

## LETTER OF OFFER

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

This Letter of Offer (LoF) is being sent to you as an Equity Shareholder(s) of **MEHTA HOUSING FINANCE LIMITED** (“Target Company”). If you require any clarification(s) about the action to be taken; you may consult your stock broker or Investment Consultant or Manager/ Registrar to the Offer (as defined below). In case you have recently sold your equity shares of the Target Company, Please hand over the Letter of Offer and the accompanying form of acceptance cum Acknowledgement and Transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

#### OPEN OFFER (“OFFER”) BY

##### MR. PANKAJKUMAR RANCHHODDAS RUPAREL (‘Acquirer 1’)

**Residing:** 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290, India.  
**Tel. No.:** (+) 91-9898908651; **Email Id:** [ruparel@ruparelindia.com](mailto:ruparel@ruparelindia.com); **Fax:** N.A.

##### MR. VISHAL RUPAREL (‘Acquirer 2’)

**Residing:** 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290, India.  
**Tel. No.:** (+) 91-9898908652; **Email Id:** [vishal@ruparelindia.com](mailto:vishal@ruparelindia.com); **Fax:** N.A.

##### MR. RUPAREL SHYAM PANKAJBHAI (‘Acquirer 3’)

**Residing:** 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290, India.  
**Tel. No.:** (+) 91-9898908654; **Email Id:** [shyam@ruparelindia.com](mailto:shyam@ruparelindia.com); **Fax:** N.A.

##### M/S. RUPAREL PANKAJKUMAR RANCHHODDAS (HUF) (‘Acquirer 4’)

**Registered Office:** 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290, India.  
**Tel. No.:** (+) 91-9898908651; **Email Id:** [ruparel@ruparelindia.com](mailto:ruparel@ruparelindia.com); **Fax:** N.A.

**To Acquire upto 8,01,320 (Eight Lakh One Thousand Three Hundred Twenty) fully paid-up Equity Shares of face value of INR. 10/- (Indian Rupees Ten Only) each representing 26.00% of the Issued, Subscribed and Paid-up Share Capital of**

##### MEHTA HOUSING FINANCE LIMITED (‘Target Company’)

**Registered Office:** 004, Law Garden Apartment, Opp. Law Garden, Ellisbridge, Ahmedabad –380006, Gujarat, India.

**Tel. No.:** +91-79- 26565566; **E-mail:** [mehtahousingfinanceltd@gmail.com](mailto:mehtahousingfinanceltd@gmail.com); **Website:** [www.mehtahousing.com](http://www.mehtahousing.com).  
**Corporate Identification Number:** L65910GJ1993PLC020699

**At a Price of INR. 10/- (Indian Rupees Ten Only) per fully paid up equity share payable in cash pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (‘SEBI (SAST) Regulations, 2011’) and subsequent amendments thereof.**

1. This offer is being made by the Acquirers pursuant to Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI SAST Regulation”) for substantial acquisition of shares and control over the Target Company.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations.
3. The details of statutory approvals required is given in para 7.3 of this Letter of Offer.
4. **This Offer is not a Competing Offer in the terms of Regulation 20 of the SEBI (SAST) Regulation, 2011.**
5. If there is any upward revision in the Offer Price by the Acquirers, at any time upto 1 (One) working day prior to the commencement of the Tendering Period i.e. January 21, 2021, Thursday or in the case of withdrawal of offer, the same would be informed by way of the Public Announcement in the same newspapers where the

original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the Offer shares validly tendered anytime during the Tendering Period of the Open Offer.

**6. THERE IS NO COMPETING OFFER TILL DATE.**

7. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer would also be available on SEBI's website: [www.sebi.gov.in](http://www.sebi.gov.in).

8. All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the addresses mentioned below:

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER PARAGRAPH 8 'PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER' (PAGE NO. 28 to 34).**

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

**MANAGER TO THE OFFER**



**KUNVARJI FINSTOCK PRIVATE LIMITED**

Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad- 380051

**CIN:** U65910GJ1986PTC008979

**Contact Person:** Ms. Trusha Thakkar

**Tel No.:** +91 79 6666 9000 | **F:** +91 79 2970 2196

**Email:** [trusha.thakkar@kunvarji.com](mailto:trusha.thakkar@kunvarji.com)

**SEBI Registration No. :** MB/INM000012564

**OFFER OPENS ON: January 22, 2021, Friday**

**REGISTRAR TO THE OFFER**



**PURVA SHAREGISTRY (INDIA) PVT. LTD.**

Unit No. 9 Shiv Shakti Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E), Mumbai-400011

**CIN:** U67120MH1993PTC074079

**Contact Person:** Mr. Rajesh Shah/Ms. Deepali Dhuri

**Tel No:** +91 22- 23012518/8261

**Email Id:** [support@purvashare.com](mailto:support@purvashare.com).

**SEBI Registration No:** INR000001112

**OFFER CLOSES ON: February 05, 2021, Friday**

## SCHEDULE OF MAJOR ACTIIVITIES OF THE OFFER

The schedule of major activities under the Offer is set out below:

ACTIVITY	DATE AND DAY (ORIGINAL)	DATE AND DAY (REVISED)
Public Announcement (PA) Date	November 5, 2020, Thursday	November 5, 2020, Thursday
Publication of Detailed Public Statement (DPS) in the newspapers	November 12, 2020, Thursday	November 12, 2020, Thursday
Filing of the draft letter of offer with SEBI	November 20, 2020, Friday	November 20, 2020, Friday
Last date for public announcement of a competing offer	December 07, 2020, Monday	December 07, 2020, Monday
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	December 14, 2020, Monday	January 06, 2021, Wednesday
Identified Date*	December 16, 2020, Wednesday	January 08, 2021, Friday
Letter of Offer to be dispatched to Shareholders	December 21, 2020, Monday	January 15, 2021, Friday
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	December 29, 2020, Tuesday	January 20, 2021, Wednesday
Last date for upward revision of the Offer Price and/or the offer Size	December 30, 2020, Wednesday	January 21, 2021, Thursday
Date of publication of Offer Opening Public Announcement	December 30, 2020, Wednesday	January 21, 2021, Thursday
Date of commencement of Tendering Period (Offer Opening Date)	December 31, 2020, Thursday	January 22, 2021, Friday
Date of expiry of Tendering Period (Offer Closing Date)	January 13, 2021, Wednesday	February 05, 2021, Friday
Last Date for completion of all requirements including payment of consideration	January 28, 2021, Thursday	February 22, 2021, Monday

*\*Identified Date is only for the purpose of determining the Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirers, Sellers and Promoter and Promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

## **RISK FACTORS**

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

### **A. RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION:**

In terms of Regulation 23(1) of SEBI (SAST) Regulations, 2011, there may be an event which warrants withdrawal of the Offer. Acquirers make no assurance with respect to the market price of the Equity Shares of the Target Company both during the Offer Period and upon the completion of the Offer and expressly disclaim any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

Similarly, as of the date of this Letter of Offer, to the best of the knowledge of the Acquirers, the Offer or the acquisition under the Share Purchase Agreement dated November 5, 2020, Thursday is not subject to any statutory approval.

### **B. RISK RELATING TO THE OFFER:**

- 1) This Offer is subject to the provisions of SEBI (SAST) Regulations, 2011 and in case of non-compliance with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirers shall not act upon the acquisition of equity shares under the Offer.
- 2) In the event that either (a) the regulatory approvals are not received in a timely manner; (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 3) As per Regulation 18(9) of SEBI SAST Regulations, Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.
- 4) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- 5) The Equity Shares tendered in this Offer may be held in the special account by the Clearing Corporation / Registrar to the Offer until the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

- 6) Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this LoF.
- 7) The Acquirer makes no assurance with respect to any decision by the shareholders on whether to participate or not in the offer. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 8) Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in this Letter of Offer (LoF)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by Acquirers, or the Manager to the Offer) would be doing so at his / her / their own risk.
- 9) This LoF has not been filed, registered, or approved in any jurisdiction outside India. Recipients of the LoF who resident in jurisdictions outside India, should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would be subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

### **C. RISK RELATING TO ACQUIRERS AND TARGET COMPANY:**

- 1) Acquirers make no assurance with respect to the financial performance of the Target Company and expressly disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- 2) Acquirers make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company. The Acquirers make no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.
- 3) The Acquirers cannot provide any assurance with respect to the market price of the Shares of the Target Company before, during or after the Offer and the Acquirers expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

**The risk factors set forth above, pertains to this Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of Mehta Housing Finance Limited are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.**

## **CURRENCY OF PRESENTATION**

- 1) In this LoF, all references to “Rs.”/ “INR” are to Indian Rupee(s), the official currency of India. Throughout this LoF, all figures have been expressed in, “thousand”, “lakh” or “crore” unless otherwise specifically stated.
- 2) In this LoF, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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## 1. DEFINITIONS:

Unless the context otherwise indicates or implies, the words, expressions or terms used in this Letter of Offer shall have the meaning set out below, and references to any statute or regulations, rules or acts or policies shall include amendments thereto, from time to time. The words and expressions used in this Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the Securities Contract (Regulations) Rules, 1957 as amended (SCRR), the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the Depositories Act, 1996 the SEBI (SAST) Regulations, other apposite statute, or the rules and regulations made there under.

Sr. No.	Abbreviations	Particulars
1.	Acquirer 1	Mr. PankajKumar Ranchhoddas Ruparel residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290
2.	Acquirer 2	Mr. Vishal Ruparel residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290.
3.	Acquirer 3	Mr. Ruparel Shyam Pankajbhai residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290
4.	Acquirer 4	M/s. Ruparel Pankajkumar Ranchoddas (HUF) having registered office at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290
5.	Acquirers	Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 collectively referred to as Acquirers.
6.	Board of Directors	The Board of Directors of Mehta Housing Finance Limited.
7.	Book Value Per Equity Share	Net worth/Number of outstanding Equity Shares.
8.	BSE	BSE Limited
9.	Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. Marwadi Shares and Finance Limited.
10.	CIN	Corporate Identity Number
11.	Clearing Corporation	Indian Clearing Corporation Limited
12.	Closure of the Tendering Period	The last day by which the Eligible Public Shareholders may tender their Equity Shares in acceptance of the Offer.
13.	Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extent applicable) as amended, substituted, or replaced from time to time.
14.	Deemed Person Acting in Concert	As per the definition under Regulation 2(1)(q) of SEBI (SAST) Regulations, all other members forming part of promoter and promoter group of the Target Company, excluding the Acquirers and Sellers are deemed to be acting in concert with the Acquirers. None of the Deemed Person Acting in Concert is concerned or interested in the Offer
15.	Depositories	NSDL & CDSL



16.	Designated Stock Exchange	BSE Limited
17.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspapers on November 12, 2020, Thursday
18.	DIN	Director Identification Number
19.	DP	Depository Participant
20.	DLoF	Draft Letter of Offer
21.	Eligible Shareholders / Public Shareholders/Equity Share holders	All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirers, Sellers and Promoter and Promoter Group members of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer.
22.	EPS	Earnings Per Share calculated as Profit after tax divided by Number of equity shares issued
23.	Escrow Agreement	Escrow Agreement dated November 06, 2020 entered between Acquirers, Manager to the Offer and Escrow Agent.
24.	Escrow Bank/ Escrow Agent	Yes Bank Limited, having its branch office at 1 <sup>st</sup> Floor, C.G. Center, Opp. Cargo Ford Show Room, C. G. Road, Ahmedabad, Gujarat- 380009
25.	Equity Shares/ Shares	Fully paid-up Equity Shares of the Target Company, having face value of Rs. 10/- each, unless specified otherwise
26.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time.
27.	Issued, Subscribed and Paid-up Share Capital	INR 3,08,20,000 (Indian Rupees Three Crores Eight Lakhs Twenty Thousand Only) comprising of 30,82,000 (Thirty Lakhs Eighty-Two Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.
28.	Identified Date	January 08, 2021, Friday, i.e. the date falling on the 10th working day prior to the commencement of the tendering period, for the purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent.
29.	Letter of Offer/ LOF/LoF	This Letter of Offer dated January 15, 2021, Friday, duly incorporating SEBI's comments on the Draft Letter of Offer.
30.	Manager to the Offer or Merchant Banker	Kunvarji Finstock Private Limited
31.	N.A.	Not Available/Not Applicable
32.	NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended.
33.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 8,01,320 (Eight Lakh One Thousand Three Hundred Twenty) Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) each being <b>26.00%</b> of the Issued, Subscribed and Paid-up Share Capital of Target Company at a price of INR 10/- (Indian Rupees Ten Only) Equity Share, payable in cash.
34.	Offer Period	Period commencing from November 05, 2020, Thursday till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be

35.	Offer Price	INR 10/- (Indian Rupees Ten Only) per Equity Share, payable in cash
36.	PAT	Profit After Tax
37.	Public Announcement or PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers on November 05, 2020, Thursday in accordance with SEBI (SAST) Regulations.
38.	Registrar or Registrar to the Offer	Purva Shareregistry (India) Pvt. Ltd, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time
39.	RBI	The Reserve Bank of India
40.	Return on Net Worth	(Profit After Tax/Net Worth) *100
41.	INR or Rs.	Indian Rupees
42.	SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
43.	SEBI	Securities and Exchange Board of India
44.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
45.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
46.	Sellers	Mrs. Bhavna D. Mehta (“ <b>Seller 1</b> ”), Mr. Darshan V. Mehta (“ <b>Seller 2</b> ”), M/s. Darshan Mehta (HUF) (“ <b>Seller 3</b> ”), Mr. Chirag Mehta (“ <b>Seller 4</b> ”), Mr. Vishwesh Mehta (“ <b>Seller 5</b> ”), Darshan Vasantlal Mehta (Mehta Staff Welfare Trust) (“ <b>Seller 6</b> ”), M/s. Mehta Integrated Finance Limited (“ <b>Seller 7</b> ”) and M/s. Mehta Securities Limited (“ <b>Seller 8</b> ”).
47.	Selling Broker	Respective stock brokers of all Eligible Shareholders who desire to tender their Shares under the Open Offer
48.	Tendering Period	January 22, 2021, Friday to February 05, 2021, Friday
49.	Target Company or MHFL	‘Mehta Housing Finance Limited’ having its registered Office at Office No. 004, Law Garden Apartment, Opp. Law Garden, Ellisbridge, Ahmedabad –380006, Gujarat, India.
50.	Working Day	Working days of SEBI

## **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 SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MEHTA HOUSING FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR OF THE TARGET COMPANY WHOSE SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS 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 ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, KUNVARJI FINSTOCK PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 20, 2020 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”**

### 3. DETAILS OF THE OFFER

#### 3.1. Background of the Offer

- 3.1.1.** This mandatory offer (the “Offer” or “Open offer”) is being made to acquire substantial shares and control over the Target Company in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.
- 3.1.2.** The Offer is made pursuant to entering into Share Purchase Agreement by the Acquirers with Sellers. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 3.1.3.** Acquirers have entered into a Share Purchase Agreement (“SPA”) dated November 05, 2020 with the Promoters of the Target Company naming Mrs. Bhavna D. Mehta, Mr. Darshan V. Mehta, M/s. Darshan Mehta (HUF), Mr. Chirag Mehta, Mr. Vishwesh Mehta, Darshan Vasantlal Mehta (Mehta staff welfare trust), M/s. Mehta Integrated Finance Limited and M/s. Mehta Securities Limited (“Sellers”) for acquisition of 22,35,614 (Twenty Two Lakhs Thirty Five Thousand Six Hundred and Fourteen) Equity Shares (“Sale Shares”) of face value of Rs. 10/- each representing 72.54% of the Issued, Subscribed and Paid up and Voting Equity Share Capital of Target Company at a Price of Rs. 9/- (Rupees Nine only) per Equity share aggregating to Rs. 2,01,20,526 (Rupees Two Crore One Lakh Twenty Thousand Five Hundred Twenty Six only) payable in cash along with acquisition of control over the Target Company.
- 3.1.4.** The details of the Selling Promoter Shareholders, who have entered into the SPA on November 05, 2020 with the Acquirers, are stated hereunder:

Sr. No	Name of Selling Promoter Shareholders	Address	Nature of Entity	Part of Promoter/Promoter Group (Yes/No)	Details of Shares/ Voting Rights held by the Selling Promoter Shareholders			
					Pre Transaction		Post Transaction	
					No. of Shares	%	No. of Shares	%
1	Bhavna D. Mehta	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	Individual	Yes	4,77,402	15.49	Nil	N.A.
2	Darshan V. Mehta	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	Individual	Yes	4,61,840	14.99	Nil	N.A.
3	Darshan Mehta (HUF)	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	HUF	Yes	3,78,299	12.27	Nil	N.A.
4	Chirag Mehta	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura,	Individual	Yes	3,61,772	11.74	Nil	N.A.

		Ahmedabad – 380009, Gujarat, India						
5	Vishwesh Mehta	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	Individual	Yes	1,36,224	4.42	Nil	N.A.
6	Darshan Vasantlal Mehta (Mehta staff welfare trust)	Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	Trust	Yes	92,460	3.00	Nil	N.A.
7	Mehta Integrated Finance Limited	003, Law Garden Apartment, Opp. Law Garden, Scheme-1, Ellisbridge, Ahmedabad-380006, India	Body Corporate	Yes	1,79,681	5.83	Nil	N.A.
8	Mehta Securities Limited	002, Law Garden Apartment, Opp. Law Garden, Scheme-1, Ellisbridge, Ahmedabad-380006	Body Corporate	Yes	1,47,936	4.80	Nil	N.A.
<b>Total</b>					<b>22,35,614</b>	<b>72.54</b>	<b>Nil</b>	<b>Nil</b>

**Note:** The difference if any in the percentages is due to rounding-off.

- 3.1.5.** This Open offer is for acquisition of 26.00% of the Issued, Subscribed and Paid-up and Voting Equity Share Capital of Target Company. After the Completion of this open offer and pursuant to acquisition of equity shares under SPA and assuming full acceptance, the Acquirers will become the largest Equity Shareholders with clear majority, by virtue of which they shall be in a position to exercise effective control over the management and affairs of the Target Company.
- 3.1.6.** The prime objective of the Acquirers for this Open Offer is substantial acquisition of equity Shares and voting rights and control over the management and affairs of the Target Company.
- 3.1.7.** As on the date of this LoF, the Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.
- 3.1.8.** As on the date of this LoF, the Acquirers are not in the list of willful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on willful defaulters issued by Reserve Bank of India.
- 3.1.9.** The recommendations of the committee of Independent Directors as constituted by the Board of Directors of the Target Company for the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the Detailed Public Statement was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer/s.

## 3.2. Details of the Proposed Offer

- 3.2.1. In accordance with Regulations 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers made a Public Announcement on November 05, 2020, Thursday to SEBI, BSE and TC and DPS on November 12, 2020, Thursday, which was published in the following newspapers:

Publication	Editions	Date & Day
Financial Express (English)	All Editions	November 12, 2020, Thursday
Jansatta (Hindi)	All Editions	November 12, 2020, Thursday
Financial Express (Gujarati)	Ahmedabad Edition	November 12, 2020, Thursday
Pratahkal (Marathi)	Mumbai Edition	November 12, 2020, Thursday

The Detailed Public Statement is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in) and BSE website at [www.bseindia.com](http://www.bseindia.com).

- 3.2.2. The Acquirers have made this Open Offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders of MHFL to acquire upto 8,01,320 (Eight Lakh One Thousand Three Hundred Twenty) fully paid up Equity Shares of INR 10/- (Indian Rupees Ten Only) each representing 26.00% of the Issued, Subscribed and Paid-up Share Capital of the Target Company (“Offer Size”) at a price of INR 10/- (Indian Rupees Ten Only) per fully paid up equity share (“Offer Price”), payable in cash subject to the terms and conditions set out in the PA, DPS and this Letter of Offer.
- 3.2.3. This offer is made to all the public Shareholders of the Target Company, except the Acquirers, Persons Acting in Concert with Acquirers and the parties to the underlying Shares purchase agreement including persons deemed to be acting in concert with such parties in terms of provisions of Regulation 7(6) of the SEBI (SAST) Regulations, 2011.
- 3.2.4. To the best of the knowledge and belief of the Acquirers, there are no statutory and other approvals required to complete the acquisition of underlying share purchase agreement under this Offer other than as indicated in Para 7.3 of this LOF. However, in case the Acquirers would require any statutory approvals later date before the closure of the Tendering Period, this offer shall be subject to such further approvals being obtained. In terms of Regulation 23(1) (a) of the SEBI (SAST) Regulations, 2011, if statutory approvals are not received or refused, the offer would stand withdrawn. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which DPS has been published.
- 3.2.5. This Offer is not conditional upon any minimum level of acceptance by the equity Shareholders of the Target Company in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 3.2.6. This is not a competitive offer in terms of Regulation 20 of SEBI (SAST) Regulations, 2011.
- 3.2.7. The Equity Shares of the Target Company will be acquired by the Acquirers as fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

- 3.2.8.** Presently, there are no outstanding partly paid up shares in the Target Company.
- 3.2.9.** There is no differential pricing in the Offer.
- 3.2.10.** As on the date of this Letter of Offer, the Acquirers do not hold any Equity Shares directly or indirectly in the Target Company and are not a director on the Board of the Target Company. They are not represented on the Board of Directors of the Target Company and none of the directors of the Target Company represent the Acquirers.
- 3.2.11.** The Acquirers have no interest in the Target Company, except to the extent of shareholding, voting rights and to acquire control over the Target Company.
- 3.2.12.** The Acquirers confirm that they have not acquired any Shares of Target Company after the date of PA i.e. November 05, 2020 and up to the date of this Letter of Offer.
- 3.2.13.** The Manager to the Offer, Kunvarji Finstock Private Limited (“KFPL”) does not hold any Equity Shares in the Target Company as on the date of this LoF. The Manager to the Offer further declares and undertakes not to deal on its own account in the equity Shares of the Target Company during the offer period.
- 3.2.14.** In the event that the number of Equity Shares validly tendered by the Eligible Equity Shareholders under this Offer is more than the Offer Size, the Acquirers shall accept the Equity Shares received from the Eligible Equity Shareholders on a proportionate basis in consultation with the Manager to the Offer in a fair and equitable manner.
- 3.2.15.** Upon completion of the Offer, assuming full acceptances in the offer, Acquirers will hold 30,36,934 (Thirty Lakhs Thirty Six Thousand Nine Hundred and Thirty Four) Equity Shares representing 98.54% of the Issued, Subscribed, and paid -up share capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.2.16.** Pursuant to this Open offer and assuming full acceptance, the Public Shareholding in the Target Company will reduce below the Minimum Public Shareholding required as per the Rule 19A(1) of Securities Contract (Regulation) Rules, 1957 as amended and Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Acquirers undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contract (Regulation) Rules, 1957 as amended, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of SEBI (SAST) Regulations and will reduce the non – public shareholding within the time period mentioned therein.

### **3.3. Object of the Acquisition/ Offer**

- 3.3.1.** The main object of this offer is substantial acquisition of equity Shares and voting rights and control over the management and affairs of the Target Company.
- 3.3.2.** This Open offer is for acquisition of 26.00% of the Issued, Subscribed and Paid-up and Voting Equity Share Capital of Target Company. After the Completion of this open offer and pursuant to acquisition of equity shares under SPA and assuming full acceptance, the Acquirers will become the largest Equity Shareholders with clear majority, by virtue

of which they shall be in a position to exercise effective control over the management and affairs of the Target Company.

- 3.3.3.** The Acquirers propose to explore the various opportunities in the economy as well as extend and expand the existing business of the Target Company. However, depending on the requirements and expediency of the Business situations and subject to provisions of the Companies Act, 2013, Memorandum and Articles of Association and all applicable laws, rules and regulations, the Board of Directors will take appropriate business decisions from time to time in order to improve the performance of the Target Company.
- 3.3.4.** The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of the Target Company for the next 2 (two) years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company, by way of a special resolution passed by postal ballot, in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011 and subject to the provisions of applicable law as may be required.

#### **4. BACKGROUND OF THE ACQUIRERS**

##### **4.1. INFORMATION ABOUT THE ACQUIRER 1 - MR. PANKAJKUMAR RANCHHODDAS RUPAREL**

- 4.1.1.** Mr. PankajKumar Ranchhoddas Ruparel, S/o Shri Ranchhoddas Kikabhai Ruparel (hereinafter referred to as “**Acquirer 1/ PankajKumar Ranchhoddas Ruparel**”) is an Indian resident, aged 61 years, having PAN Number ABXPR2817C, residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290. His mobile Number is (+) 91-9898908651 and his email id is [ruparel@ruparelindia.com](mailto:ruparel@ruparelindia.com).
- 4.1.2.** Mr. PankajKumar Ranchhoddas Ruparel is a Bachelor of Science (BSC) in Agriculture and have been in the business of Farming over the last 30 years. He has successfully promoted and managed his farming business in the fields of Agriculture.

Mr. PankajKumar Ranchhoddas Ruparel has a vast experience and gained strong track record in the field of Agriculture through his core business strategy. Mr. PankajKumar Ranchhoddas Ruparel, represents the 1<sup>st</sup> generation of the entrepreneurial Ruparel family, who owns & manages the Ruparel Group since last 30 Years.

- 4.1.3.** Acquirer 1 is a Promoter and / or Director (DIN: 00077676) of the following companies, belonging to the Ruparel Group and his shareholding in the companies is as under:

Sr. No.	Name of the Companies	Position Held	Number of Shares Held	Percentage
1	Ruparel Foods Private Limited	Director	19,69,000	35.8%
2	Ruparel Plastics Private Limited	Director	27,432	18.6%



3	Ruparel Nets Private Limited	Director	2700	18.24%
4	Rupa Weave Private Limited	Director	4306	43.06%
5	Ruparel Food Specialities Private Limited	Director	5000	50%
6	Ruparel Dehydration Private Limited	Director	4265	21.30%

**4.1.4.** The Networth of the Acquirer 1 as on September 30, 2020 is Rs. 27,59,75,000/- (Indian Rupees Twenty Seven Crores Fifty Nine Lakhs Seventy Five Thousand Only) and the same is certified by Mr. Mahesh H. Gaudani, Chartered Accountant, Proprietor of Gaudani Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 (Membership No.: 102488) vide his certificate dated October 05, 2020 certifying that the Acquirer 1 has sufficient liquid funds to fulfill his monetary obligations under this Open Offer.

## 4.2. INFORMATION ABOUT THE ACQUIRER 2 - MR. VISHAL RUPAREL

**4.2.1.** Mr. Vishal Ruparel, S/o Mr. Pankajkumar Ranchhoddas Ruparel (hereinafter referred to as “Acquirer 2/ Vishal Ruparel”) is an Indian resident, aged 38 years, having PAN Number AGGPR3588J, residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290. His mobile Number is (+) 91- 9898908652 and his email id is vishal@ruparelindia.com.

**4.2.2.** Mr. Vishal Ruparel had completed his Bachelor of Business Administrative from India. After completing his graduation, he went for Post-Graduation at Deakin University Melbourne, Australia. After Coming to India, he has joined Ruparel Plastics Pvt. Ltd in 2004 as a Director and later on established a New Firm i.e. Ruparel Foods Pvt. Ltd in 2007, Which is producing Peanut Butter 40 MT per day & exporting Peanut butter around 42 Countries.

Mr. Vishal Ruparel, represents the 2nd generation of the entrepreneurial Ruparel family and is successfully promoted and managed business and also received the awards for highest exports for Peanut Butter from India by IOPEPC (Indian Oil Seeds Export Promotion Council – Ministry of Commerce, Govt. of India).

**4.2.3.** Acquirer 2 is a Promoter and / or Director (DIN: 00077767) of the following companies, belonging to the Ruparel Group and his shareholding in the companies is as under:

Sr. No.	Name of the Company	Position Held	Number of Shares Held	Percentage
1	Ruparel Foods Private Limited	Director	13,20,500	24%
2	Ruparel Plastics Private Limited	Director	10,459	7.09%
3	Ruparel Nets Private Limited	Director	400	2.70%
4	Rupa Weave Private Limited	Director	0	0%
5	Ruparel food Specialities Private Limited	Director	5000	50%

**4.2.4.** The Networth of the Acquirer 2 as on September 30, 2020 is Rs. 4,97,83,000/- (Indian Rupees Four Crores Ninety Seven Lakhs Eighty Three Thousand Only) and the same is certified by Mr. Mahesh H. Gaudani, Chartered Accountant, Proprietor of Gaudani

Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 (Membership No.: 102488) vide his certificate dated October 22, 2020 certifying that the Acquirer 2 has sufficient liquid funds to fulfill his monetary obligations under this Open Offer.

#### 4.3. INFORMATION ABOUT THE ACQUIRER 3 - MR. RUPAREL SHYAM PANKAJBHAI

4.3.1. Mr. Ruparel Shyam Pankajbhai, S/o Mr. Pankajkumar Ranchhoddas Ruparel (hereinafter referred to as “**Acquirer 3/ Ruparel Shyam Pankajbhai**”) is an Indian resident, aged 34 years, having PAN Number AKWPR1060R, residing at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat – 364290. His mobile Number is (+) 91- 9898908654 and his email id is shyam@ruparelindia.com.

4.3.2. Mr. Ruparel Shyam Pankajbhai is a Bachelor of Computer Application. After completing his graduation, he has joined Ruparel Group in 2007 as a Technical Director. He represents the 2nd generation of the entrepreneurial Ruparel family and is currently successfully promoted and managed the family business by his technical Business Strategy.

4.3.3. Acquirer 3 is a Promoter and / or Director (DIN: 01558313) of the following companies, belonging to the Ruparel Group and his shareholding in the companies is as under:

Sr. No.	Name of the Company	Position Held	Number of Shares Held	Percentage
1	Ruparel Foods Private Limited	Director	12,60,000	22.91%
2	Ruparel Plastics Private Limited	Director	10,500	7.12%
3	Ruparel Nets Private Limited	Director	500	3.38%
4	Rupa Weave Private Limited	Director	0	0%
5	Ruparel Food Specialities Private Limited	Director	0	0%

4.3.4. The Networth of the Acquirer 3 as on September 30, 2020 is Rs. 5,05,91,000/- (Indian Rupees Five Crores Five Lakhs Ninety One Thousand Only) and the same is certified by Mr. Mahesh H. Gaudani, Chartered Accountant, Proprietor of Gaudani Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 (Membership No.: 102488) vide his certificate dated October 22, 2020 certifying that the Acquirer 3 has sufficient liquid funds to fulfill his monetary obligations under this Open Offer.

#### 4.4. INFORMATION ABOUT THE ACQUIRER 4 - M/S. RUPAREL PANKAJKUMAR RANCHHODDAS (HUF)

4.4.1. M/s. Ruparel Pankajkumar Ranchhoddas (HUF) is a Hindu Undivided Family (hereinafter referred to as “**Acquirer 4/ HUF**”) having PAN Number AACHR8592L acting through its Karta Mr. Pankajkumar Rachhoddas Ruparel. (“**Karta**”).

4.4.2. The Registered office of the Acquirer 4 is situated at 77, Jawahar Society, Mahuva (M), Bhavnagar, Mahuva, Gujarat– 364290. Tel. No :-(+) 91- 98989 08651; Email Id: ruparel@ruparelindia.com.

**4.4.3.** Acquirer 4 has a Shareholding in the Following Companies, belonging to the Ruparel Group is as under:

Sr. No.	Name of the Company	Position Held	Number of Shares Held	Percentage
1	Ruparel Nets Private Limited	Director	2100	14.19%
2	Ruparel Foods Private Limited	Director	0	0%
3	Ruparel Plastic Private Limited	Director	0	0%

**4.4.4.** The Networth of the Acquirer 4 as on September 30, 2020 is Rs. 8,15,47,000/- (Indian Rupees Eight Crores Fifteen Lakhs Forty Seven Thousand Only) and the same is certified by Mr. Mahesh H. Gaudani, Chartered Accountant, Proprietor of Gaudani Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 (Membership No.: 102488) vide his certificate dated October 22, 2020 certifying that the Acquirer 4 has sufficient liquid funds to fulfill his monetary obligations under this Open Offer.

#### **4.5. DECLARATIONS BY All ACQUIRERS**

**4.5.1.** Acquirers have confirmed that they are not categorized as a “Willful Defaulter” in terms of Regulation (1) (ze) of the SEBI (SAST) Regulations, 2011. They have further confirmed that they and the other companies, in which they are the promoter and/or director, are not appearing in the willful defaulters list of the Reserve Bank of India.

**4.5.2.** As on the date of this LoF, Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (The “SEBI Act”) or under any other Regulations made under the SEBI Act.

**4.5.3.** Based on the information available, the Acquirers and the PACs have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulation 2(1) (ja) of SEBI (SAST) Regulations.

**4.5.4.** As on the date of this LoF, the Acquirers do not hold any Equity Shares directly or indirectly in the Target Company and are not a director on the Board of the Target Company. They are not represented on the Board of Directors of the Target Company and none of the directors of the Target Company represent the Acquirers.

**4.5.5.** The provisions of Chapter V of the SEBI (SAST) Regulations, are not applicable to the Acquirers as they do not hold any shares in the Target Company.

**4.5.6.** The Acquirers have no interest in the Target Company, except to the extent of shareholding, voting rights and to acquire control over the Target Company.

**4.5.7.** There are no Persons Acting in Concert (“PAC”) with the Acquirers in relation to the Offer within the meaning of Regulation 2(1) (q) of the Regulations and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirers only.

**4.5.8.** The Acquirers have not entered into any non-compete arrangement with the Sellers.

## **5. BACKGROUND OF THE TARGET COMPANY – MEHTA HOUSING FINANCE LIMITED (“TARGET COMPANY” OR “TC” OR “MHFL”)**

- 5.1.** The Target Company, was originally incorporated as a private limited company under the name and style of ‘Mehta Housing Finance Private Limited’ in the state of Gujarat on November 23, 1993 under the provisions of the Companies Act, 1956. Subsequently, on conversion of company into Public Limited, the name was changed to ‘Mehta Housing Finance Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by Registrar of Companies, Gujarat on 1<sup>st</sup> November, 1994 under the Companies Act, 1956.
- 5.2.** The Registered Office of the Target Company is situated at Office No. 004, Law Garden Apartment, Opp. Law Garden, Ellisbridge, Ahmedabad –380006, Gujarat, India. Tel. No. +91-79- 26565566, Email: [mehtahousingfinanceltd@gmail.com](mailto:mehtahousingfinanceltd@gmail.com), Web: [www.mehtahousing.com](http://www.mehtahousing.com). The Corporate Identification Number of the Target Company is L65910GJ1993PLC020699.
- 5.3.** As on the date of this LoF, the Authorized Share Capital of the Target Company is Rs. 3,50,00,000 comprising of 35,00,000 Equity Shares of Rs. 10/- each. The Paid-Up Equity Share Capital of the Target Company is Rs. 3,08,20,000 comprising of 30,82,000 Equity Shares of Rs. 10/- each fully paid up.
- 5.4.** As on date, the Target Company does not have any partly paid up equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations.
- 5.5.** The Target Company was engaged in the businesses of lending monies to Individuals or institutional or to other persons for the purpose of construct or purchase or upgrade any house or any building or any part thereof in India for residential purpose on such terms and conditions as the company may think fit. However, the Target Company has no housing finance operations since inception but has investment activities and has operating revenues from investment activities and not from housing Finance activities.
- 5.6.** The Target Company has also registered as Authorized Person (Stock broker) under Securities Exchange Board of India having a Registration No. INZ000092438.
- 5.7.** The Target Company was looking out for economic feasibility to carry on the operations of the Company. Since the promoters of the Target Company do not intend to carry on the operations of the Company, they were searching for better options to operationalize the business of the Target Company in the interest of the stakeholders, thus, resulting to the execution of SPA dated November 05, 2020.
- 5.8.** All the Equity Shares of the Target Company are presently listed on the BSE Limited (“BSE”) having a Scrip Code as 511740 and the ISIN of Equity Shares of the Target Company is INE239B01014.
- 5.9.** The Equity Shares of the Target Company are currently not suspended from trading on BSE. The Trading in Equity share of the Target Company were Suspended by BSE from February 2003 to April 2010 due to penal reasons – i.e. for non-compliance of various clauses of the erstwhile listing agreement. However, the Target Company took measures for revocation of suspension and such suspension was revoked from April 29, 2010 vide BSE Notice No. 20100423-24 dated April 29, 2010.

- 5.10.** As on date of this LoF, there is no subsidiary or holding company of the Target Company.
- 5.11.** There has been no merger/de-merger, spin off during last three years involving the Target Company.
- 5.12.** Summary of the un-audited standalone financial statements for the six months ended on September 30, 2020, subjected to limited review by the auditors and Audited standalone financial statements for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are as follows:

**(Rs. in Lakhs)**

Particulars	As on September 30, 2020 (Un-Audited)*	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019 (Audited)	For the year ended March 31, 2018 (Audited)
<b>Total Income**</b>	<b>0.00</b>	<b>1.99</b>	<b>3.35</b>	<b>7.58</b>
<b>Net Profit/(Loss)</b>	<b>(161.75)</b>	<b>(48.37)</b>	<b>(3.96)</b>	<b>0.42</b>
<b>Earnings per Share (Rs. Per Share)</b>	<b>(5.248)</b>	<b>(1.569)</b>	<b>(0.128)</b>	<b>0.01</b>
<b>Net worth/ Shareholders' funds</b>	<b>380.03</b>	<b>545.71</b>	<b>594.08</b>	<b>598.04</b>

*\*Source: As certified by Mr. P. P. Patel, (Membership No.: 164080) Partner of M/s. P.P. Patel & Brothers, Chartered Accountants (Firm Registration No.: 107743W) having office at Vakhariyavad, Near Dr. Arun Parikh Hospital, Dr. Gandhi Road, Himatnagar 383001; Tel. No.: 079-02772-246508; Email:pppatel.ca@gmail.com vide certificate dated October 21,2020.*

\*\*The Target Company has no revenue from Housing Finance operations, however the other income like dividend / interest on FD, etc, is reflected in the Total income.

- 5.13.** As on the date of this LoF, the composition of the Board of Directors of MHFL is as under:

Sr. No.	Name and Address of Director	DIN	Designation	Date of Appointment	Whether representing the Board of Acquirer? (Yes/No)
1.	<b>Mr. Chirag Darshan Mehta</b> Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	00484709	Managing Director & Chief Financial Officer	15/04/2019	No
2.	<b>Mrs. Bhavna Darshan Mehta</b> Shreeji Niwas, Opp. BOB, B/H H.L.C.C, Navrangpura, Ahmedabad – 380009, Gujarat, India	01590958	Non-Executive Director	23/11/1993	No

3.	<b>Mr. Ramniklal Dudabhai Sojitra</b> 9,Amrish Apartment, near Manekbag hall, Ambavadi,Ahmadabad City, Ahmedabad-380015 Gujarat, India	00350946	Non-Executive Independent Director	01/02/2010	No
4.	<b>Mr. Manish Amin</b> G-104 Shree Swaminarayan Sukhkar Nirbhay Residency, Near Dev Kutir-2, Ambli, Bopal, Ahmedabad-380058 Gujarat,India	08146675	Non-Executive Independent Director	31/03/2019	No

5.14. Pre and Post Shareholding pattern of the Target Company as on the date of this LoF is as follows:

Shareholders' Category	Shareholding and voting rights prior to the Agreement/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in the Open Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Offer@	
	(A)		(B)		(C)		i.e. = (A+B+C)	
	No.	%	No.	%	No.	%	No.	%
<b>1. Promoter and Promoter Group</b>								
<b>a) Parties to the SPA</b>								
Bhavna D. Mehta	4,77,402	15.49	(4,77,402)	(15.49)	-	-	-	-
Darshan V. Mehta	4,61,840	14.99	(4,61,840)	(14.99)	-	-	-	-
Darshan Mehta (HUF)	3,78,299	12.27	(3,78,299)	(12.27)	-	-	-	-
Chirag Mehta	3,61,772	11.74	(3,61,772)	(11.74)				
Vishwesh Mehta	1,36,224	4.42	(1,36,224)	(4.42)	-	-	-	-
Darshan Vasantlal Mehta (Mehta staff welfare trust)	92,460	3.00	(92,460)	(3.00)	-	-	-	-
Mehta Integrated Finance Limited	1,79,681	5.83	(1,79,681)	(5.83)				
Mehta Securities Limited	1,47,936	4.80	(1,47,936)	(4.80)	-	-	-	-
<b>b) Promoters other than 'a' above</b>	-	-	-	-	-	-	-	-
<b>Total (1) (a+b)</b>	<b>22,35,614</b>	<b>72.54</b>	<b>(22,35,614)</b>	<b>(72.54)</b>	-	-	-	-
<b>2. Acquirers:</b>								
Mr. PankajKumar Ranchhoddas Ruparel	-	-	5,58,907	18.14	2,00,350	6.50	7,59,257	24.64
Mr. Vishal Ruparel	-	-	5,58,900	18.13	2,00,310	6.50	7,59,210	24.63

Mr. Ruparel Shyam Pankajbhai	-	-	5,58,900	18.13	2,00,310	6.50	7,59,210	24.63
M/s. Ruparel PankajKumar Ranchoddas (HUF)	-	-	5,58,907	18.14	2,00,350	6.50	7,59,257	24.64
<b>Total (2)</b>	-	-	<b>22,35,614*</b>	<b>72.54</b>	<b>8,01,320</b>	<b>26</b>	<b>30,36,934</b>	<b>98.54</b>
<b>3. Parties to the SPA other than 1 (a) and 2 above</b>	-	-	-	-	-	-	-	-
<b>4. Public (other than parties to the SPA)</b>								
a) Bodies Corporate	3664	0.12	-	-				
b) Individuals	836521	27.14	-	-				
c) Others	6201	0.20	-	-	(8,01,320)	(26)	45066	1.46
<b>Total (4) (a+b+c)</b>	<b>846386</b>	<b>27.46</b>	-	-	<b>(8,01,320)</b>	<b>(26)</b>	<b>45066</b>	<b>1.46</b>
<b>Grand Total (1+2+3+4)</b>	<b>30,82,000</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>30,82,000</b>	<b>100.00</b>

\* The Acquirers have agreed to acquire 22,35,614 fully paid-up Equity Shares held by the Promoters and Promoters Group of the Target Company through the Share Purchase Agreement (SPA) dated November 05, 2020

@The difference between any percentages is due to rounding-off.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

**6.1.1.** Presently, the Equity Shares of the Target Company are listed on BSE Limited. The Equity shares are placed under Group 'XT' having a Scrip Code of 511740 on BSE.

**6.1.2.** The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (i.e. November 2019 to October 2020) is as given below:

Stock Exchange	Time Period	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of total Equity Shares listed)
BSE	November 1, 2019 to October 31, 2020	2,346	30,82,000	0.08%

(Source: [www.bseindia.com](http://www.bseindia.com))

- 6.1.3.** Based on the above information, the Equity Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.
- 6.1.4.** The Offer Price of Rs. 10/- (Rupees Ten Only) per Equity Share is justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

Sr. No.	Particulars	Price (in Rs. per Equity Share)
1	The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracting the obligation to make a PA of an open offer.	9/-
2	The volume-weighted average price paid or payable for acquisition by the Acquirers along with the PAC during 52 weeks immediately preceding the date of PA.	Not Applicable
3	The highest price paid or payable for any acquisition by the Acquirers Along with the PAC during 26 weeks immediately preceding the date of the PA.	Not Applicable
4	The volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE, provided such shares are frequently traded.	Not Applicable
5	Highest price per equity share of the Target Company quoted by the Acquirers in the purchase order issued to the Broker, pursuant to which the Offer is triggered.	Not Applicable
6	Where the shares are not frequently traded, price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	7.66*

(\*As certified by Mr. Dinesh K Shah, (Membership No.:010477) Partner of M/s. Dinesh K Shah & Co., Chartered Accountants (Firm Registration No.: 102602W) having office at 9 Arunoday Park, Nr. St. Xavier's College, Opp. Somlalit College, Navrangpura, Ahmedabad - 380 009, Gujarat, India; Tel. No.: 079-26308681; Email: [dkshah43@hotmail.com](mailto:dkshah43@hotmail.com)). He has valued the Equity Shares of Target Company and calculated the fair value per share at Rs. 7.66/- (Seven Rupees and Sixty Six Paise Only) vide his Share Valuation certificate dated November 5, 2020.)

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 10/- (Rupees Ten Only) per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

- 6.1.5.** There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations, 2011.
- 6.1.6.** If the Acquirers acquire or agree to acquire any Equity 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 SEBI (SAST) Regulations, 2011. 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. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirers shall (i) make corresponding increases to the escrow amount (ii) make public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.

- 6.1.7.** If the Acquirers 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 Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 6.1.8.** As on date, there is no revision in Open Offer Price or Offer Size. In case of any revision in the Open Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

## **6.2. Financial Arrangement**

- 6.2.1.** The total fund requirement for the open offer (assuming full acceptances) i.e. for the acquisition upto 8,01,320 (Eight Lakh One Thousand Three Hundred Twenty) Equity Shares from all the Public Shareholders of the Target Company at an Offer Price of Rs. 10/- (Rupees Ten Only) per fully paid – up Equity Share is Rs. 80,13,200/- (Rupees Eighty Lakhs Thirteen Thousand Two Hundred only) (the **“Maximum Consideration”**).
- 6.2.2.** Acquirers have adequate financial resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition will be financed through internal resources of the Acquirers and no borrowings from any bank and/or financial institution are envisaged.
- 6.2.3.** The Acquirers, the Manager to the Offer and Yes Bank Limited, a Scheduled Commercial Bank and carrying on business as of banking in India under Banking Regulations Act, 1949 having one of its branch offices at 1<sup>st</sup> Floor, C.G. Center, Opp. Cargo Ford Show Room, C. G. Road, Ahmedabad, Gujarat- 380009, have entered into an Escrow Agreement dated November 06, 2020 for the purpose of the offer (the **“Offer Escrow Agreement”**). In terms of Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have deposited cash of Rs. 20,25,000 (Rupees Twenty Lakhs Twenty Five Thousand only) which is more than 25% of the consideration in an Escrow Account bearing name and style as **‘Mehta Housing Finance Limited - Open Offer Escrow Account’** (the **‘Escrow Account’**) opened with Yes Bank Limited.

- 6.2.4.** The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5.** Mr. Mahesh H. Gaudani, Chartered Accountant, Proprietor of Gaudani Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 (Membership No.: 102488) Tel. No.: 02844-227702; Email: [jhgaudani@yahoo.co.in](mailto:jhgaudani@yahoo.co.in); vide his certificate dated October 22, 2020; certified that the Acquirers have sufficient resources to meet the fund requirement for the obligation of Open Offer of the Target Company.
- 6.2.6.** Based on the above and in the light of the escrow arrangements, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011.

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

### **7.1. Operational terms and conditions**

- 7.1.1** The Offer is not a Conditional offer and is not subject to any minimum level of acceptances from shareholders.
- 7.1.2** The tendering period will commence on January 22, 2021, Friday, and will close on February 05, 2021, Friday.
- 7.1.3** The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
- 7.1.4** The Identified date for this Offer is January 08, 2021, Friday.
- 7.1.5** The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 1. (Source: [www.bseindia.com](http://www.bseindia.com)).
- 7.1.6** There has been no revision in the Offer Price or Offer Size as on the date of this Letter of Offer.
- 7.1.7** None of the Equity Shares of the Target Company are subject to Lock-in.
- 7.1.8** In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 7.1.9** Accidental omission to send this Letter of Offer to any Eligible Equity Shareholder to whom this Offer has been made or non-receipt of this Letter of Offer by any such Eligible Equity Shareholder shall not invalidate this Offer in any way.

## **7.2. Eligibility for Accepting the Offer**

- 7.2.1** The Letter of Offer shall be dispatched to all Eligible Shareholders/Beneficial Owners (except the Acquirers, Sellers and present Promoter and Promoter Group) whose names appear in register of Target Company as of the close of business on January 08, 2021, Friday, i.e. the Identified Date.
- 7.2.2** All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date (“Tendering Period”) for this Open Offer. Further, in accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting” dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in). In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, or the Form of Acceptance from the SEBI’s website.
- 7.2.3** The acceptance of this Offer by the Eligible Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.2.4** The acceptance of this Offer is entirely at the discretion of the Eligible Shareholder(s)/Beneficial owner(s) of Target Company.
- 7.2.5** The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
- 7.2.6** The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 1 (one) Working Day prior to the commencement of the Tendering Period, i.e., up to January 21, 2021, Thursday, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

## **7.3. Statutory and other Approvals:**

- 7.3.1** As on the date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
- 7.3.2** If any of the Public Shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter-alia from the Reserve Bank of

India or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

**7.3.3** Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

**7.3.4** In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

**7.3.5** In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in paragraph 7.3 are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers have a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, BSE and the registered office of the Target Company.

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

**8.1.** The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.

**8.2.** The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”).

**8.3.** For implementation of the Open Offer, the Acquirers have appointed Marwadi Shares and Finance Limited (“**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

**Name:** Marwadi Shares and Finance Limited  
**CIN:** U65910GJ1992PLC017544  
**SEBI Registration Number:** INZ000174730  
**Address:** Marwadi Financial Plaza, Nana Mava Main Road,  
Off 150 Feet Ring Road, Rajkot-36000

**Contact Person:** Mr. Shivam Patel

**Tel. No.:** 0281-6192000, 7174000/8460625260

**Email ID:** [Shivam.patel@marwadigroup.in](mailto:Shivam.patel@marwadigroup.in), [compliance@marwadionline.in](mailto:compliance@marwadionline.in)

**Website:** [www.marwadionline.com](http://www.marwadionline.com)

- 8.4.** All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period.
- 8.5.** The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for demat equity shares only.
- 8.6.** The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
- 8.7.** Public Shareholders who wish to bid /offer their physical shares in the Offer are requested to send their original documents as mentioned in the Letter of Offer to the Registrar to the Offer so as to reach them within 2 days from closure of the Tendering Period. It is advisable to email scanned copies of the original documents mentioned in the Letter of Offer, first to the Registrar to the Offer then send physical copies to the Registrar to the Offer's address as provided in the Letter of Offer.
- 8.8.** In the event Selling Broker of Public Shareholder is not registered with BSE then that Public Shareholder can approach the Buying Broker as defined in the Point 8.3 above and tender the Equity Shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI (SAST) Regulations.
- 8.9.** The Public Announcement, Detailed Public Statement, the Letter of Offer and the Form of Acceptance cum Acknowledgement will also be available on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in). In case of non - receipt of the Letter of Offer, all Eligible Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgement from SEBI's website for applying in the Offer.
- 8.10. Procedure for tendering Equity Shares held in dematerialized form:**
- 8.10.1** The Eligible Shareholders who are holding Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares they intend to tender in this Offer.
- 8.10.2** The Eligible Shareholders intending to tender Equity Shares are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Ltd. ("Clearing Corporation"). Such Eligible Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the

settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.

- 8.10.3** For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.10.4** Eligible Shareholders shall submit Delivery Instruction Slips (DIS) duly filled in specifying market type as “Open Offer” and execution date along with all other details to their respective depository participant / Selling Broker so that Equity Shares can be tendered in this Offer.
- 8.10.5** Upon placing the bid, the Selling Broker(s) shall provide transaction registration slip generated by the Designated Stock Exchange bidding system (“TRS”) to the Eligible Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.
- 8.10.6** The Eligible Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.
- 8.10.7** The Eligible Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The Eligible Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

### **8.11. Procedure for tendering Equity Shares held in Physical form:**

In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting” dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provision of the SEBI (SAST) Regulations. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

- a. Form of Acceptance cum Acknowledgment 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.
- b. Original share certificate(s).
- c. valid share transfer form(s) i.e. Form SH-4 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.
- d. Self-attested PAN Card copy (in case of Joint holders, PAN card Copy of all transferors).

- e. Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
- f. Self-attested copy of address proof such as valid Aadhar Card, Voter I.D.,Passport.
- g. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the 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.
- h. After placement of order, as mentioned above in Point (g), the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**MHFL Open Offer**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- i. Eligible 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 Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- j. In case any person has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before Offer Closing Date.
- k. Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Eligible Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.

## 8.12. Acceptance of Equity Shares:

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirers shall accept those Equity Shares validly tendered by the Public 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 Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The minimum marketable lot of the Target Company is 1 Equity Share.

### **8.13. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer**

- 8.13.1** Eligible Shareholders 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.
- 8.13.2** An Eligible Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Letter of Offer or in the relevant Form of Acceptance-cum Acknowledgment. The Letter of Offer along with a Form of Acceptance-cum Acknowledgement will be mailed to all the Eligible Shareholders of the Target Company, whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date to the Offer.
- 8.13.3** In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in))

### **8.14. Settlement Process**

- 8.14.1** On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- 8.14.2** The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.
- 8.14.3** For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 8.14.4** The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- 8.14.5** The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.



- 8.14.6** Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- 8.14.7** Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer.
- 8.14.8** The direct credit of Equity Shares will be given to the demat account of Acquirers as indicated by the Buying Broker.
- 8.14.9** Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirers.
- 8.14.10** In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- 8.14.11** 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 Public 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.
- 8.14.12** If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.
- 8.14.13** Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 8.14.14** In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

## 8.15. Note on taxation

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will be subject to 10% of capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Under this provision the capital gains tax would be calculated on gains exceeding INR 100,000 (Indian Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). Further, any gain realized on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

**SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.**

### **Tax deduction at source**

#### **1. In case of Resident Shareholders**

In absence of any specific provision under the Income Tax Act, the Acquirers shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Offer.

#### **2. In the case of Non-Resident Shareholders**

Since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians/ authorized dealers/ tax advisors appropriately.

**THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES**

## 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, Kunvarji Finstock Pvt. Ltd., at Block B, First Floor, Siddhi Vinayak Towers, Off S. G. Highway Road, Mouje Makarba, Ahmedabad, Gujarat- 380051 between 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays from the date of opening of the Offer until the closure of this Offer:

- The Certificate of Incorporation, Memorandum and Articles of Association of the Mehta Housing Finance Limited-
- The Net worth certificate as certified by Mr. Mahesh H. Gaudani, Chartered Accountant, (Membership No.: 102488) Proprietor of Gaudani Associates, having its office at 101, Vishal Flats, Opp. Vrindavandham, Mahuva - 364290 vide his certificates dated October 22, 2020 and October 05, 2020 certifying that the Acquirers have sufficient liquid funds to fulfill his monetary obligations under this Open Offer.
- Valuation certificate as issued by Mr. Dinesh K Shah, (Membership No.:010477) proprietor of M/s. Dinesh K Shah & Co., Chartered Accountants (Firm Registration No.: 102602W) having office at 9 Arunoday Park, Nr. St. Xavier's College, Opp. Somlalit College, Navrangpura, Ahmedabad 380 009,Gujarat, India; Tel. No.: 079-26308681; Email Id: dkshah43@hotmail.com vide Certificate dated November 05, 2020.
- Audited Annual Reports of Target Company for last three years.
- Audited Financial Results of the Target Company for the year ended March 31, 2020;
- Copy of Share Purchase Agreement dated November 05, 2020, Thursday entered into between the Acquirers and Sellers.
- Copy of Escrow Agreement between Acquirers, Manager to the Offer and Escrow Bank.
- A Bank Statement of funds deposited with the Escrow Bank.
- Copy of Public Announcement dated November 05, 2020, published copy of the Detailed Public Statement dated November 12, 2020 and Corrigendum to the Detailed Public Statement dated November 13, 2020.
- Observation letter bearing reference number SEBI/HO/CFD/DCR1/OW/374/1 dated January 06, 2021 received from SEBI.
- A copy of the recommendation to be published on January 20, 2021 made by the Committee of Independent Directors (IDC) of the Target Company.
- Copy of Pre - Offer Advertisement.
- Memorandum of Understanding between the Acquirer and Kunvarji Finstock Private Limited ('Manager to the Offer').
- Memorandum of Understanding between the Acquirers and Marwadi Shares and Finance Limited ('Buying Broker').
- Copy of Agreement between Acquirer and Purva Sharegistry (India) Pvt. Ltd ('Registrar to the Offer').
- Due Diligence Certificate dated November 20, 2020 submitted to SEBI by Kunvarji Finstock Private Limited ('Manager to the Offer').

## 10. DECLARATION BY ACQUIRERS

The Acquirers accept full responsibility for the information contained in this LoF and also for the obligations of Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. Acquirers would be responsible for ensuring compliance with the concerned Regulations.

**For and on behalf of the Acquirers\***

<p>Sd/-</p> <hr/> <p><b>Mr. Vishal Ruparel</b></p>	<p>Sd/-</p> <hr/> <p><b>Mr. Ruparel Shyam Pankajbhai</b></p>
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*\*All the other Acquirers namely Mr. PankajKumar Ranchhoddas Ruparel and M/s. Ruparel PankajKumar Ranchhoddas (HUF) have given Power of Attorney dated November 05, 2020 to Mr. Vishal Ruparel and/or Mr. Ruparel Shyam Pankajbhai for all matters related to this Open Offer.*

**Date: January 15, 2021**

**Place: Ahmedabad**

**Enclosures:**

- 1. Form of Acceptance cum Acknowledgement**
- 2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.**