

DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

U. P. HOTELS LIMITED

CIN: L55101DL1961PLC017307

Website: www.hotelclarks.com; Email Id: clarkssuryakiran@yahoo.co.in,

Registered Office: 1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi - 110001

Company Secretary and Compliance Officer: Mr. Prakash Chandra Prusty

This detailed public announcement ("Detailed Public Announcement" or "DPA") is being issued by Mr. Apurv Kumar, (referred to as "Acquirer 1"), Mr. Anoop Kumar, (referred to as "Acquirer 2") and Brijrama Hospitality Private Limited (referred to as "Acquirer 3") (collectively referred to as "Acquirers") along with other members of the promoter and promoter group of U.P. Hotels Limited to the public shareholders as defined under regulation 2(1)(i) of the Securities And Exchange Board of India (Delisting of Equity Shares) Regulation, 2021, as amended for the time being in force ("Delisting Regulations") ("Public Shareholders") of U.P. Hotels Limited (the "Company") in respect of the proposed acquisition of fully paid up equity shares of the Company with a face value of ₹10/- each (Rupees Ten only) each ("Equity Shares") that are held by the Public Shareholders and the consequent voluntary delisting of the Equity shares from the BSE Limited ("BSE"), the only stock exchange where the equity shares of the Company is currently listed ("Stock Exchange"), pursuant to Regulation 15 and other applicable provisions of the Delisting Regulations and SEBI order number is SEBI/WTM/GM/CFD/37/2019-20 dated September 30, 2019 ("SEBI Order") ("Delisting Offer") and in accordance with the terms and condition set out below and/or in the Letter of Offer (as defined below).

1. BACKGROUND OF THE DELISTING OFFER

- As on the date of this DPA, Equity Shares aggregating to 88.39% of the total issued and paid-up equity share capital of the Company is held by the promoters and members of the promoter group and Public Shareholders hold 6,27,040 Equity Shares aggregating to 11.61%. The promoters and promoter group were holding over 75% of the equity capital since December 2001 (Source: www.bseindia.com). The requirement to maintain minimum Public Shareholding ("MPS") requirements was explicitly laid out by way of insertion of Rule 19A in the Securities Contracts (Regulation) Rules, 1957 with effect from June 04, 2010.
- Disputes and differences amongst promoters have adversely affected the regulatory compliance requirements of the Company including compliance requirements of MPS in terms of Rule 19A of SCRR. Pursuant to SEBI order dated December 02, 2014 (hereinafter referred to as the "Confiratory Order") the equity shares of the Company were suspended from trading on BSE Limited since September 15, 2015.
- The Acquirer-1 on behalf of the member of the Promoter and Promoter Group vide application dated September 26, 2019, conveyed to SEBI its intention to delist the Equity Shares of the Company and requested relaxation from the strict enforcement of Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 ("Repeated Delisting Regulations").
- SEBI vide its order No. SEBI/WTM/GM/CFD/37/2019-20 dated September 30, 2019 ("SEBI Order") granted relaxation from the applicability of Regulation 8(1B)(i) of the Repeated Delisting Regulations (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its Equity Shares, subject to few conditions mainly-
 - The Company is in compliance with provisions of all other applicable laws.
 - The Company shall initiate voluntary delisting of its equity shares within a period of 1 month from the date of this Order and shall complete the process of voluntary winding up within a period of one year from the date of this order.
 - The Company shall obtain valuation of its equity shares from two independent peer reviewed chartered accountants.
 - The delisting price to be paid to the investors shall be at least equal to the price as determined through reverse book building process (RBB) or through the valuation mechanism at clause (ii) above, whichever is higher.
 - The Company shall cause to publish a newspaper advertisement in one national newspaper in English and in newspapers in local vernacular in each State where its public shareholders are residing, as per the address contained in its records.
 - The advertisement as provided in clause (v) above as well as the explanatory statement to special resolution shall indicate the valuation obtained as per clause (iii) above and shall also state that the higher of the price determined through the reverse book building process and the valuation as obtained in clause (ii) above, shall be paid to investors, in the event of Company proceeding with the delisting.
 - The offer price shall be paid to tendering shareholders only through banking channels through crossed account payee cheque / crossed demand draft / internet banking channels to enable audit trail.
 - In addition to compliance with the applicable provisions of Delisting Regulations, the delisting offer shall be considered as successful only if the promoters acquire at least 60% of the existing public shareholding of 11.61%, i.e. approximately 6.97% of the total shareholding.
 - Pursuant to delisting of company's equity shares, the promoters shall continue to accept shares tendered by any remaining public shareholder holding such equity shares, for up to a period of two years from the date of delisting, at the same price at which the earlier acceptance of shares was made and in a manner that provides bank record of payment
 - Subject to the above, the company shall comply with all other conditions, including those pertaining to determination of the offer price, stipulated in Chapter IV of the Delisting Regulations.
 - Copy of the SEBI order shall be displayed on the website of the Company
- The Acquirer 1 for and on behalf of the members of the promoter and promoter group, vide letter dated October 07, 2019 ("Delisting Letter"), expressed their intention to the board of directors of the Company ("Board") to voluntarily delist the Equity Shares from BSE by making a Delisting Offer in accordance with the Delisting Regulations. Pursuant to the Delisting Letter the Acquirer Company was informed that the floor price is ₹ 154 per Equity Share ("Floor Price").
- The Acquirers is making this DPA to the Public Shareholders of U.P. Hotels Limited to acquire, in accordance with the Delisting Offer, upto 6,27,040 Equity Shares, representing 11.61% of the Equity Capital (the "Offer Shares") from the Public Shareholders in compliance with the Delisting Regulations. Consequent to the Delisting Offer and upon the shareholding of the Acquirers and other member of the Promoter and Promoter Group fulfilling the conditions stipulated under the Delisting Regulations and SEBI Order, as applicable, the Company will seek to voluntarily delist the Equity Shares from the BSE in accordance with the Delisting Regulations, this DPA, the Letter of Offer, SEBI Order dated September 30, 2019 and any other related documents.
- Pursuant to the receipt of the Delisting Letter the Board of Directors at its meeting held on October 19, 2019 took on record the said Delisting Letter and appointed Fedex Securities Private Limited as merchant banker ("Manager to the Delisting Offer") to conduct due diligence as required under applicable Repeated Delisting Regulations. Subsequently, the Board of Directors in its meeting held on July 31, 2020 took on record the Due Diligence Report dated July 31, 2020 as received from Fedex Securities Private Limited and approved the Delisting Offer in terms of Regulation 8(1)(a) of the Repeated Delisting Regulations subject to approval of Public Shareholders of the Company.
- The notice of the Postal Ballot along with postal ballot form was dispatched on August 28, 2020 to the shareholders for seeking their approval through postal ballot and voting on resolutions for considering delisting of the Equity Shares of the Company. The Public Shareholders rejected the Delisting Offer in its resolution dated September 02, 2020. Further, the Board in its meeting held on December 24, 2020 took on record the addendum to the Due Diligence report dated July 31, 2020 as received from the Merchant Banker and the revised valuation report and approved to reconvene the meeting of the shareholders to approve the delisting proposal through postal ballot.
- The Public Shareholders of the Company have passed a special resolution through Postal Ballot on January 27, 2021 approving the Delisting Offer in accordance with the Repeated Delisting Regulations. The result of postal ballot was declared on January 29, 2021 and the Delisting Offer by the Company vide letter dated January 29, 2021. The votes cast by the Public Shareholders in favour of the Delisting Offer were 86.93% of votes polled, which is more than two times the number of votes cast by the Public Shareholders against the Delisting Offer, being 13.07% of votes polled.
- SEBI vide its letter no. SEBI/HO/CFD/CMD1/OWP/2021/36739/1 dated December 10, 2021 clarified that the Company to follow the Delisting Regulations to the extent applicable for activities to be undertaken as per the Delisting Regulations post in-principal approval from Stock Exchange.
- The Company has received in-principal approval for the Delisting Offer from BSE on March 08, 2022, in accordance with Regulation 12(3) of Delisting Regulations.
- This DPA is being issued in the following newspapers as required under Regulation 15(1) of the Delisting Regulations:

Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Pratibha	Marathi	Mumbai

- The Acquirers will inform the Public Shareholders of amendments or modifications, if any, to the information set out in this DPA by way of a corrigendum in the form which will be published on the website of the Company.
- The Delisting Offer is subject to the acceptance of the Discovers Price (as defined below), determined in accordance with the Delisting Regulations, by the Acquirer. The Acquirer may, at its sole and absolute discretion, propose a price higher than the Discovers Price for the purpose of the Delisting Offer. Further, the Acquirer may, at its sole and absolute discretion, propose a price which is lower than the Discovers Price but not less than the Floor Price in terms of Regulation 22 of the Delisting Regulations ("Counter Offer Price").
- As per Regulation 28 of the Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendation shall be published atleast (two) working days before the commencement of the Bid Period (as defined below) in the same newspapers where the DPA has been published.
- 2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER**
 - Following is the rationale of the Delisting Offer specified by the Acquirers in the postal ballot notice:
 - To comply with the SEBI Order to provide an exit opportunity to the Public Shareholder; and
 - The shares of the Company are suspended for more than 4.5 years and the delisting of the equity shares of the Company is in the interest of the Public Shareholders as it will provide them with an exit opportunity at a price determined in accordance with the Delisting Regulation.
- 3. BACKGROUND OF THE ACQUIRER**
 - Mr. Apurv Kumar, Acquirer 1, aged 60 years, residing at 28, Shree Vihar Colony, Near Hotel Clark Amer, J.L Nehru Marg, Jaipur - 302018 is the Jt. Managing Director and CFO of the Company since 1998. Mr. Apurv Kumar is also one of promoter of the Company. He is a graduate from Mumbai University, Hospitality Management from Cornell University, USA and MBA, is an Alumni of the Harvard Business School.
 - As on date of this DPA, Mr. Apurv Kumar holds 35,126 equity shares of the Company representing 0.65% of the total paid-up equity share capital of the Company.
 - Shri. Anoop Kumar, S/o Mr. Birendra Kumar, Acquirer 2, is one of the Promoter of the Company. Mr. Anoop Kumar holds holds Diploma in Hotel Management from Institute of Tourism and Hotel Management, Klessheim, Salzburg, Austria.
 - As on the date of this DPA, Mr. Anoop Kumar holds 86,372 Equity Shares representing 1.60 % of the total paid-up equity share capital of the Company.
 - Brijrama Hospitality Private Limited, Acquirer 3 is a company incorporated under the Companies Act, 1956 vide its certificate incorporation dated July 31, 2003. The registered office of Acquirer 3 is situated at 15/A, SSV Complex, Raghavendra layout, Yeshwanthpur, Bangalore - 560 022, India. The corporate identification number of the Acquirer 3 is U55101KA2003PT C032344.
 - The principal activity of the Acquirer 3 is to carry on the business of Hospitality.
 - Arvind Kumar, Apurv Kumar, Arav Kumar, Udit Kumar, Shipra Kumar, Anoop Kumar, Manish Kumar and Vivek Kumar are the directors of Acquirer 3. The issued and paid-up share capital of the Acquirer 3 as on the date of this DPA is ₹ 37,22,40,000 (Rupees Thirty-Seven Lakh Twenty-Two Thousand Four Hundred), classified into:
 - ₹ 1,98,00,000 (One Crores Ninety-Eight Lakh) divided into 1,98,00,000 equity shares of ₹ 100.00 each.
 - ₹ 1,74,24,000 (One Crores Seventy-Four Lakh Twenty-Four Thousand) divided into 1,74,24,000 Preference Shares of ₹ 100.00 each.
 - Acquirer 3 is part of the promoter group and does not hold any Equity Shares of the Company.
 - Further, Mr. Acquirer 1, Acquirer 2 and Acquirer 3 along with other members of the promoter and promoter group of the Company hold 47,72,960 Equity Shares aggregating to 88.39% of the paid-up equity share capital of the Company. Except as provided in paragraph 4.5 below, none of the directors of the Acquirer 3 holds any shares of the Company as on the date of this DPA.
 - The key financial information of the Acquirer, based on its audited financial statements, as of and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019, prepared in accordance with applicable accounting standards and audited by Subramanya & Co., Chartered Accountants, being the last three financial years, for which audited financials are available, is set out below:

Particulars	Financial year ended			
	March 31, 2021	March 31, 2020	March 31, 2019	
Revenue from operations	300.59	1990.30	2034.89	
EBITDA	-174.69	408.92	638.17	
Profit after tax	(329.83)	148.27	363.25	
EPS (Basic)	(166.58)	74.89	183.46	
EPS (Diluted)	-88.61	39.83	97.58	
Networth	684.77	1014.60	866.33	
Return on Networth	-166.58%	74.88%	183.46%	
NAV per share	345.84	512.42	437.54	

Notes: The contingent liabilities of the Acquirer are as under:
As on March 31, 2021 - ₹ 451.96 Lakh
As on March 31, 2020 - ₹ 1.96 Lakh
As on March 31, 2019 - Nil

- The Acquirers and other members of the promoter and promoter group of the Company have not traded in Equity Shares of the Company during the 6 months preceding the date of the Board Meeting (June 25, 2020 to December 24, 2020) at which the Delisting Offer was approved. Further, the Acquirers and other members of the promoter and promoter group of the Company have undertaken not to sell Equity Shares of the Company during the delisting period (as defined in Regulation 21(k)) of the Delisting Regulations) in accordance with Regulation 30(5) of the Delisting Regulations.
- The acquirers have not exercised the option of providing an indicative price under Regulation 20(4) of the SEBI Delisting Regulations.
- All the Public Shareholders of the Company may bid in accordance with the reverse book building process of BSE and on the terms and subject to the conditions set out herein, and/or in the Letter of Offer, for their Equity Shares of the Company.
- The Acquirers has, as detailed in paragraph 20 of this DPA, made available all the requisite funds necessary to fulfill the obligations of the Acquirers under the Delisting Offer.
- In addition to the directors specified in the SEBI Order, the acquirer shall comply with all other conditions, including those pertaining to determination of the Exit Price, stipulated in Chapter IV of the Delisting Regulations.

4. BACKGROUND OF THE COMPANY

- The Company was originally incorporated as a Public Limited Company in name and style of "Uttar Pradesh Hotels & Restaurants Limited" under the Companies Act, 1956 vide Certificate of Incorporation no. 2824 of 1961, issued by Registrar of Companies, U.P. on February 13, 1961. Further, by duly passing the necessary resolution and the approval of Central Government vide its letter no. 290-UI/4851 dated June 15, 1978 the name of the Company has changed to "U. P. Hotels Limited" on June 22, 1978. The Company listed its Equity Shares on BSE Limited on December 26, 2001.
- The Company's registered office is situated at 1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi - 110001. The CIN of the Company is L55101DL1961PLC017307.
- The Equity Shares of the Company are only listed on BSE having nationwide terminals.
- The Company is engaged in the business of Hospitality. The Company hotels are popular by the name of "Clarks Group of Hotels". The Company have geographical spread in Jaipur, Agra, Lucknow and Khajuraho, recognized throughout the nation for its unique flavour of hospitality and finesse. The Clarks Group brands of being one of the five 5-star hotels in India.
- As on date of this DPA, the members of the Board are:

NAME AND DIN	DESIGNATION ON DATE OF DPA	DATE OF APPOINTMENT	SHARES HELD
Justice Mr. Bishwvar Prasad Singh (Retd.) (DIN: 06949954)	Chairman - Non-Executive Independent Director	22.08.2016	NIL
Mr. Apurv Kumar (DIN: 00043538)	Joint Managing Director & CFO	09.08.2014	35126
Mr. Rupak Gupta (DIN: 00007310)	Joint Managing Director & CFO	09.08.2014	818524
Ms. Supriya Gupta (DIN: 00009188)	Non-Executive & Non-Independent Director	04.03.2010	NIL
Mr. Arvind Kumar (DIN: 00227012)	Non-Executive Director	17.02.2004	29341
Mr. Shankar Agarwal (DIN: 02116442)	Independent Director	15.04.2021	NIL

- A brief summary of the financial performance of the Company, as derived from the audited standalone financials are available and unaudited but limited review financials for the six months ended September 30, 2021, prepared in accordance with India GAAP, are set out as below:

PARTICULARS	Six months ended September 30, 2021	2021	2020	2019
Revenue from Operations	1990.56	3286.33	9753.54	10512.08
Total Income	2066.91	3542.16	10276.07	10973.41
Profit/(Loss) before tax	(444.39)	(1059.00)	367.15	909.11
Profit/(Loss) after tax	(335.54)	(767.68)	370.90	655.94
Basic Earnings per Share	(6.22)	(14.22)	6.87	12.15
Equity Share Capital	540.00	540.00	540.00	540.00
Reserves and Surplus	8131.56	8442.90	9160.17	8717.06
Current Liabilities	1841.71	1900.03	2610.05	2678.73

5. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

- The capital structure of the Company as on the date of this DPA is as follows:

PARTICULARS	AMOUNT (IN RS.)
Authorised Capital 70,00,000 Equity Shares of Rs. 10/- each	7,00,00,000
Issued, Subscribed, Paid-up Equity Share Capital 54,00,000 Equity Shares of Rs. 10/- each	54,00,00,000

- As on the date of this DPA, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or employee stock options, etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the Acquirers or other members of the promoter and promoter group of the Company are subject to any

statutory lock-in or pledge. The Company also does not have any outstanding partly paid-up shares. Neither the Acquirers nor any other members of the promoter and promoter group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the reverse book building process.

- The Equity Share capital structure of the Company as on December 31, 2021 is as follows:

Paid-up Equity Shares of the Company	No. of Equity Shares/Voting Rights	% of Equity Share Capital/Voting Rights
Promoter & Promoter Group (A)	47,72,960	88.39
Public Shareholders (B)	6,27,040	11.61
Total Shares	54,00,000	100.00

- The aggregate shareholding of the Acquirers with person acting in concert and other members of promoter and promoter group of the Company ("Promoter and Promoter Group") and of the directors of the Acquirer and of persons who are in control of the Company, as on the date of this DPA is as under:

Name of the Promoter / Promoter Group	No. of Equity Shares held	% of Paid-up Equity Share Capital of the Company
Rupak Gupta	8,18,524	15.16
Upendra Gupta	2,32,796	4.31
Veena Binay Kumar	1,42,200	2.63
Manish Kumar	1,26,420	2.34
Ravi Mahendra Gupta	1,00,080	1.85
Kumar Sushil	98,280	1.82
Meera Kumar	98,248	1.82
Rakesh M Gupta	90,520	1.68
Anoop Kumar	86,372	1.60
Vibha Agrawal	83,016	1.54
Sushil Kumar	77,924	1.44
Alok Kumar	69,300	1.28
Birendra Kumar & Sons	66,600	1.23
Vivek Kumar	64,566	1.20
Aditya Kumar	53,692	0.99
Arjun Kumar	47,780	0.88
Sudhira Gupta	46,280	0.86
Rani Upsam	44,280	0.82
Binay Kumar	42,860	0.79
Birendra Kumar	40,470	0.75
Nandini Gupta	36,720	0.68
Shipra Kumar	36,000	0.67
Apurv Kumar	35,126	0.65
Arvind Kumar	29,341	0.54
Uma Kumar	28,800	0.53
Anuradha Gupta	25,092	0.46
Rajeshwari Kumar	22,200	0.41
Anant Kumar	20,692	0.38
Binay Kumar & Family (Karta Binay Kumar)	16,625	0.31
Chattanya Kumar	16,200	0.30
Udit Kumar	12,894	0.24
Arnav Kumar	12,894	0.24
Binay Kumar Gupta & Sons (Karta Binay Kumar)	11,652	0.22
P.D Gupta & Sons	3,600	0.07
Anayvi Kumar	800	0.01
Renuka Kumar	800	0.01
The Indian Textiles Co Pvt. Ltd.	13,13,676	24.33
Banaras House Ltd	5,40,000	10.00
Hotel Clarks Varanasi Limited	1,79,540	3.32
Bonita India Ltd	100	0.00
Total	47,72,960	88.39

- The Monthly high and low market prices for the 6 months preceding the date of DPA and the corresponding volumes on BSE Limited: Not Applicable, since the Equity Shares of the Company has been suspended from trading w.e.f. September 15, 2015

6. STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED:

- The Equity Shares are currently listed and traded on BSE from where the Acquirers are seeking to delist the Equity Shares from BSE, in accordance with Delisting Regulations by Reverse Book Building process. The scrip code and the security ID of the Company on BSE are "509907" and "UPHOT", respectively. The ISIN of the Company is INE726E01014.
- The Acquirer is seeking to delist the Equity Shares from the Stock Exchange. The Company has received the in-principal approval for delisting from the Stock Exchange vide letter no. LO/Delisting/VK/PI/2021/22 dated March 8, 2022.
- No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting. Any application for listing made in future by the Company after the aforementioned period in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to then prevailing laws relating to listing of equity shares of unlisted companies.
- The Acquirer proposes to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e. separate acquisition window in form of web based bidding platform provided by the Stock Exchange, in accordance with stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)"), conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars (as defined below).

7. EXPECTED POST DELISTING OFFER SHAREHOLDING PATTERN OF THE COMPANY:

The expected post Delisting Offer shareholding pattern of the Company, assuming all the Equity Shares are acquired from the Public Shareholders pursuant to the Delisting Offer will be as follows:

CATEGORY OF SHAREHOLDERS	NO. OF EQUITY SHARES	% SHAREHOLDING
Promoter & Promoter Group (A)	5400000	100
Acquirers (along with other members of the promoters and promoter group)		
Public Shareholders (B)	Nil	Nil
Total Shares	5400000	100

*Assuming all offer shares are tendered and accepted in the Delisting offer.

8. MANAGER TO THE DELISTING OFFER

The Acquirers has appointed Fedex Securities Private Limited, as the Manager to the Delisting Offer ("Manager to the Offer"). The details of the Manager to the Offer are as follows:

FEDEX SECURITIES PRIVATE LIMITED
B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India
Tel No: +91 8104985149; Fax No: +91 22 26186966; Contact Person: Yash Kadakia
Email Id: mb@fedsec.in; Website: www.fedsec.in; Investor Grievance Email: nbg@fedsec.in, SEBI Registration Number: INM000010163

9. REGISTRAR TO THE DELISTING OFFER

The Acquirers has appointed Skyline Financial Services Private Limited as the registrar to the Delisting Offer ("Registrar to the Offer"). The details of the Registrar to the Offer are as follows:

Skyline Financial Services Private Limited
D-153/A, 1st floor, Okhla Industrial Area, Phase I, New Delhi - 110021; Tel No: 011 - 40450193 to 97
Contact Person: Mr. Alok Gautam
Email Id: info@skynilneta.com; Website: www.skynilneta.com; SEBI Registration Number: INR000003241

10. STOCK MARKET DATA REGARDING THE COMPANY:

The Equity Shares are only listed on BSE.
The Equity Shares were not traded since 2015 on BSE in terms of Regulation 21(j)) of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations, 2011 ("SEBI SAST Regulations"). Therefore, data pertaining to the high, low and average market prices of the Equity Shares of the Company during the preceding 3 financial years and the monthly high and low market prices for the 6 months preceding the date of this DPA are not available.

11. METHODOLOGY OF FUND PAY IN AND BUYING BID BY ACQUIRER:

For the implementation of the Delisting Offer, the Acquirers(s) has furnished Bank Guarantee from Indusind Bank Limited Escrow account as given in Part 20. On success of the offer, funds pay in will be made from the Escrow account either directly to ICOL or through the buying Broker as per the instructions of ICCL. The Acquirers have appointed a SEBI registered BSE broker "Nikunj Stock Brokers Private Limited" as the Buying Broker to place the bid.

12. DETERMINATION OF THE FLOOR PRICE / OFFER PRICE AND INDICATIVE PRICE:

- The Acquirer proposes to acquire the Equity Shares from Public Shareholders pursuant to a reverse book building process established in terms of Schedule I of the SEBI Delisting Regulations.
- The Equity Shares of the Company are listed on BSE.
- Trading in the Equity Shares of the Company was suspended since September 15, 2015 vide BSE Notice No. 20150902-21 dated September 02, 2015. Therefore, there is no trading turnover based on the trading volume of the Equity shares at BSE during the period from August 2015 to December 2014, 2020 (twelve calendar months preceding the calendar month in which the Stock Exchange were notified of the meeting of the Board at which the Delisting Offer was considered) ("Reference Date").
- As on the Reference Date, the Equity Shares of the Company are not frequently traded on BSE within the meaning of explanation provided in Regulation 21(j)) of the SEBI SAST Regulations. Therefore, the Floor Price is calculated as per Regulation 8(2)(e) of the SEBI SAST Regulations taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.
- As required under Regulation 20 of the SEBI Delisting Regulations, the Floor Price of the Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI SAST Regulations, as may be applicable. As per the explanation to Regulation 20(4) of the Delisting Regulations, the Reference Date for computing the Floor Price would be the date on which the recognized Stock Exchange were notified of the meeting of the Board in which the Delisting Offer was considered i.e. December 24, 2020.
- In terms of Regulation 8(d) of the SEBI SAST Regulations, the Floor price shall be the higher of the following:

a) the highest negotiated price per share of the Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer.	Not Applicable
b) the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the Reference Date.	Not Applicable
c) the highest price paid or payable for any acquisition, whether by the acquirer / Promoter/ promoter Group or by any person acting in concert with him, during the twenty-six weeks immediately preceding the Reference Date.	Not Applicable
d) the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the Reference Date as traded on the stock exchange where the maximum volume of trading in the shares of the company are recorded during such period.	Not Applicable
e) where the shares are not frequently traded, the price determined by the acquirer and the manager to the offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Rs. 154/-
The per share value computed under Regulation 8(5) of the SEBI SAST Regulations, if applicable	Not Applicable

In terms of SEBI Order the acquirer has appointed M/s. Baldev Kumar & Co., Chartered Accountants (FRN: 013148N) and M/s. JPY & Associates, Chartered Accountants (FRN: 021704N) (hereinafter referred to as "Independent Peer reviewed Chartered Accountants", for the purpose of valuation of its equity shares. They have submitted to the valuation report both dated July 31, 2020 along with addendum to valuation report dated on an reference date December 24, 2020 to the Acquirers. Accordingly, M/s. Baldev Kumar & Co. has certified the value of Rs.152/- per equity share and M/s. JPY & Associates has certified the value of Rs.154/- per equity share.

- The acquirers have not exercised the option of providing an indicative price under Regulation 20(4) of the SEBI Delisting Regulations.

13. DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE:

- The Acquirers propose to acquire the Offer Shares pursuant to the reverse book-building process through an Acquisition Window Facility or OTB, i.e. a separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the terms of the stock exchange mechanism, conducted in accordance with the terms of the SEBI Delisting Regulations and the SEBI Circulars (as defined below).

- All Public Shareholders can tender their Offer Shares during the Bid Period (as defined below) as set out in paragraphs 17 of this DPA.
- The minimum price per Offer Share payable by the Acquirer for the Offer Shares it acquires pursuant to the Delisting Offer, as determined in accordance Delisting Regulations, will be the price at which the shareholding of the Acquirers along with other members of the promoter and promoter group of the Company reaches 90% of the total paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations, pursuant to a reverse book-building process through the Acquisition Window Facility conducted in the manner specified in Schedule I of the Delisting Regulations ("Discovered Price"), which shall not be lower than the Floor Price.
- The Acquirers shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer at the Discovered Price if the

अर्थजगत

हस्तांदोलन नको नमस्कार करा,
संभाषण करताना ६ फूटांचे अंतर ठेवा



प्रातःकाल

मुंबई, बुधवार दि. ०९ मार्च २०२२



भारतीय अर्थव्यवस्था पुन्हा एकदा उभारी घेत आहे : पंतप्रधान

नवी दिल्ली, दि. ८ (वृत्तसंस्था) : शतकातील एक मोठ्या महामारीतून सावरून, भारतीय अर्थव्यवस्था पुन्हा एकदा उभारी घेत आहे आणि आपण घेतलेले आर्थिक निर्णय आणि अर्थव्यवस्थेच्या मजबूत पाया, यामुळे हे शक्य झाले आहे, असे पंतप्रधान नरेंद्र मोदी म्हणाले. विकाससर वृद्धीचा वेग राखण्यासाठी सरकारने या अर्थसंकल्पात अनेक पाऊले उचलली आहेत.

‘आकांक्षी अर्थव्यवस्था आणि वाढ यासाठी आर्थिक मदत’ या विषयावरील अर्थसंकल्प पश्चात वेबिनारमध्ये ते मंगळवारी बोलत होते. पंतप्रधानांनी मार्गदर्शन केलेले हे या प्रकारचे, दहावे वेबिनार होते. यावेळी पंतप्रधानांनी आंतरराष्ट्रीय महिला दिनाच्या निमित्ताने उपस्थितांचे अभिनंदन केले आणि म्हणाले की भारताच्या अर्थमंत्री एक

महिला आहेत, ज्यांनी एक प्रागतिक अर्थसंकल्प दिला आहे. ‘परदेशी भांडवल गुंतवणुकीला प्रोत्साहन, पायाभूत सुविधांमध्ये गुंतवणुकीवरचा कर कमी करणे, एनआयआयएफ, गिफ्ट सिटी, नवीन डीएफआय, या सारख्या संस्था स्थापन करून आम्ही वित्तीय आणि आर्थिक वाढीला वेग देण्याचा प्रयत्न केला आहे,’ ते म्हणाले. ‘वित्तीय क्षेत्रात डिजिटल तंत्रज्ञानाचा जास्तीत जास्त वापर करण्यासाठी देशाची कटिबद्धता आता पुढल्या टप्प्यात जात आहे. मग ते ७५ डिजिटल बँकिंग केंद्र असोत किंवा ७५ जिल्ह्यांत सेन्ट्रल बँक डिजिटल चलन, यातून आपला इट्रीकोन स्पष्ट होतो,’ पंतप्रधान म्हणाले. आत्मनिर्भर भारत मोहिमेचा उल्लेख करत पंतप्रधानांनी संबंधित प्रकल्पांना अर्थपुरवठा करण्याचे

वेगवेगळे मार्ग शोधण्यावर विचार करून इतर जागांवर असलेले अवलंबित्व कमी करण्याची गरज त्यांनी अधोरेखित केली. यासाठी त्यांनी पंतप्रधान गतीशक्ती बृहद आराखड्याचे उदाहरण दिले. देशाचा संतुलित विकास व्हावा यासाठी, पंतप्रधानांनी आकांक्षी जिल्हे कार्यक्रम किंवा पूर्वे आणि ईशान्य भारताचा विकास, यांना प्राधान्य देण्याचा पुनरुच्चार केला. भारताच्या आकांक्षा आणि सूक्ष्म, लघु आणि मध्यम उद्योग यांच्या परस्पर संबंधांवर पंतप्रधानांनी भर दिला. ‘आम्ही अनेक मुलभूत बदल केले आहेत आणि सूक्ष्म, लघु आणि मध्यम उद्योगांना मजबूत करण्यासाठी नव्या योजना तयार केल्या आहेत. या योजनांचे यश त्यांना होणाऱ्या अर्थपुरवट्यावर अवलंबून आहे,’ ते म्हणाले.

फिन-टेक, ऑन्रीटेक, मेडीटेक आणि कौशल्य विकास या क्षेत्रात देश पुढे गेल्या शिवाय चौथी औद्योगिक क्रांती शक्य नाही, यावर पंतप्रधानांनी भर दिला. या क्षेत्रात वित्तीय संस्थांचा मदतीने भारत चौथ्या औद्योगिक क्रांतीत नवनवी शिखरे पादाक्रांत करेल, असेही पंतप्रधान म्हणाले. भारत जगात पहिल्या तीन देशांत येऊ शकेल अशी क्षेत्रे शोधण्याच्या दृष्टिकोनावर पंतप्रधानांनी सविस्तर विवेचन केले. त्यांनी विचारात घेत, की बांधकाम, स्टार्टअप, नुकतीच खुली करण्यात आलेली ड्रोन, अवकाश आणि भू-अवकाशीय डाटा या सारख्या क्षेत्रांत भारत पहिल्या तीन देशांत येऊ शकत नाही का. यासाठी, ते म्हणाले, यात आपल्या उद्योगांना आणि स्टार्टअपना वित्तीय क्षेत्राचे पूर्ण सहकार्य मिळणे अत्यावश्यक आहे. उद्योजकता वाढ,

नावेन्मेश आणि स्टार्टअप मध्ये नवीन बाजारपेठांचा शोध हे सगळे तेव्हाच शक्य आहे, जेव्हा भविष्याच्या या कल्पनांची, त्यांना अर्थसहाय्य करण्याच्या खोलवर समज असेल.

PUBLIC NOTICE

Notice hereby given on behalf of my client Mrs. KHAJABI MAHMMAD SADIK SHEKH Wife of Late MOHD SADIK MAINUDDIN SHAIKH, who was the absolute owner of the Gala No. 12, Sababa Nagar, Kashigaoan, Opp. St.Xavier School, Masachapada Road, Mira Road (E), Dist. Thane- 401107, died on 22/03/2014, at Mumbai, leaving behind my client and there were no children born to him hence there are no heirs or legal representatives, except my client to succeed the property of the deceased MOHD SADIK MAINUDDIN SHAIKH. Now my client is absolute owner of Gala No.12, above address. That my client wants to sell the said Gala No.12 at the address mentioned herein above, hence this Notice is hereby given, inviting claims or objections, If any from any member of the public for the sale of above said Gala within a period of 15 days from the publication of this notice. If no claims or objections are received within the stipulated time, it will be presumed that there is no claim, objection or interest, or charge on the said Gala and my client shall be free to sell and transfer the above said Gala to any prospective purchaser. **M.M. ANSARI**
ADVOCATE HIGH COURT
NOTARY, GOVT. OF INDIA
Date: 09/03/2022
A-74, Shanti Shopping Centre, Mira Road (East), Dist. Thane

जाहीर सूचना

सूचना वाढीवर देण्यात येते की, मुलगा क. खान हे त्यांची पत्नी रोशन एम. खान यांच्यावर फ्लॅट क्र. २०३, सुरा मल्ला, विल्डींग क्र. ०९, सोसायटी गोल्डन नेट ९ सोमय शक्ती को-ऑप. हा. सो. लि. मण्डल जल, गुरु गोल्डन नेट फेज ९, सींग भाईर रोड, भाईर पूर्व जिल्हा ठाणे ४०१ १०५ चे संयुक्त मालक होते. श्री. मुलगा क. खान हे दि. ०९.०३.२०११ रोजी मरण झाले त्यांच्या मागे त्यांची पत्नी रोशन एम. खान व तीन मुले १. श्री. निर्याज मुलगा खान २. श्री. निर्याज मुलगा खान ३. श्री. कैयाज मुलगा खान हे मरण आले. सर कायदेशीर वारस हे वरील विनिर्दिष्ट फ्लॅट वाटा इच्छुक खरेदीदार यांना विक्री करण्यास इच्छुक आहेत. सर्व बँक, वित्तीय संस्था, व्यक्ती आदींनी याद्वारे मागे आलेला वा मत्ता या त्यांचे काउन्सिल वा यांना सरदार दावे, आरोप यांच्या संबंधात कोणतेही दावे असल्यास कोणाही व्यक्ती सर संबंधात दावे, आरोप यांच्या संबंधात सर अर्दीदार मान्यतेमध्ये कोणतेही हक्क, अधिकार, वारसा यांच्यासह योग्य पुरावे यांच्यासह वरती सर सूचनेच्या तारखेपर्यंत १५ दिवसांच्या आत कळविणे आवश्यक आहे व अन्यथा कोणतेही दावे वा आरोप नसल्याचे गृहित घेतले जाईल.

अ. जे. मिश्रा
(वकील उच्च न्यायालय)
नेटोरी, भारत सरकार
दि. ०९.०३.२०२२
कार्यालय : १०९, भाईदा नगर सो. लि. विल्डींग, गोपी महल हॉटेलब्लव्ज, नवखर रोड, भाईर (पु.), जिल्हा ठाणे.

PUBLIC ANNOUNCEMENT

(This is a public announcement for information purposes only and not for publication or distribution or release directly or indirectly outside India and is not an offer document announcement)

MOKSH ORNAMENTS LIMITED

Corporate Identification Number: L36996MH2012PLC233562

Our Company was incorporated as “Moksh Ornaments Private Limited” under the Companies Act, 1956 and a certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra, on July 19, 2012. Our Company, upon incorporation, took over businesses carried on by our promoters, Mr. Amrit Jawanmalji Shah and Mr. Jawanmal Moolchand Shah as a sole proprietor of M/s. Jineshwar Gold and M/s. Padmavati Jewels respectively. Our Company was subsequently converted into public limited company pursuant to special resolution passed at the Extra-Ordinary General Meeting of our company held on August 30, 2017 and the name of our Company was changed to “Moksh Ornaments Limited” vide fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai dated September 07, 2017.

Registered Office: B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthal wadi, Kalbadevi, Mumbai - 400 002, Maharashtra, India

Contact Person: Ms. Charmy Harish Variya, Company Secretary and Compliance Officer | Tel: 022 – 6183 4395
Email: cs@mokshornaments.com; jineshwar101@gmail.com | **Website:** www.mokshornaments.com

PROMOTERS OF OUR COMPANY: MR. AMRIT JAWANMALJI SHAH AND MR. JAWANMAL MOOLCHAND SHAH

ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2.00/- (RUPEES TWO ONLY) (“RIGHTS EQUITY SHARES”) EACH AT A PRICE OF ₹[●]/- (RUPEES [●] ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●]/- (RUPEES [●] ONLY) PER EQUITY SHARE) (“ISSUE PRICE”) FOR AN AMOUNT NOT EXCEEDING ₹ 4,900.00 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MOKSH ORNAMENTS LIMITED (“COMPANY” OR “ISSUER”) IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, [●]. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 91 OF THE DRAFT LETTER OF OFFER.

CORRIGENDUM

In relation to the captioned Issue, the Draft Letter of Offer dated February 21, 2022 of our Company, the advertisements for announcement for Information Purpose, the Information published in multiple news paper editions of Business Standard (English and Hindi) having nationwide circular and Mumbai edition of Pratahkal on February 23, 2022, with respect to the Rights Issue, (“Advertisement”), the Cover page of Draft Letter of Offer and Advertisement, investors should note the following: **“THE FACE VALUE OF EQUITY SHARES OF THE COMPANY IS ₹ 2.00/- (RUPEES TWO ONLY) INSTEAD OF ₹ 10.00/- (RUPEES TEN ONLY).”**

The above notice is required to be read in conjunction with the Draft Letter of Offer and the Advertisements as amended to the extent stated hereinabove.

Accordingly, these changes will be reflected in the Letter of Offer which is to be filed with the Registrar of Companies, Mumbai.

For Moksh Ornaments limited
Sd/-
Mr. Amrit Jawanmalji Shah
Chairman and Managing Director

Date: March 08, 2022
Place: Mumbai

Disclaimer: Moksh Ornaments Limited is proposing, subject to the receipt of requisite approvals, market conditions, and other considerations, to make a right issue of its Equity Shares and has filed the DLOF with National Stock Exchange of India Limited (“NSE”). The DLOF is available on NSE website www.nseindia.in as well as on the website of the Lead Manager at www.shreni.in. Investors should note that investment in equity shares involve a high degree of risk and for details relating to the same, see the section titled “Risk Factors” on page 18 of the DLOF.

Raka

PUBLIC NOTICE

My client Shri. Mehboob Bashir Shaikh s/o Age 69 Resi : R/no. 10, A1-Badar hsg Soc , Tilak Nagar AG Link Rd , Nr Lokmanya School, Sakinaka Andheri (E) Mum-72 disinheret /remove his son Amjad Mehboob Shaikh and his daughter-in-law from his house, estate and properties.
VINEET SUKUMARAN
ADVOCATE

सुचना

श्री गंगाराम धोंडू भांडवकर हे चिंतामणी एसआर सहकारी गृहनिर्माण संस्था मर्यादित, पत्ता: विल्डींग नं. ४, छत्रपती संभाजी नगर, सहर रोड, अंधेरी (पूर्व), मुंबई - ४०००६५ या संस्थेचे सदस्य असून चौ-विंग, दुसरा मजला फ्लॅट नं. २०६ चे मालक होते. त्यांचे व हितसंबंध हस्तांतरित करण्यासंबंधी मर्यादित सदस्याचे वारसदार किंवा अन्य मागणीदार / हरकतदार यांच्याकडून हक्क, मागण्या / हरकती मागवित येत आहेत. ही नोटीस प्रसिद्ध झाल्याच्या तारखेपासून १५ दिवसांत संस्थेच्या भांडवल / मालमतेत असलेले मर्यादित सदस्याचे भाग व हितसंबंध हस्तांतरित करण्यासंबंधी त्यांनी आपल्या मागण्यांच्या वा हरकतींच्या पुराव्यांवर काढवत / मालमतेत असलेले मर्यादित सदस्याचे भाग व हितसंबंध हस्तांतरित करण्यासंबंधी त्यांनी आपल्या मागण्यांच्या प्रती व अन्य पुरावे सादर करावेत. जर वर नमुद केलेल्या मुदतीत कोणाही व्यक्तीकडून हक्क, मागण्या किंवा हरकती सादर झाल्या नाहीत तर मर्यादित सदस्याचे संस्थेच्या भांडवलमाली / मालमतेमाली भाग व हितसंबंध यांच्या हस्तांतरणाबाबत संस्थेच्या उपविधी अनुसार कार्यवाही करण्याची संस्थेला मोकळीक राहिली. जर मर्यादित सदस्याचे संस्थेच्या भांडवलमाली / मालमतेमाली भाग व हितसंबंध यांच्या हस्तांतरणाबाबत अशा कोणत्याही हक्का, मागण्या / हरकती आल्या तर त्याबाबत संस्थेच्या उपविधी अनुसार कार्यवाही करण्यात येईल. नोंदी व उपविधीची एक प्रत मागणीदारास / हरकतदारास पाहण्यासाठी संस्थेच्या कार्यालय / सदस्य यांच्याकडे मंगळवार/गुरुवार सायं. ७.३० ते ८ किंवा रविवार सकाळी ११ ते १२.३० पर्यंत नोटीस दिल्याच्या तारखेपासून नोटीसीची मुदत संपण्याच्या तारखेपर्यंत उपलब्ध राहिली.

चिंतामणी एसआर सहकारी गृहनिर्माण संस्था मर्यादित
यांच्याकारिता आणि वतीने
डि.का. मुंबई
दिनांक: ०९/०३/२०२२
सही-
सचिव

जाहीर नोटीस / स्कॅप नोटीस

खालील नमुद केलेल्या पत्रपेठेच्या जप्त टॅक्सी / रिक्शा वाहन ‘जेथे आहे’ ‘ज्या स्थितीत आहे’ त्या सर्व जाबाबदाऱ्यांसह या अटीवर विकण्यास अथवा स्कॅप करण्यात येणार आहेत. जर यावर काही आरोप असल्यास जाहीरत प्रसिद्ध झालेल्या तारखेपासून सात दिवसांच्या आत संस्थेच्या कार्यालयाशी संपर्क साधावा.

अ. क्र.	शाखा	खाते क्र.	कर्जदाराचे नाव	वाहन क्र.
१	मुंबई	TL-7	जगरंग शं. झिलारे	MH01BT7282
२	मुंबई	TL-36	हरिश्चंद्र शं. यादव	MH01BT8927
३	मुंबई	TL-147	राकेश श्या. जैसवाल	MH01CR0768
४	मुंबई	TL-103	अभिजित म. भाबड	MH01CJ4555
५	मुंबई	TL-46	हेट्टेकर दा. उदमल	MH03AT5613
६	मुंबई	TL-4	मदनगौर अ. शेख	MH01BT7210
७	मुंबई	TL-14	सुदु दे. पुजारी	MH02DQ639
८	मुंबई	TL-24	नवाब कृ. मिश्रा	MH01BT8337
९	मुंबई	TL-28	अजित सिंग केळे	MH03AT5458
१०	मुंबई	TL-10	रुपालाल पुं. जैन	MH01BT7627
११	मुंबई	TL-20	मोहसीन रजा मिर्जा	MH03AT5318
१२	मुंबई	TL-52	अजमल रे. खान	MH03AT5753
१३	मुंबई	TL-63	ईसरावतीदेवी जैसवाल	MH01CJ0798
१४	मुंबई	TL-75	इंदजीत अ. चौरसिया	MH01CJ1914
१५	मुंबई	TL-85	राकेशकुमार ब. पाल	MH43J0263
१६	मुंबई	TL-106	नजीम अली आशीक अली	MH01CJ5103
१७	मुंबई	TL-143	हमीद अब्दुल गुणी	MH01BT6865
१८	मुंबई	TL-111	दीपक ध. यादव	MH01CJ5259
१९	मुंबई	TL-167	उमेशचंद्र रा. तिवारी	MH02DQ878
२०	मुंबई	TL-159	अब्दुल ह. मो. मुजावर	MH01CR2953
२१	मुंबई	TL-17	सुरेशचंद्र रा. शुक्ला	MH01BT7671
२२	मुंबई	TL-18	मंचू हे. जैन	MH03AT5313
२३	मुंबई	TL-19	अर्जुन द. आगवणे	MH01BT7915
२४	मुंबई	TL-27	मीना जो. बिंद्रा	MH01BT8375
२५	मुंबई	TL-40	मो. इस्माईल हिरापुटे	MH03AT5824
२६	मुंबई	TL-50	हरबन्स सिंग महिदवान	MH03AT5721
२७	मुंबई	TL-99	नितिन अ. राठोड	MH01CJ4450
२८	मुंबई	TL-131	मो. अफजल बुधानी	MH01CJ5842
२९	मुंबई	TL-133	अभिजीत सं. कांटे	MH01CJ6090
३०	मुंबई	TL-155	प्रथमेश श. भागवत	MH01CR2475
३१	मुंबई	TL-30	नैजमुदीन सि. सय्यद	MH03AT5493
३२	मुंबई	TL-44	रामास्वामी पी. मुदलीयार	MH01BT9174
३३	मुंबई	TL-51	अहमदुल्ला स. खान	MH03AT5692
३४	मुंबई	TL-80	ओमप्रकाश रा. मिश्रा	MH01DQ0538
३५	मुंबई	TL-82	मो. सय्यद इब्बाल	MH01CJ2306
३६	मुंबई	TL-141	सुनील शि. वर्मा	MH01CJ6916
३७	मुंबई	TL-163	गौश मो. शेख	MH02DQ0862
३८	मुंबई	TL-45	हरेश शि. अरोरा	MH03AT5850
३९	मुंबई	TL-137	रामदेव रा. सरोज	MH01CJ6349
४०	मुंबई	TL-134	आनंदकुमार मिश्रा	MH01CJ6091
४१	मुंबई	TL-79	चंदिपसिंग अरोरा	MH01CJ1978
४२	मुंबई	TL-119	संदीप मा. खांडे	MH01CJ5524
४३	मुंबई	TL-12	मो. अस्तम खान	MH03AT5239

जाहीर सूचना

माझे अशिल श्रीमती वृत्ती अविनाश जोशी यांनी दिलेल्या माहितीनुसार सदरना क्र. ए/२, पहिला मजला, पवन व्हीला को. ऑ. हीसिंग सोसायटी लिमिटेड, सुभाष रोड, विष्णुनगर, कोलवली, जि. ठाणे ४२१ २०२, ही मिळकत श्री. अविनाश विठ्ठल जोशी यांनी मेसर्स मानवेद बिर्डर्स यांसकडून दि.१४/११/१९८८ रोजी खरेदी केली आहे. दि. ११/०४/२०२१ रोजी श्री. अविनाश विठ्ठल जोशी यांचे निधन झाले असून त्यांच्या निधना नंतर श्रीमती वृत्ती अविनाश जोशी (पत्नी), सौ. प्राची मुकुंद जोशी (लानापूर्वीची प्राची अविनाश जोशी, मुलगी) व कु. अमिता अविनाश जोशी (मुलगी) हे त्यांचे कायदेशीर वारस आहेत. सूचना देण्यात येत आहे की, नमुद सदरनेकर जर कोणीही व्यक्ती/व्यक्तींनी गहाण, धारणाधिकार, विक्री, कोणताही अधिकार, भेट इत्यादी द्वारे कोणताही दावा असल्यास निम्नस्वाक्षरीकार ह्यांना सदर सूचनेच्या प्रसिद्धिपासुन १५ (पंधरा) दिवसांच्या आत पाठवावे. त्यानंतर आलेल्या कोणत्याही दाव्याचा विचार केला जाणार नाही.

डि.का. : डॉ.बिबली

श्री. प्रशांत अशोक राजूळ, वकील
कार्यालय नं. १३, राजहंस सोसायटी,
रेश्म रोड, एम्बेरस्ट हॉलच्या मागे,
डॉ.बिबली (प.), जि. ठाणे ४२१२०२

PUBLIC NOTICE

Notice is hereby given that my client, Mr. Devendra Kumar Sen, Purchased Flat No. 303, on the 3rd Floor, in the Building Type A/3, belonging to ‘Abhinandan Apartment-2 Co-operative Housing Society Limited’, in the complex known as ‘OSTIVAL EMPIRE’, Resene Village – Bolser, Tal. Palghar, Dist. Palghar, From Smt. Sushila Devi Kanwarlal Jain, her husband (the original owner of property) Mr. Kanwarlal Manekchand Jain, was died on dated – 11/06/2017, he living behind his wife Smt. Sushila Devi Kanwarlal Jain, & Mr. Deepak Kanwarlal Jain & Mr. Rajeev Kanwarlal Jain - Sons, Mrs. Namita Rahul Chopra - Daughter. So we hereby invite claim or objection that any person having any claim or objection against or up or in respect of said flat however are hereby required to make the same known in writing to our advocate office within 07 days from the date of publication.

D. S. TIWARI
(Advocate High Court)
Shop No. 19, Akanksha Tower,
Nallasopara (E), Tal.-Vasai, Dist.-Palghar

MRF LIMITED

Regd. Off 114, Greams Road, Chennai-600 006.
E.: mrfshare@mrfmail.com • W.: www.mrf tyres.com
Tel.: 044-2829 2777 • Fax : 91-44-282295087
CIN : L25111TN1960PLC004306

Notice is hereby given that the following share certificates are reported misplaced or lost or stolen and the Shareholder/Claimant thereof have appealed to the Company for issue of duplicate share certificate : Share Cert Nos. 135938,150781 for 34 shares bearing distinctive nos. 793556-793560, 1148393-1148395; 1509265-1509274, 2241497-2241500, 3130818-3130826, 2867054-2867056 all inclusive under Ledger Folio No. S10422 in the name of Mrs. ARMAITY J. SUKHIA (Decd.) and Mr. CYRUS J. SUKHIA residing at SATELLITE TOWERS, POLARIS 401/402, ANNEXE OF KOREGAON PARK, NEXT TO VRINDAVAN KARYALAY, PUNE - 411036 The public are hereby warned against purchasing or dealing in any way, with the above share certificates. Any person[s] who has/have any claim in respect of the above share certificates should lodge such claim in writing to the Company at the address mentioned above within 21 days from the date of publication of this notice, after which no claim will be entertained and the Company will proceed with the issue of duplicate share certificate.

For MRF LIMITED
S. DHANVANTHI KUMAR
Company Secretary

Mumbai
March 08, 2022

contd. from previous page)

c. In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time.

d. The Offer Shares acquired shall be transferred by the Buyer Broker to the account of the Acquirers on receipt of the Offer Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. In case of the Equity Shares acquired in the physical form, the same will be transferred directly to the Acquirer by the Registrar to the Offer.

e. In case of rejected shares, if any, tendered by the Public Shareholders and the ESOP Trust, the same would be transferred by the Clearing Corporation directly to the respective Shareholder's Depository Participant account, as part of the exchange payout process. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Shareholder. The Seller Member/custodian participants would return these unaccepted Offer Shares to their respective clients (i.e. the relevant Public Shareholder/s) (ESOP Trust) on whose behalf the Bids have been placed.

f. The Seller Member would issue a contract note and pay the consideration to the respective Public Shareholder/ ESOP Trust as the case may be whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirers for the Offer Shares accepted under the Delisting Offer.

g. Public Shareholders and the ESOP Trust who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders and/or the ESOP Trust, as the case may be for tendering their Offer Shares in the Delisting Offer (secondary market transaction).

h. By agreeing to participate in the delisting offer, the Non-Resident ("NR") and Non-Resident Indian ("NRI") shareholders give the company the authority to make, sign, execute, deliver, acknowledge and perform all acts and applications to file regulatory reporting, if required, including FC-TRS Form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

19. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

19.1 The Public Shareholders may submit their Bids during the Bid Period. Additionally, once the Equity Shares have been delisted from BSE, the Public Shareholders who either do not tender their Equity Shares in the Delisting Offer or whose price quoted was higher than the Exit Price may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 2 years following the date of the delisting.

19.2 Additionally, once the Equity Shares have been delisted, the Public Shareholders, whose Equity Shares have not yet been acquired by the Acquirers, if any (the "Residual Shareholders") may offer their Equity Shares for sale to the Acquirers at the same Exit Price for a period of two years following the date of the delisting from the BSE ("Exit Window"), in accordance with SEBI Order dated September 30, 2019. A separate offer letter in this regard will be sent to these Residual Shareholders.

19.3 During this period, the Exit price shall be paid to the tendering Residual Shareholders only through banking channels through crossed account payee cheque/ crossed demand draft/ internet banking channels to enable audit trail. Such Residual Shareholders may tender the Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.

20. DETAILS OF THE ESCROW ACCOUNT

20.1 The estimated consideration payable under the SEBI Delisting Regulations, being the Floor Price of Rs. 154/- (Rupees One Hundred and Fifty Four only) per Equity Share multiplied by the number of the Equity Shares held by the Public Shareholders i.e. 6,27,040 as on the Specified Date, i.e. March 07, 2022, is ₹. 9,65,64,160 (Rupees Nine Crores Sixty-Five Lakhs Sixty Four Thousand One Hundred and Sixty only) ("Escrow Amount"). In accordance with Regulations 14(5) of the Delisting Regulations, the Acquirers, Indusind Bank Limited ("Escrow Bank") and Manager to the Delisting Offer have entered into an escrow agreement dated March 22, 2021 pursuant to which the Acquirers has opened Escrow Accounts (as detailed below) with the Escrow Bank at their branch at Shyam Nagar - Jaipur ("Escrow Account").

20.2 The Acquirer 1 and Acquirer 2 have deposited cash ₹4.20 Crores in Escrow Account and ₹1.00 Crores in Escrow II respectively and Acquirer 3 has furnished unconditional irrevocable and on demand Bank Guarantee from Escrow Bank as detailed herein below

Sr. No.	Name of the Acquirer	Bank Guarantee No.	Date of Bank Guarantee	Issuing Bank & Branch	Amount
1)	Brijnara Hospitality Private Limited, Acquirer 3	594GT01210850003 "U. P. Hotels Limited – Delisting Offer – Escrow Account III"	March 26, 2021	HDFC Bank	₹4.50 Crores

20.3 The amount of ₹ 9.65 Core (i.e. 100% of the total consideration which is calculated on the basis of the Equity Shares held by the Public Shareholders multiplied with the Floor Price) in favor of the Manager to the Delisting Offer.

20.4 The Acquirer has undertaken to extend the validity of the Bank Guarantee or make other arrangements for such period as may be required in accordance with Delisting Regulations, such that the Bank Guarantee lien in the Escrow Account in favor of the Manager to the Delisting Offer shall not be released to the Acquirers as per the Delisting Regulations and in accordance with the terms of the SEBI Order.

20.5 The Manager to the Delisting Offer has been solely authorized by the Acquirers to realize the value of the aforesaid Bank Guarantee in terms of the Delisting Regulations.

20.6 The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer or the Company.

20.7 On determination of the Exit Price and making of the DPA under Regulation 15 of the Delisting Regulations, the Acquirers shall ensure compliance with Regulation 14(4) of the Delisting Regulations.

20.8 In the event the Acquirers accept the Discovered Price or offers a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirers shall ensure compliance with the SEBI Delisting Regulations by creating bank guarantee for such additional amount to the extent necessary to pay Public Shareholders whose Equity Shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered the Offer Shares in the Delisting Offer.

21. SCHEDULE OF ACTIVITIES

ACTIVITY	DATE
Specified Date for determining the names of Shareholders to whom the letter of Offer shall be sent*	Tuesday, March 08, 2022
Date of receipt of BSE in-principal approval	Tuesday, March 08, 2022
Date of publication of the DPA	Wednesday, March 09, 2022
Last date for dispatched Letter of Offer/ Bid Forms to Public Shareholder as of Specified Date	Friday, March 11, 2022
Recommendation by Independent Directors of the Company	Wednesday, March 16, 2022
Bid Opening Date (bid starts at market hours)	Monday, March 21, 2022
Last date for upward revision or withdrawal of bids	Thursday, March 24, 2022
Bid Closing Date (bid closes at market hours)	Friday, March 25, 2022
Last date for announcement of counter offer	Tuesday, March 29, 2022
Last date for announcement of Discovered Price/Exit Price and the Acquirers' acceptance/ Non-acceptance of Discovered Price/ Exit Price	Tuesday, March 29, 2022
Proposed date for payment of consideration to Public Shareholders and/or return of Equity Shares to Public Shareholders** in case of Bids not being accepted/failure of the Delisting Offer	Monday, April 04, 2022
Proposed date for release of lien/return of Equity Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	Monday, April 04, 2022

* Specified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom Letter of Offer will be sent. However, all Public Shareholders (registered or unregistered) of Offer Shares are eligible to participate in the Delisting Offer at any time on or before the Bid Closing Date.

** Subject to acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Acquirers

22. CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY

22.1 The Board has certified that:

a) there are no material deviations in utilization of the proceeds of the issues (as compared to the stated objects in such issues) of securities made by the Company during the 5 years immediately preceding the date of this LOF from the stated object of the issue;

b) all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant equity listing agreement entered into between the Company and BSE or the provisions of the Listing Regulations as applicable from time to time have been disclosed to BSE;

c) The Company is in compliance with applicable provisions of securities law except compliance of MPS norms (for which SEBI vide its order dated September 30, 2019 has provided a relaxation);

d) Members of Promoter Group or their related entities have not carried out any transaction during the aforesaid period to facilitate success of the Delisting Offer which is not in compliance with Regulation 4(5) of SEBI Delisting Regulations &

e) The delisting of Equity Shares is in the interest of the shareholders.

23. COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

Name: Prakash Chandra Prusty
Address: 1101, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi - 110001 India.
Email: clarkssuryakiran@yahoo.co.in; Tel. No: 011 – 41510326, 23722596 to 98

24. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection to the public shareholders of the Company at the office of the Manager to the Offer, Fedex Securities Private Limited, on any day (except Saturdays, Sundays and public holidays) between 10.30 a.m. to 2.00 p.m. during the period from the Date of Commencement of the Tendering Period till the Date of Closing of the Tendering Period.

1. Certificate of Incorporation, Memorandum and Articles of Association of the Company.
2. Audited Financials of the Company for the Financial Year ended 31st March, 2021, 2020 and 2019, and unaudited financials (subjected to limited review) for the period ended 30th September, 2021.
3. Copy of the Intention of Promoter and Promoter Group/Acquirers dated October 07, 2019 for (a) acquiring all Equity Shares that are held by public shareholders and (b) consequently voluntarily delisted the Equity Shares from BSE and Detailed Public Announcement dated March 08, 2022.
4. Copy of Due Diligence Report dated July 31, 2020 alongwith addendum to due diligence report dated December 25, 2020 submitted by Fedex Securities Pvt. Limited, and Share Capital Audit Report dated February 02, 2022 under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
5. Copy of Valuation Report dated July 31, 2020 alongwith addendum to valuation report submitted by M/s JPY and Associates and M/s Baldev & Co., Registered Valuers.
6. Copy of Escrow Agreement dated March 22, 2021 entered by Acquirer 1 – Apurv Kumar, escrow agreement dated March 15, 2021 entered by Acquirer 2 – Anoop Kumar and escrow agreement dated May 07, 2021; entered by Acquirer 3 – Brijnara Hospitality Private Limited
7. BSE In-principal Approval Letter dated March 08, 2022.
8. Copy of the SEBI Order dated September 30, 2019 and December 10, 2021.

25. DISCLOSURE CLAUSE OF BSE

i. It is to be distinctly understood that the permission given by BSE to use their network and software of the online OTB platform should not in any way be deemed or construed that the compliance with various statutory and other requirements by the Company, Manager to the Offer, etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.

ii. It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the Offer Letter has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

iii. That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through reverse book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

26. GENERAL DISCLOSURE

EVERY PERSON WHO DESIRES TO AVAIL OF THE DELISTING OFFER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE ACQUIRERS, THE MANAGER TO THE OFFER OR THE COMPANY (INCLUDING ITS DIRECTORS) WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH OFFER AND TENDER OF SECURITIES THROUGH THE RBB THROUGH ACQUISITION WINDOW FACILITY OR OTB OR OTHERWISE WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

27. OTHER INFORMATION

27.1 DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

27.2 This DPA and Letter of Offer is expected to be available on the websites: of the Company at www.hotclclarks.com, manager to the delisting Offer at www.fedex.in & Stock Exchange at www.bseindia.com

27.3 The Acquirers and their directors accept full responsibility for the information contained in the DPA and also for the fulfillment of the obligations as laid down in SEBI Delisting Regulations, 2021.

For and on Behalf of the Acquirer
Sd/-
[APURV KUMAR]

For and on behalf of Brijnara Hospitality Private Limited
Sd/-
[UDIT KUMAR]
Director

Date : 08.03.2022
Place: Delhi