

June 27, 2019

MCAPL: MUM: 2019-20: 0085

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Dear Sir/Madam,

Sub : Submission of Detailed Public Statement ("DPS")

Ref : Open Offer to the Public Shareholders of Manvijay Development Company Limited ("MDCL"/"Target Company")

In continuation to our earlier Letter No. MCAPL: MUM: 2019-20: 0071 dated June 20, 2019, we hereby inform you that the Detailed Public Statement ("DPS") has been published today i.e. June 27, 2019 as envisaged.

As required under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof, the DPS has been published in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Mumbai Lakshadeep (Marathi) (Mumbai Edition).

We are enclosing herewith a copy of the DPS for your kind perusal.

A copy of the same is being submitted to Securities and Exchange Board of India, Mumbai ("SEBI"), to the Target Company ("TC") at its Registered Office and is being dispatched to the Calcutta Stock Exchange Limited, Kolkata ("CSE").

Kindly take the above information on your records.

Yours truly,

For Mark Corporate Advisors Private Limited

Manish Gaur Asst. Vice President

Encl: As Above.

## MANVIJAY DEVELOPMENT COMPANY LIMITED discontinuous 13 (a) of the securities and control to the plant of the

en Offer for acquisition of 16,84,800 Equity Shares of €10 each representing 26% of the 
1 or Share Capital at a price of €10 (Rupses Ten only) per Equity Share from the Public 
at "Nolders of Manvijsy Development Company Limited ("MOCL"/"Target Company"). In 
so of Sacruities and Exchange Board of India (substantial Acquisition of Shares and 
keovers) Regulations, 2011 and subsequent amendments thereto ("ESBI (SAST) 
guitelons, 2011\*Regulations\*) by Mr. Yatin Sasily Gupte ("Acquirer") and Wardwizard 
indions hids Private Limited ("Acquirer 2") (hereinafter collectively referred to as

Regulations, 26117/Regulations 7) W. Yatin Sanjay Gupte ("Acquirer 1") and Wardwirzer 1. The Dataston Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited ("Acquirer 2") (hereinster collectively referred to as This Dataston Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited ("Acquirer 2") (hereinster collectively referred to as This Dataston Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited ("Acquirer 2") (hereinster collectively referred to as This Dataston Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited ("Acquirer 2") (hereinster collectively referred to as This Dataston Public Statement ("DPS") and the Public Statement ("DPS") being issued by Mark Corporate Advisors Private Limited ("Acquirer 1") ("DPS") to being strated by the Public Statement ("DPS") and the Public Statement ("PA") sand is Mark Corporate Advisors Private Limited ("PA") sand is Mark C

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/Share of Partnership
1)	Wardwizard Sales Force India Pvt. Ltd.	Director	50.00%
2)	Kerala Health and Wellness Solutions LLP	Designated Partner	33.00%
3)	Dhanwanthari Health and Wellness Solutions Pvt. Ltd.	Director	70.00%
4}_	Welkin Enterprise Softwares Pvl. Ltd.	Director	Nil
5)	JZ Hospitality Pvt. Ltd.	Director	25.00%

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Information about Wardwizard Solutions India Pvt. Ltd. [nersinator reverses www.WSPL-l'Acquirer 2"]
WSPL-l'Acquirer 2"]
Wardwizard Solutions india Private Limited, a Private Limited Company, incorporated on March
14, 2018 under the provisions of the Companies Act, 2013. This Cerporate Identification Number
14, 2018 under the provisions of the Companies Act, 2013. This Cerporate Identification Number
14, 2018 under the provisions of the Companies Act, 2013. This Cerporate Identification Number
15, 1919. In Solution Solution Identification (Companies Companies)
16, 1919. The Registered Office of Acquirer 15 shoulded at Sheet No. C. 222. CIDC, Makapura Industrial
Estate, Vadodare-360 910 having Contact No.: 191 538005500 and E-Mail 10:

100. The Companies of The C

Eslate, Vadodare-390 10 having Contect No.: 91 358005500 and E-Mell ID: supportigement/bazaria. As on date, Acquirer 2 does not hold any Equity Share in the Target Company, However, it has entered in a Share Purchase Agreement on June 20, 2019 (Thursday) to acquire 1,18,200 Equity Shares representing, 1,83% of the Equity Share Capital of the Targot Company. The main Object of Acquirer 2 as the Memorendum of Association Internal includes carrying on business of sale of products and by products such as FMCG products, electronic and electrical activities.

ipment, etc. Person in control of the Acquirer 2 is Mr. Yetin Sanjay Gupte and Mr. Sanjay Mahadev

Directors of Acquirer 2 are as under

No.	Name	. 1	Designation	1
1)	Mr. Yatin Sanjay Gupte		Director	7
2)	Mr. Sanjay Mahadev Gupte		Director	]
2.7. The Stat	reholding Pattern of Acquirer 2 as on date	s as under:		_
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Sr. No.	Name of the Shareholder	No. of Shares	% of Shares
1)	Mr. Yatin Sanjay Gupte	1,04,500	95.00%
2)	Mr. Sanjay Mahadev Gupte	5,500	5.00%
	TOTAL	1,10,000	100.00%

2.9. The Equity shares of WSPL are not listed on any Stock Exchange.
2.10. Acquire? and is Decedors have not been prohibited by SeBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or any other regulations made under the SEBI Act.

Is Stated under Section 112 or an Annahul Information of Acquirer Sussed on the Contified Provisional Financials for ever ended Macch 31, 2019 and Audited Financial Statements for the Financial Year ch 31, 2018, March 31, 2017 and March 31, 2016 and are as follows: (Annahul Anha)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017	FY 2015-2018
	(Provisional)	(Audited)	(Audited)	(Audited)
Total Revenue	557.73	336.48	72.01	Na
Net Income (Profit/Loss for the year)	4.76	0.42	0.26	N/A
EPS (In *per share)	4.33	0.38	0.52	Nii
Net Worth / Shareholders' Fund (excluding revaluation reserves)	16.44	11.68	1.26	1.00

procluding prevaluation reserved.

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Systems of the Sellers:

The Sellers of t

	Name. PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders				
Br.				esection	Post Transaction		
No.			No of Sheres	% visa visa total Share Capital	No of Shar	'A vis a vis total Share Capital	
1)	Mr. Nitin Manohar Predhan PAN: AAI/PP 9574 C Address *1481', Gautem Nivres, Seewind Terraces, Dr. M. B. Reut Rood, Shhrell Park, Dadar West, Mumbai-400 028	Yes	16,00,000	24.69	NFI	N.A.	
2)	Pradman Property Comsortium of India LLP (Formerly known as Pradman Propeny Consortum of India Pvt. Ltd.) PMY: AAXEP 4026 A	Yes	28,10,600	43.37	NII	N.A.	
3)	Prises Constructions Solutions Private Limited PAN: AACCP 1744 P having address of: 701, 7° Floor, Plot 9698, Platinum Arcade, JSS Road Central Plaza Cineme, Cherri Road, Girgeum, Mumba-400 004	Yes	1,18,200	1.82	NII	NA.	
_	TOTAL		45.28,800	69.89	NII	'NA	

preement, the acquirers was asideration at any time beforment of \$2,11,06,000, after formalities.

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obision of trusted and the semantic of the sem Manymorg of the Company of the Company of the Company of the Bengar of the Company of the Compan

of the Target Company is \$6,50,00,000 comprising of 65,00,000 comprising of 65,00,000 company is 4,60,000 Equity Share Copital of the Target Company is

Particulars	FY 2018 -2019	FY 2017-2018	FY 2018-2017
Total Revenue	13.59	23.98	41.06
Profit(Loss) for the year	(17.03)	(0.28)	0.60
EPS (per share)	(0.26)	(0.00)	0.01
Net Worth/Sharcholders' Fund	595.14	633.48	661.38

International 25% of the SuperSurva Copposited the Targat Company at a pixel of \$10,00 most are not yet or County Share (Disc) Process governor state of the SuperSurva Copposited the Targat Company (SuperSurva Copposited Copposited

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reorganize the present usgitts surusus or the company of the Board.

The Object of the acquisitions a statushal aloquisition of Shares/Voing Rights and take coorer the Management of the Target Consensy.

SHAREHOLDING AND ACQUISITION DETAILS.

The current and proposed Equity Shareholding of the Acquirers in the Target Company and details of these acquisitions are as follows:

Post Office.

Particulare	Shareholdin g as on PA date		Shares agreed to be acquired through SPA		Shares acquired between PA date and the DPS date		Shares proposed to be acquired in the Offer (essuming full acceptance)		Post Offer shareholdin as on 10 <sup>th</sup> working day after closing of Tendering Period	
	No of Shares	%	No of Shares	*	No of Shares	<b>%</b>	No of Shares	×	No of Shares	<b>K</b> .
Acquirer 1	Nt	HA	44 10.800	68 06	Ni	N.A.	40.04.000	~~ ~~	82,13,600	00.00
Acquirer 2	NI	NA	1.18.200	1.82	N4	N.A.	10.04.600	20.00	02.13,000	88.ce
TOTAL	Nil	NA	45,28,800	69.89	No.	N.A.	16,84,800	26.00	62,13,500	95.89

Assuming full acceptance in the Open Offer.

The Equity Shures of the Target Company are presently listed on BSE Ltd. Mumbal ("BSE") having a serie vode as 539970 and The Calcutta Stock Exchange of India Limited herring Scrip Code as 023105.

The annowixed trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar monins preceding the month of PA (June 2018 to May 2019) on the Stock Exchange on which the Entity Shares of the Target Company are letted in signs believe.

Name of the Stock Exchange	fortal Number of shores traded during the preceding 12 calendar months prior to the month of PA	Fotal No. of Equity Shores listed	Annualized trading turns vr (as % of total number of listed shares
DNE LID.	2	64,80,000	Negligible

Based on the above, the Equity Shares of the Target Company are infrequently traded during twelve (12) calendar months preceding the calendar month in which PA is made within the below (12) calendar months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulations 2(j) of the Regulations. This Offer  $P_{\text{TAP}}$  of 7.10 (Runees for only) is justified in terms of Regulations 8(2) of the

Sr. No.	Particulars		Amount (In. T)
a)	Negotiated Price as per SPA	:	10.00
ь)	The volume-weighted average price paid or payable for acquisition by the Acquirers, during 52 weeks preceding the date of PA	:	N.A.
c)	The highest price paid or payable for any acquisition, by the Acquirers, during 26 weeks preceding the date of the PA	•	N.A.
d)	The volume -weighted average market price of Equity shares of the Traget Company for a period of sixty (60) trading days immeduately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of Iranling in the shares of the Target Company are recorded during such period, the Equity Shares bring Infrequently Iranse	•	N.A.
e)	The price determined by the Valuer taking into account Valuation Parameters per Equity Share including Book Value. Comparable Trading Multiples and such other perameters as are customary for Valuation of Equity Shares, since the Equity Shares are intergently treds.	•	9.51
ŋ	Other Financial Parameters as at:		March 31, 20 (Audited)
┪	i) Return on Net Worth (%)	:	(2.42)
	ii) Book Value Per Share	÷	9.51
	iii) Carninus Per Share (3)		

w beginding com.

The Fair Value per share of the Target Company is 19-51 (Rupoes Nine and Paise Fifty One only) per share as certified vide Vakastion Report dated June 20, 2019 issued by Mr. Tearney Benerige, Vice President, Capital Spinere Advisors Private Limited, Merchant Benker, having office at 208, 27-76 foor, AARPEC centre, MIDC, Road No. 11, CTS 70, Anshert (E), Mumbal-4004093, Contact No. 149 198742 81532, E-Mail Di tannoy banerine@capitalsquare.in. The Fair Value of 1951 (Rupoes Nine and Paise Fifty One only) per share have been determined talking into account the meschoology adopted under Hindustan Lever Employees Union vice Hindustan Lever Employees

7)

In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offici, the Offier Price of \$10 (Rupoes Tenory) per Equity Share is justified in terms of Regulation 80 (20) of the Regulation Company merraning adjustment of Televant public parameters. As on osse, other is a revision in the Offier Price or Offer Size, in case of any revision in the Offier Price or Offer Size, the Acquirers shall corrupt with regulation 16 of the Regulations and Offier Price or Offer Size, the Acquirers shall corrupt with regulation 16 of the Regulations and Offier Price or Offer Size.

If the Acquirers are acquired to the Lattices for the said eriscion in the Offier Price or Offer Size. 8)

of the provisions of the Regulations which are required to the further to the said revision in the Offer Price or Offer Size.

If the Appliers acquires or agrees to acquire any Equity Shares or Voting Rights in the Terrel Company duffiel the Offer price of whether by subscirction or purchase, at a price higher than the price of the Price

made under another Open Offer under Regulations, or pursuant to SEB (Datating of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the environment of the control of the control open substances of the trigger Company is any control of the period of the control open substances of the trigger Company is any control open and the control open substances of the trigger Company is any control open substances of the trigger Company is any control open substances. The control open substances of the control open substances

withdrawel, in the same nerespapers in which the DPS has been published and copy of such Publish removements and such several to the published of the published and copy of such the published published and the published and the published and the published and the published and published and the Regulations, SECI things, it solarled the published and the published and the published and the Regulations, SECI things, it solarled the published and the published and the published and published and the published and the published and the published and the Statisticity Approval(s) sateral to some but not all Equity Shereholders, the Acquirers has the option to make apprevent is used. Shareholders in respect of whomen or Statisticity Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of the Scrow Account will be sable to be followed and delay without pursuant to Regulation 17 (10)(s). In Regulations.

NRI and OCE holders of the Equity Shares, if any must obtain all requisits approving the resident entity), and submits such approvals along without institution, an approving resident entity), and submits such approvals along with the Scrow Approval for the published and the sable of the County Shares held by them in this Other (the during, wethout institution, an approving resident entity), and submits such approvals along with the County Risk, OCEs, Fig. Play had required any approvals; large with the other documents required to be benefited to account this Offer, if such approvals are not submitted, the Acquirers reserves the right to rejud touch Equity Shares touched pursuant to this Other. Nature of Activity:

Nature of Activity	Date	Day
Date of the PA	June 20, 2019	Thursday
Date of publishing the Detailed Public Statement	June 27, 2019	Thursday
Last date for filing of Draft Letter of Offer with SEBI	July 04, 2019	Thursday
Last date of a competing offer	July 19, 2019	Friday
Latest data by which SEBI's observations will be received	July 28, 2019	Friday
Identified Date*	July 30, 2019	Tuesday
Last date by which the Letter of Offer will be dispatched to the Shareholders (Except the Acquirers and the Selling Shareholders) as on the identified data	August 08, 2019	Tuesday
Last date by which the recommendation of the committee of independent Directors of the Target Company will be given and published	August 08, 2019	Thursday
ast Date for revising the Offer Price/number of shares	August 13,2019	Tuesday
Date of Public Announcement for Opening the Offer	August 13,2019	Tuesday
Date of Commencement of the Tendering Period ("Offer Opening date")	August 14, 2019	Wednesday
Date of Closing of the Tendening Period ("Offer Closing date")	August 28,2019	Wadnesday
Last date for communicating rejection/acceptance and payment of consideration for accepted equity shares/credit of unaccepted shares to demat account	September 13, 2019	Friday

\*\*Identified Date is only for the purpose of determining the nemes of the shareholders (except the Acquirers and the Selling Shareholders) as on such date to whom the Latter of Office will be sent. It is classified that all the Public Shareholders (registered or unregistered of the Target Company, are still PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OFFICE.

spilled that all the Hobbs Statesholders (registered or unregistered) of the Target Company, are in Processing For Temporary (except) the Acquirers and Sellers) including the Equity Tiberes in All the Public Statesholders (except) the Acquirers and Sellers) including the Equity Tiberes in All the Public Statesholders (except) the Acquirers and Sellers) including the Equity Tiberes in All the Public Statesholders (except) the Acquirers and Sellers) including the Equity Tiberes in time before the closure of the tendenting period of this Offer, Presse note that no states will be excepted in Public Sellers and the Sellers of Sellers (excepted and the Sellers of Sellers of

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amendments made thereof.

Pursuant to Regulation 12 of the Regulations, the Acquirers have appointed Mark Corporate Advisors Private Limited as Manager to the Office.

Advisors Private Limited as Manager to the Office.

The Acquirers have appointed Skyiner Planacial Services Private Limited, as Registrar to the Office having Office and ASS, Datteri Planacial Services Private Limited, as Registrar to the Office having Office and ASS, Datteri Planacial Services Private Limited, as Registrar to the Office having Office and Associated Private Priva 3)

In this DPS, any discrepancy in any table between the total and sums of the amount due to rounding oil and/or regrouping.

This DPS and the PA will also be available on the website of SEBI i.e. www.sobi.gov.in. 5)

ed by Manager to the Offer on behalf of the Acquirers:

MARK CORPORATE ADVISORS PRIVATE LIMITED
CIN::067190MH2008PTC181996
4041. The Summit Business Bay. Sant Janabal Road
(Service Lane), Off Western Express Highway, Vide Paric
(East), Mumbai-400 057.
Contact Person:
Mr. Manish Gaur
Tel:-9122 2012 2020/08
E-Mail ID: openoffer@mark.corporateadvisors.com
Website: www.mark.corporateadvisors.com

r@markcorporateadvisors.com kcorporateadvisors.com

Sd/-Yatin Sanjay Gupts ("Acquirer 1")

Sd/+ Yatin Sanjay Gupts Director ("Acquirer 2")

Date: June 27, 2019

Place: Mumbal