ram Mandir Road (South) Goregaon (West), Mumbai-400062, Maharashtra, India	30/09/2015	02196053
Vinod Chopra	Director	P.N.10 Heavy Industrial Area Jodhpur 342003, Rajasthan, India	28/06/2008	02257009
Parasmal Jain	Director	3/14, Rajendra Park, Station Road, Goregaon (W) Mumbai 400062, Maharashtra, India	28/06/2008	02257253
Madhuri Bohra	Director	B-14, Gopuram Chs Ltd., Somani Gram, Ram Mandir Road, Goregaon (West), Mumbai 400104, Maharashtra, India	06/03/2015	07137362

5.9. There has not been any merger / demerger or spin-off in the Target Company during the past 3 (three) years.

5.10. There were no delays in complying with the applicable provisions under Chapter II and V of the SEBI (SAST) Regulations, 1997 and SEBI (SAST) Regulations, 2011 by the Promoters and the Target Company.

5.11. The key financial information of the Target Company based on the audited financial statements for the financial year ended March 31, 2014, 2015 and 2016 and (Unaudited) financials for the 6 months ended September 30, 2016 are as follows:

<i>(Rs. In Lakhs)</i>				
Profit & Loss Account for the Year/ Period ended	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14
	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from Operations	0.39	230.43	1819.41	455.03
Other Income	2.02	5.55	2.63	12.38
Total Income	2.41	235.98	1822.04	467.41
Total Expenditure	7.87	241.05	1857.43	466.99
Profit Before Depreciation, Interest and Tax	-5.46	-5.07	-35.39	0.42
Depreciation	0	0	0	0
Interest	0	0	0	0
Profit/(Loss) Before Tax	-5.46	-5.07	-35.39	0.42
Provision for Tax	0	0	0	0.15
Profit/(Loss) for the Year/Period	-5.46	-5.07	-35.39	0.27
Adjustment for Prior Period Expenses	0	0	0	0
Profit/(Loss) After Tax & Adjustment	-5.46	-5.07	-35.39	0.27

<i>(Rs. In Lakhs)</i>				
Balance Sheet as on	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14
	(Unaudited)	(Audited)	(Audited)	(Audited)
Sources of Funds				
Paid up Share Capital	199.96	199.96	199.96	199.96
Share Premium Account	0	0	0	0
Reserves and Surplus (Excluding Revaluation Reserve)	-50.63	-45.17	-40.25	-4.86
Miss. Exp not written off	0	0	0	0

Balance Sheet as on	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14
	(Unaudited)	(Audited)	(Audited)	(Audited)
Net Worth	149.33	154.79	159.71	195.1
Non-Current Liabilities	0	0	0	0
Current Liabilities	10.22	7.72	0.38	3.62
Total	159.55	162.51	160.09	198.72
Uses of Funds				
Fixed Assets	0	0	0	0
Less: Revaluation Reserve	0	0	0	0
Net Fixed Assets	0	0	0	0
Capital Work in Progress	0	0	0	0
Investments	11.81	11.81	11.81	11.81
Other Non Current Assets	0	0	0	0
Current Assets	147.74	150.7	148.28	186.91
Total	159.55	162.51	160.09	198.72
Other Financial Data	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14
	(Unaudited)	(Audited)	(Audited)	(Audited)
Dividend (%)	0	0	0	0
Earnings Per Share (Rs.)	-0.27	-0.25	-1.77	0.01
Return on Net Worth (%)	-3.66%	-3.27%	-22.16%	0.14%
Book Value Per Share (Rs.)	7.47	7.74	7.99	9.76

(The above financials are certified by CA J.P.Chaturvedi (Membership No. 031373), proprietor of M/s. J.P.Chaturvedi & Co, Chartered Accountants, having its Office at 73,Mulji Jetha Building, 3rd Floor, Princess Street, Mumbai-400002, Tel No: 022 22061855 vide his certificate dated 30 January 2017)

5.12. There are no major contingent liabilities as on September 30, 2016.

5.13. 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	%
(1) Promoter Group*								
Purushottam Bohra HUF	100050	5.00%	-	-	-	-	-	-
Ashish Bohra	60000	3.00%	-	-	-	-	-	-
Puroshottam Bohra	290729	14.54%	-	-	-	-	-	-
Premlata Bohra	72000	3.60%	-	-	-	-	-	-

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	%
Shiv Shanker Bohra	30000	1.50%	-	-	-	-	-	-
Ravi Shankar Bohara	30000	1.50%	-	-	-	-	-	-
Total (1)	582779	29.14%	-	-	-	-	-	-
(2) Acquirer								
Sureshbabu Malge	-	-	1959888	28.00%	1819896	26.00%	3779784	54.00%
Total (2)	-	-	1959888	28.00%	1819896	26.00%	3779784	54.00%
(3) PACs								
Sushila Malge	-	-	629964	9.00%	-	-	629964	9.00%
Sumit Malge	-	-	629964	9.00%	-	-	629964	9.00%
Sonu Malge	-	-	629964	9.00%	-	-	629964	9.00%
Total (3)	-	-	1889892	27.00%	-	-	1889892	27.00%
(4) Parties to agreement other than (1), (2) & (3)	-	-	-	-	-	-	-	-
Total (4)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirer, & PACs)								
a) FIs/MFs/FIIs/Banks	-	-	-	-	-	-	-	-
b) Body Corporate	379779	18.99%	-	-	-	-	1329924	19.00%
c) Individual	971970	48.61%	-	-	-	-		
d) Others	65072	3.25%	-	-	-	-		
Total (4) (a+b+c+d)	1416821	70.85%	-	-	-	-	1329924	19.00%
Grand Total (1+2+3+4)	1999600	100.00%	-	-	-	-	6999600	100.00%

*Post completion of Open Offer the current promoters will be reclassified to public shareholders subject to shareholders approval in the EGM dated March 03, 2017.

5.14. As per shareholding pattern, the number of shareholders in VCL in public category as on December 31, 2016 is 400 (Four Hundred).

5.15. Details of Compliance Officer is as under:

Name : Puroshottam Bohra
Address : 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051
Contact No. : 022-62361884
Email : voraconstructions@ymail.com

(Source: All the data about Target Company is provided/certified by Vora Constructions Limited)

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 are listed on BSE Ltd. The scrip code on BSE is 512215. The scrip ID on BSE is "VORACON".

6.1.2. The trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (January 2016- December 2016) on BSE is detailed below:

Name of the Stock Exchange	Total no. of equity shares traded during the 12 calendar months prior to January, 2017	Total no. of equity share listed	Traded Turnover (in terms of % to total listed shares)
BSE	80,759	19,99,600	4.04%
The equity shares are thus infrequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011			

6.1.3. The Offer Price of Rs. 50.00/- (Rupees Fifty 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/subsorption under the Preferential Issue	Rs. 50.00/-	
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)	Other Parameters	For financial year ended March 31, 2016 (Audited)	For Six Months ended on September 30, 2016 (Unaudited But Certified)
	Profit after Tax (Fig in Lakhs)	-5.07	-5.46
	Net worth (Fig in Lakhs)	154.79	149.33
	Book Value Per Share (Rupees)	7.74	7.74
	Earnings per Share (EPS) (Rupees)	-0.25	-0.27

6.1.4. CA A.W. Ketkar (Membership No. 012287), proprietor of A.W. Ketkar & Co., Chartered Accountants, having its Office at 4, Soukhya, Opp. BMC Hospital, V.N. Purav Marg, Chunabhatti, Mumbai-400022, vide certificate dated February 01, 2017 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. 08.16/- per equity share, as per Price Earning Capitalization Method is Rs. 0.07/- per equity share and as per Market Value Method is Rs. 26.21/- per equity share. Thus the fair value of an equity share is Rs. 12.83/- based on Net Assets Method, Price Earning Capitalization Method & Market Value Method for the year ending March 31, 2016.

- 6.1.5. In view of above parameters considered and in the Manager to the Offer confirms that the offer price of Rs. 50.00/- (Rupees Fifty Only) per equity share is justified in terms of Regulation 8(2) of SEBI (SAST) Regulations, 2011.
- 6.1.6. No adjustment has been carried out in the Offer Price as there were no corporate actions as on date of this DLOO.
- 6.1.7. The Acquirer along with PACs shall disclose during the tendering period every acquisition made by him 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.
- 6.1.8. 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 March 17, 2017.
- 6.1.9. 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.
- 6.1.10. 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.
- 6.1.11. In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the public shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.
- 6.1.12. 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. 9,09,94,800/- (Rupees Nine Crores Nine Lakhs Ninety Four Thousand and Eight Hundred 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 “VCL OPEN OFFER ESCROW ACCOUNT– 250026762836” with IndusInd Bank Ltd – Mumbai (“Escrow Bank”) and made a deposit of Rs. 2,30,00,000 (Rupees Two Crores Thirty Lakhs Only) being more than 25.00% 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 have 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. CA M. J. Kapadia (Membership No. 015128), proprietor of M/s. M.J. Kapadia and Co., Chartered Accountants (FRN No. 104781W) having office at E- 21, Sitaram Building, 2nd Floor, Opp. Phule Market, Mumbai- 400 001. Tel. No.: 022-23436462/23449373 Fax No.: 022-23436461 Email.: mj.kapadia@yahoo.com has certified vide certificate dated January 21, 2017 have 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 mailed 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. March 09, 2017. 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. April 05, 2017. 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, 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 RBI 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 Public 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 is 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 Public 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. March 09, 2017.

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 & in-principle approval of the Stock Exchange(s) for listing of such Shares on the Stock Exchanges(s). Further, the Target Company is a Non-Banking Financial Company ('NBFC') registered with RBI. Hence, the acquisition of Equity Shares by them equivalent to 26.00% or more in the Target Company is subject to the prior approval of RBI. 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 Public 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 shareholding 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 KM 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 Public Shareholder is registered as a client (KYC compliant).

8.9 Procedure for tendering Equity Shares held in Dematerialised Form:

- 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 Seller Member indicating details of Shares they wish to tender in Open Offer.
- b. 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.
- c. 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.
- d. 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.
- 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 BSE/Clearing Corporation, before the opening of the Offer.
- f. 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.
- g. 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.
- h. 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 Public 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.
- i. The Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. Public 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 Public Shareholders holding Equity Shares in demat mode.
- j. 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:

- a. 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:
 - i. 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;
 - ii. Original share certificate(s).

- iii. 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.
 - iv. Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
 - v. Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature).
 - vi. Self-attested copy of address proof such as valid Aadhar Card, Voter ID and Passport.
 - vii. Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased
 - viii. Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
 - ix. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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

- a. 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 "VCL – Open Offer 2017".

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

- a. 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.
- b. 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.
- c. 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.
- d. In case of partial or non-acceptance of orders or excess pay-in, demat shares shall be released directly to the Public Shareholders.
- e. The Seller Broker(s) would then issue contract note for the shares accepted in the Offer.
- f. Any excess physical shares, to the extent tendered but not accepted, will be returned back to the Public Shareholder(s).
- g. The payment will be made by the Buying Broker for settlement. For Equity Shares accepted under the Offer, the Public Shareholder will receive funds payout in their settlement bank account.
- h. The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Public Shareholder
- i. Public 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 Public 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 Public Shareholder.

8.13 The tax implications are based on provisions of the Act as amended up to Finance Act, 2016.

8.14 Notwithstanding the details given above, all payments will be made to Public Shareholders subject to compliance with prevailing tax laws.

8.15 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.

8.16 Where the number of equity shares tendered 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.

8.17 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 March 09, 2017 (“**Identified Date**”).

8.18 The Letter of Offer 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 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 Vora Constructions Limited.
- 9.2 Certificate issued by J.P. Chaturvedi (Membership No.: 031373), proprietor of J.P. Chaturvedi & Co. Chartered Accountants dated January 30, 2017 certifying the financials of Vora Constructions Limited.
- 9.3 Certificate issued by CA M.J. Kapadia (Membership No. 015128), proprietor of M.J. Kapadia & Co., Chartered Accountants, having its Office at E-21, Sitaram Building, 2nd Floor, Opp. Phule Market, Mumbai-400 001 Tel No: 022-23436462/ 23449373; E-mail: mj.kapadia@yahoo.com , certifying vide certificate dated January 30, 2017 that Acquirer along with PACs have 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 issued by CA M.J. Kapadia (Membership No. 015128), proprietor of M.J. Kapadia & Co., Chartered Accountants, having its Office at E-21, Sitaram Building, 2nd Floor, Opp. Phule Market, Mumbai-400 001 Tel No: 022-23436462/ 23449373; E-mail: mj.kapadia@yahoo.com, certifying the Networth of the Acquirer along with PACs.
- 9.5 Audited Annual Reports of the Target Company for the year ended March 31st, 2014, March 31st, 2015 & March 31st, 2016 and unaudited Financials for 6 months period ended September 30, 2016.
- 9.6 Valuation Report dated February 01, 2017 issued by CA A.W. Ketkar (Membership No. 012287), proprietor of A.W. Ketkar & Co., Chartered Accountants, having its Office at 4, Soukhya, Opp. BMC Hospital, V.N. Purav Marg, Chunabhatti, Mumbai-400022 certifying the Fair Value of the Equity Shares of Vora Constructions Limited.
- 9.7 Certificate from IndusInd Bank, Mumbai, Fort confirming the amount kept in the escrow account.
- 9.8 Copy of Public Announcement dated January 30, 2017, published copy of Detailed Public Statement published on February 06, 2017.
- 9.9 A copy of the recommendation dated [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- 9.10 Copy of the Memorandum of Understanding between the Acquirer and Purva Sharegistry (India) Private Limited (Registrar to the Offer).
- 9.11 Copy of the Memorandum of Understanding between the Acquirer and Intensive Fiscal Services Private Limited (Manager to the Offer).
- 9.12 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, accept 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 accept 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 declare and confirm 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, 1956/2013 and SEBI (SAST) Regulations, 2011.

On behalf of Acquirer along with PACs

Sd/-

Sureshababu Malge

Sushila Malge

Sumit Malge

Sonu Malge

Place: Mumbai

Date: February 13, 2017