PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

MACK TRADING COMPANY LIMITED

Registered Office: 5-C, Sindhu House, Nanabhai Lane, Flora Fountain, Fort, Mumbai - 400 001
Tel.: +91 22 2204 7404; Email: info@macktradingcompany.com; Website: www.macktradingcompany.com; Contact Person: Mr. Vikas Pavankumar, Director

This Public Announcement (the "Public Announcement") is being issued by Mrs. Rita Pavankumar (the "Acquirer") to the Public Shareholders of Mack Trading Company Limited (the "Company") in respect of the proposed acquisition of the entire Public Shareholding of the Company i.e. 1,54,450 (One Lakh Fifty Four Thousand Four Hundred and Fifty Only) equity shares of face value ₹ 10/- each representing 45.03% of the total paid-up equity share capital of the Company and consequent voluntary delisting of the equity shares of the Company from the BSE Limited (the "BSE") pursuant to Regulation 10 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, ("SEBI Delisting Regulations") and in accordance with the terms and conditions set out below ("Delisting Offer").

BACKGROUND OF THE DELISTING OFFER

1.1. History of the Company:

The Company was incorporated as "Mack Trading Company Limited" on April 18, 1980 under the Companies Act, 1956 and obtained the certificate of commencement of business on April 24, 1980 from the Registrar of Companies, Maharashtra at Bombay. The registered office of the Company is situated at 5-C, Sindhu House, Nanabhai Lane, Flora Fountain, Fort, Mumbai - 400 001. The equity shares of the Company are listed on BSE with effect from July 11, 1980.

1.2. Capital Structure of the Company:

The capital structure of the Company as on the date of this Public Announcement

Particulars	Amount (in ₹ lakhs)
Authorised Capital	
25,00,000 Equity shares of ₹ 10/- each	250.00
Issue, Subscribed and Paid-up Equity Share Capital	
3,43,000 Equity shares of ₹ 10/- each	34.30

- As on the date of this Public Announcement, the Promoter and Promoter Group of the Company collectively holds 1,88,550 (One Lakh Eighty Eight Thousand Five Hundred Fifty only) equity shares of face value ₹ 10/- each representing 54.97% of the total paid-up equity share capital of the Company.
- The Acquirer is making this Offer to acquire 1,54,450 (One Lakh Fifty Four Thousand Four Hundred and Fifty Only) equity shares (the "Offer Shares") representing 45.03% of the total paid-up equity share capital of the Company from the Public Shareholders (i.e. shareholders other than the Acquirer, Promoters and Promoter Group) in compliance with Chapter IV of the SEBI Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in Clause 9 of this Public Announcement, the Acquirer will apply to delist the equity shares from the BSE pursuant to and in accordance with the SEBI Delisting Regulations and on the terms set out in the Public Announcement, Letter of Offer and any other delisting offer documents. Consequent to such actions, the equity shares of the Company shall be delisted from the BSE.
- The Acquirer vide her letter dated February 19, 2019 (the "Acquirer Letter") conveyed her intention to make a voluntary delisting offer to acquire the Offer Shares by herself and delist the equity shares of the Company from BSE in accordance with the SEBI Delisting Regulations and requested the Board of Directors to approve the Delisting Offer and to seek the requisite approval from the shareholders through postal ballot and e-voting in accordance with the SEBI Delisting Regulations
- The Acquirer has submitted a certificate from M/s. Jhaveri Shah & Co., Chartered Accountants dated February 21, 2019 calculating the Floor Price, computed in accordance with Regulation 15(2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for the Delisting Offer to be ₹ 73.76 (Rupees Seventy Three and Paise Seventy Six only) per Equity Share (the "Floor Price")
- 1.7. The Board of Directors, at its meeting held on February 22, 2019, took on record the Acquirer Letter and appointed KJMC Corporate Advisors (India) Limited as the Merchant Banker for carrying out due diligence as required in terms of Regulations 8(1A) (ii) and 8(1D) of the SEBI Delisting Regulations and notified the BSE on February 22, 2019.
- 1.8. The Board of Directors, in their meeting held on March 15, 2019, inter alia passed/approved the following
 - Taken on record the Due Diligence Report dated March 12, 2019 submitted by KJMC Corporate Advisors (India) Limited in terms of Regulation 8(1D) & 8(1E) of the SEBI Delisting Regulations
 - (ii) After consideration of the various factors and advantages of delisting and also considering the Due Diligence Report, the Board has granted their approval under Regulation 8(1)(a) of the SEBI Delisting Regulations and recommended the proposal to voluntarily delist the equity shares of the Company from the BSE for approval of the shareholders of the Company through postal ballot. The Board of Directors have also certified that (a) The Company is in compliance with the applicable provisions of the securities laws except non-compliance with Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 47 (a) of the Listing Agreement, as applicable till November 30, 2015 with respect to appointment of qualified Company Secretary as a Compliance Officer prior to October 3, 2018 except for the period between January 23, 2015 to July 31, 2015; (b) The Promoter and Promoter Group and their related entities are in compliance with the sub-regulation (5) of Regulation 4 of the SEBI Delisting Regulations; and (c) The proposed delisting is in the interest of the shareholders;
 - (iii) Taken on record the certificate dated February 21, 2019 issued by M/s Jhaveri Shah & Co., Chartered Accountants, certifying that in terms of the Regulation 15(2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, the Floor Price shall be ₹ 73.76 (Rupees Seventy Three and Paise Seventy Six only) per Equity Share; and
 - (iv) Approved the notice of postal ballot to seek approval of the shareholders of the Company in accordance with Regulation 8(1)(b) of the SEBI Delisting Regulations and in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws.

The Company notified the outcome of the aforesaid Board meeting to the Bombay Stock Exchange on March 15, 2019.

- The Company had dispatched the notice of postal ballot to the shareholders of the Company for seeking their approval through postal ballot and e-voting.
- 1.10. The shareholders of the Company approved the Delisting Offer by way of passing a special resolution in accordance with the SEBI Delisting Regulations, based on the results of the postal ballot which were declared on April 25, 2019 and notified to the Bombay Stock Exchange on April 25, 2019. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 1,51,955 (One lakh fifty one thousand nine hundred and fifty five only) votes which is more than two times the number of votes cast by the Public Shareholders against it i.e. 11 (eleven only) votes.
- 1.11. The Company has been granted in-principle approval for delisting of the equity shares of the Company from BSE Limited vide their letter no. LO\Delisting\CS\IP\99\2019-20 dated June 06, 2019 in accordance with Regulation 8(3) of the SEBI Delisting Regulations.
- 1.12. The Public Announcement, in accordance with Regulation 10 (1) of the SEBI Delisting Regulations, is being published on June 7, 2019 in the following newspapers:

Newspaper	Language	Edition	
Financial Express	English	All editions	
Jansatta	Hindi	All editions	
Mumbai Lakshadeen	Marathi	Mumbai edition	

- 1.13. The Delisting Offer is subject to the acceptance of the Discovered Price, calculated in accordance with the SEBI Delisting Regulations, by the Acquirer. The Acquirer may also, at her discretion, propose a price higher than the Discovered Price or a price which is lower than the Discovered Price but not less than the book value of the Company as certified by the Merchant Banker, in terms of regulation 16(1A) of the SEBI Delisting Regulations ("Counter Offer Price") for the purposes of the Delisting Offer. Any Discovered Price that is accepted by the Acquirer for the Delisting Offer or a higher price that is offered for the Delisting Offer at her discretion or a Counter Offer Price that results in shareholding of the Promoter and Promoter Group reaching 90% of the total Equity Shares outstanding pursuant to acceptance of the Counter Offer Price by Public Shareholders, shall hereinafter be referred to as the Exit Price
- 1.14. The Acquirer reserve the right to withdraw the Delisting Offer in certain cases as set out in Clause 17 of the Public Announcement.
- 1.15. Neither the Acquirer nor any other entity belonging to the Promoter and Promoter Group of the Company shall sell equity shares of the Company till the completion of the Delisting Process.

NECESSITY AND OBJECTIVES OF THE DELISTING OFFER

- The objective of the Acquirer in making the Delisting Offer is inter-alia to:
 - (a) obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's operations;
 - (b) save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's operations; and
 - (c) provide an exit opportunity to the Public Shareholders of the Company.
- In view of the above, the Acquirer believes that the Delisting Offer can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the SEBI Delisting Regulations. The Discovered Price will be determined in accordance with the reverse book building process as set out in the SEBI Delisting Regulations and will be subject to acceptance by the Acquirer.

INFORMATION ABOUT MRS. RITA PAVANKUMAR (ACQUIRER)

- The Acquirer, Mrs. Rita Pavankumar, aged 55, residing at Bhagirathi, 49-B, Nehru Road. Vile Parle (East), Mumbai - 400 057, is one of the promoters of the Company. She holds a degree of Bachelor of Commerce from University of Mumbai. She is Non-executive Director of the Company since December 1998.
- 3.2. As on the date of this Public Announcement, the Acquirer is holding 33,250 equity shares of ₹ 10/- each representing 9.69% of the total paid-up equity share capital of the Company.
- The Promoter and Promoter Group including Acquirer holds 1,88,550 equity shares in 3.3. the Company as on the date of this Public Announcement, details of which are as

- Name of the Promoter/ No. of Equity % of Paid-up Equity Share Capital of the Company Shares held **Promoter Group** 9 69% Rita Pavankumar 33.250 Sanwarmal Pavankumar (HUF) 1,540 0.45% 140 0.04% Resham Resha Private Limited 71,500 20.85% SM Sheti Seva Private Limited 82,120 23.94% 1,88,550 54.97% Total
- No individual/entity belonging to the Promoter or promoter group has sold any equity shares of the Company during the six months preceding the date of the board meeting March 15, 2019 wherein the Delisting Offer was approved. Further, all the members/ entities belong to the Promoter or promoter group of the Company have undertaken not to sell the equity shares of the Company until the earlier of (i) completion of the Delisting Offer in accordance with the SEBI Delisting Regulations; or (ii) failure of the Delisting Offer in accordance with the SEBI Delisting Regulations.
- The Acquirer, Promoter and Promoter Group 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.
- The Acquirer hereby invites all the Public Shareholders of the Company to bid in accordance with the reverse book building process and on the terms and subject to the conditions set out herein, all of their Offer Shares.
- The Acquirer has, as detailed in Clause 15 of this Public Announcement made available all the requisite funds necessary to fulfill the obligations of the Acquirer under the Delisting Offer.

BACKGROUND OF THE COMPANY

- The Company was incorporated as "Mack Trading Company Limited" on April 18, 1980 under the Companies Act, 1956 and obtained the certificate of Commencement of Business on April 24, 1980 from the Registrar of Companies, Maharashtra at Bombay. The registered office of the Company is situated at 5-C, Sindhu House, Nanabhai Lane, Flora Fountain, Fort, Mumbai - 400 001. The Company came out with an initial public offer in 1980 and its equity shares were listed on BSE with effect from July 11, 1980. The CIN of the Company is L51900MH1980PLC022532.
- The Company carries on the business of investments and trading.
- As on the date of the Public Announcement, the Company has no outstanding preference shares, partly paid-up equity shares, convertible instruments, stock options or any other instruments that may result in the issuance of equity shares by the Company. Further, as on date, none of the equity shares held by the Public Shareholders are subject to any lock-in requirements.
- Brief audited financial statements of the Company on consolidated basis, based on Indian Accounting Standards ("Ind AS"), for the financial year ended on March 31, 2019 and March 31, 2018 along with audited financial results based on Generally Accepted Accounting Principles in India (Indian GAAP) for the financial year ended on March 31, 2017 are as under:

(₹ in lakhs except EPS)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018	For the year ended on March 31, 2017	
Paid-up equity share capital	34.30	34.30	34.30	
Reserves and Surplus / Other Equity	1,589.88	1,587.79	926.23	
Minority Interest / Non Controlling Interest	322.31	262.03	140.22	
Non-Current Liabilities	202.36	91.74	307.56	
Current Liabilities	4.36	214.21	11.82	
Non-Current Assets	2,096.10	1,735.10	1,355.25	
Current Assets	57.10	454.97	64.88	
Total Revenue	120.33	1,295.11	115.11	
Total Expenses	87.19	289.99	71.38	
Profit / (Loss) Before Tax	33.14	1,005.12	43.73	
Net Profit / (Loss) for the year (After Adjustment of minority Interest)	(289.17)	671.80	32.06	
Other Comprehensive Income (Net of Tax) - Gain / (Loss) on fair value of equity / MF instrument	1,074.12	1,287.58	Not Applicable	
Total Comprehensive Income	784.95	1,959.39	Not Applicable	
EPS (Basic and Diluted)(Rs.)	228.85	571.25	8.06	
Source: Company filings with BSE				

The capital structure of the company as on the date of this Public Announcement is as

under.	
Particulars	Amount (in ₹ lakhs)
Authorised Capital	
25,00,000 Equity shares of ₹ 10/- each	250.00
Issue, Subscribed and Paid-up Equity Share Capital	
3,43,000 Equity shares of ₹ 10/- each	34.30

The charabolding pottern of the Company of an March 21, 2010 is given below

The shareholding pattern of the Company as on March 31, 2019 is given below:				
Category of shareholder	No. of shares held	Percentage of holding (in %)		
Promoters Shareholding				
Indian	1,88,550	54.97		
Foreign	-	-		
Sub-Total (A)	1,88,550	54.97		
Public shareholding				
Institutions				
Financial Institutions / Banks	-	-		
Alternate Investment Funds	-	-		
Foreign Portfolio Investor	-	-		
Foreign Institutional Investor	-	-		
Non-Institutions				
Individuals	78,494	22.88		
Clearing Members	1	0.00		
Bodies Corporate	75,805	22.10		
Trusts	150	0.04		
Sub-Total (B)	1,54,450	45.03		
Grand Total (A) + (B)	3,43,000	100.00		

4.7. The pre-listing shareholding pattern and likely post-delisting shareholding pattern of the Company, assuming that all Offer Shares with the Public Shareholders are acquired

pursuant to the Delisting Offer, will be as follows:						
	Before Delisting Offer		After Delisting Offer			
Category	Number of Equity Shares	% of shareholding	Number of Equity Shares	% of shareholding		
Acquirer (along with other Promoters/Promoter Group)	1,88,550	54.97	3,43,000	100.00		
Public Shareholding	1,54,450	45.03	-	-		
Total	3,43,000	100.00	3,43,000	100.00		

STOCK MARKET DATA

The high, low and the average market prices of equity shares traded in the preceding three Financial Years immediately preceding the Public Announcement are given

20.011				
Period	High (in ₹)	Low (in ₹)	Average Price (₹)	
FY 2019 (April 1, 2018 to March 31, 2019)	76.10	73.15	74.25	
FY 2018 (April 1, 2017 to March 31, 2018)	74.65	74.65	74.65	
FY 2017 (April 1, 2016 to March 31, 2017)	Nil	Nil	Nil	

5.2. The monthly high, low and volume of equity shares traded on BSE for the six calendar months immediately preceding the month in which the Public Announcement is made are given below:

Period	High (in ₹)	Low (in ₹)	Volume (No. of Equity Shares)
May 2019	71.70	71.70	50
April 2019	Nil	Nil	Nil
March 2019	73.15	73.15	10,305
February 2019	74.60	73.15	173
January 2019	Nil	Nil	Nil
December 2018	Nil	Nil	Nil

Source: www.bseindia.com

Note: For the purpose of aforesaid tables:

- Average Price is the average of the daily closing prices during the period.
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the equity shares of our Company for the year, or the month, as the case may be.
- Volume is the Monthly trading volume in number of equity shares for the period. STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE
- DELISTED AND STOCK MARKET INFORMATION The Acquirer seeks to delist the equity shares of the Company from BSE. The

Company has received the in-principle approval for de-listing from BSE vide their

letter no. LO\Delisting\CS\IP\99\2019-20 dated June 06, 2019.

DETERMINATION OF THE FLOOR PRICE 7.

- The Acquirer propose to acquire the equity shares of the Company from the Public Shareholders pursuant to a reverse book building process established in terms of Schedule II of the SEBI Delisting Regulations.
- The equity shares of the Company are currently listed and traded on BSE. The Security Code and Security ID of the Company are "501471" and "MACK" respectively and are placed under "XT" Group.
- The annualized trading turnover based on the trading volume of the equity shares on the BSE during the period from February 1, 2018 to January 31, 2019 (i.e. twelve calendar months prior to February 19, 2019, the date on which the Company has informed BSE about the intent received from Acquirer for the proposed delisting of the Company) is as under:

Particulars	BSE
Number of shares traded	61,406
Weighted average number of shares outstanding during the aforesaid period	3,43,000
Annualized Trading Volume (in percentage)	17.90%

The equity shares of Mack Trading Company Limited are frequently traded on BSE 7.4. in terms of Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

As required under Regulation 15(2) of the SEBI Delisting Regulations, the floor price of the Delisting Offer is required to be determined in terms of Regulation 8 of the Takeover Regulations, as may be applicable. The reference date for computing the floor price would be the date on which the recognized stock exchanges were notified of the board meeting in which the delisting proposal would be considered, i.e. February 19, 2019 ("Reference Date").

In terms of Regulation 8 of the SEBI Takeover Regulations, the floor price shall be

Particulars Particulars	Amount (in ₹)
The highest negotiated price per equity share of the Target for any acquisition under the agreement attracting the obligation to make a Public Announcement of an Open Offer	Nil
The volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with her, during the 52 (fifty-two) weeks immediately preceding the date of the Public Announcement	Nil
The highest price paid or payable for any acquisition by whether by the Acquirer or by any person acting in concert with her during the 26 (twenty-six) weeks immediately preceding the date of the Public Announcement	Nil
The volume-weighted average market price of equity shares for a period of 60 (sixty) trading days immediately preceding the date of the Public Announcement as traded on stock exchange where the maximum volume of trading in the equity shares of the Target are recorded during such period i.e. BSE.	73.76

Based on the above, the Acquirer proposes to offer the Floor Price of ₹ 73.76 (Rupees Seventy Three and Paise Seventy Six only)

The Acquirer had on February 21, 2019, sent a letter to the Company, providing the details of the aforementioned Floor Price along with a certificate provided by M/s Jhaveri Shah & Co., Chartered Accountants, certifying the floor price for the Delisting Offer to be ₹ 73.76 (Rupees Seventy Three and Paise Seventy Six only) computed in accordance with the SEBI Delisting Regulations. The Floor Price was disclosed to the Bombay Stock Exchange as part of the outcome of the meeting of the Board of Directors held on March 15, 2019.

DETERMINATION OF DISCOVERED PRICE AND EXIT PRICE

- The Acquirer proposes to acquire the Offer Shares from the Public Shareholders pursuant to a reverse book-building process through an acquisition window facility, i.e. separate acquisition window in the form of a web based bidding platform provided by the BSE, in accordance with the Stock Exchange Mechanism (the "Acquisition Window Facility" or "Offer To Buy"/"OTB"), conducted in accordance with the terms of the SEBI Delisting Regulations
- All Public Shareholders can tender their Offer Shares during the Bid Period as set out in Clause 11 of the Public Announcement
- 8.3. The Discovered Price payable by the Acquirer for the Offer shares will be the price at which the shareholding of the Promoters and Promoter Group reaches 90% of the outstanding paid-up equity share capital pursuant to a reverse-book building process through Acquisition Window Facility conducted in the manner specified in Schedule II of the SEBI Delisting Regulations which shall not be lower than the Floor Price.

The Acquirer is under no obligation to accept the Discovered Price. The Acquirer may at her discretion

- (i) Accept the Discovered Price or
- (ii) Offer a Price higher than the Discovered Price or
- (iii) Offer a Counter Offer Price The Exit Price shall be:

share capital.

- (i) The Discovered Price, if accepted by the Acquirer or
- (ii) A Price higher than the Discovered Price if offered by the Acquirer at her discretion or (iii) A Counter Offer Price offered by the Acquirer at her discretion which, pursuant to acceptance or rejection by the Public Shareholders, results in the shareholding of the Promoters and Promoter Group reaching 90% of the outstanding paid-up equity
- 8.4. The Acquirer may at her sole discretion acquire the Offer Shares subject to the conditions mentioned in Clause 9 of this Public Announcement at the Exit Price.
- The Acquirer shall announce the Discovered Price and the decision to accept or reject the Discovered Price, the Counter Offer Price and/or the Exit Price as applicable, in the same newspapers in which the Public Announcement is published, in accordance with the timetable set out in Clause 16 of this Public Announcement
- 8.6. Once the Acquirer announces the Exit Price, the Acquirer will acquire, subject to the terms and conditions set out in the Public Announcement and the Letter of Offer of the Delisting Offer, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- If the Acquirer does not accept the Discovered Price in terms of Regulation 16 of the SEBI Delisting Regulations or the Delisting Offer fails in terms of Regulation 17 of the SEBI Delisting Regulation:
 - (a) the Acquirer will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
 - (b) the Acquirer, through the Manager to the Offer, will within 5 working days of closure of the Bid Period announce such rejection of the Discovered Price or failure of the Delisting Offer, through announcement in all newspapers where the Public Announcement has been published:
 - (c) No final application for delisting shall be made before the BSE;
 - (d) The lien on the equity shares tendered in the Delisting Offer will be released and such equity shares shall be returned to the respective Public Shareholders from their relevant Seller Broker demat account within 10 (ten) working days from the closure of the Bid Period in accordance with Regulation 19(2)(a) of the SEBI Delisting Regulations:
 - (e) The Escrow Account opened under Regulation 11 of the SEBI Delisting Regulations shall be closed:

The Acquirer deciding in her sole and absolute discretion to accept the Discovered

- MINIMUM ACCEPTANCE AND SUCCESS CONDITIONS TO THE DELISTING OFFER The acquisition of equity shares by the Acquirer pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional
- Price or offer an Exit Price higher than the Discovered Price or offering a Counter Offer Price which, pursuant to acceptance and/or rejection by Public Shareholders, results in the shareholding of the Promoter and Promoter Group reaching 90% of the outstanding paid-up equity share capital. It may be noted that notwithstanding anything contained in the Public Announcement or the Letter of Offer, the Acquirer reserves the right to accept or reject the Discovered Price if the same is higher than the Floor Price;
- A minimum number of 1,20,150 (35.03%) Offer Shares being tendered at or below the Exit Price, prior to the closure of bidding period i.e. on the Bid Closing Date so as to cause the cumulative number of equity shares held by the Acquirer together with the Promoter and Promoter Group (as on date of the Public Announcement taken together with the Equity Shares acquired through the Acquisition Window Facility) to be equal to or in excess of 3,08,700 equity shares constituting 90% of the outstanding paid-up equity share capital ("Minimum Acceptance Condition");
- 9.3. A minimum number of 10 (Ten) shareholders (25% of number of Public Shareholders holding equity shares in dematerialized mode as on March 15, 2019, being the date of the meeting in which the proposal for Delisting was approved by the Board of Directors. shall participate in the reverse book building process, in accordance with Regulation 17(1)(b) of the SEBI Delisting Regulations, provided that if the Acquirer along with Manager to the Offer demonstrates to the BSE that they have delivered the Letter of Offer of this Delisting Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of delivery or through email as a text or as an attachment to email or as a notification providing electronic link or uniform resource locator including a read receipt (referred to as the "Letter of Offer Delivery Requirement"), then the mandatory participation of aforementioned number of Public Shareholders is not applicable;
- If the acquirer or the manager to the offer is unable to deliver the letter of offer to certain shareholders by modes other than speed post or registered post of India Post, then the delivery of the letters of offer to them will be made by speed post or registered post through India Post. In that case, a detailed account regarding the status of delivery of letter of offer (whether delivered or not) provided from India Post would be considered as deemed compliance with the Regulation 17 (1) (b) of the SEBI Delisting Regulations.

- The Acquirer obtaining requisite statutory approvals, if any, required for the delisting as stated in Clause 17 of this Public Announcement and meeting the conditions set out in Regulation 17 of the SEBI Delisting Regulations; and
- There being no amendments to the SEBI Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory/statutory authority/body or order from a court or competent authority which would in the sole opinion of the Acquirer, prejudice the Acquirer from proceeding with the Delisting Offer. Provided that, withdrawal of the Delisting Offer on this count shall be subject to the receipt of regulatory approvals, if any, as may be required for the same

ACQUISITION WINDOW FACILITY OR OFFER TO BUY (OTB)

- 10.1. SEBI, vide its circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("SEBI Circulars") has provided a framework for acquisitions pursuant to a delisting offer to be made through the stock exchanges ("Stock Exchange Mechanism"). As prescribed under the SEBI Circulars, the facility for such acquisitions shall be in the form of a separate window provided by a designated stock exchange having nationwide trading terminals. The Circulars further provide that the Stock Exchanges and Depositories shall take necessary steps and put in place necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and ensure compliance with the requirements of the Circular.
- 10.2. As such, the Acquirer has opted to avail the Stock Exchange Mechanism and Acquisition Window Facility or OTB provided by the BSE, in compliance with the SEBI Circulars. BSE is the designated stock exchange for the purpose of the Stock Exchange
- 10.3. The cumulative quantity tendered shall be displayed on website of the BSE at specific intervals during Bid Period
- 10.4. The Acquirer has appointed the Buyer Broker to undertake the acquisitions made pursuant to this Delisting Offer.

11. DATES OF OPENING AND CLOSING OF BID PERIOD

- 11.1. All the Public Shareholders holding equity shares in demat/electronic form are eligible to participate in the reverse book building process ("RBBP") by tendering, the whole or part of the equity shares held by them through the Acquisition Window Facility at or above the Floor Price. The Bid Period shall commence on opening of trading hours on the Bid Opening Date, i.e. June 14, 2019 and close on the end of trading hours on the Bid Closing Date, i.e. June 20, 2019. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where the Public Announcement is published
- 11.2. The Public Shareholders should note that the Bids are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 11.3. The Public Shareholders should submit their Bids through stock brokers registered with stock exchanges only. Thus, Public Shareholders should not send bids to Company/Acquirer/Manager to the Offer/Registrar to the Offer.
- 11.4. Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the equity shares by the Acquirer pursuant to the reverse book building process.
- 11.5. The Letter of Offer inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their equity shares by way of submission of "Bids" will be dispatched as indicated in Clause 16 of this Public Announcement.

PROCEDURE FOR TENDERING AND SETTLEMENT THROUGH STOCK EXCHANGE

- 12.1. The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their equity shares to the Acquirer will be dispatched to the Public Shareholders by the Acquirer whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date.
- 12.2. For further details on the schedule of activities, please refer to Clause 16 of the
- 12.3. In the event of an accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address - 21 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East) Mumbai - 400 093, clearly marking the envelope "Mack Trading Company Limited - Delisting Offer". Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the website of the BSE at www.bseindia.com, or from the website of the Manager to the Offer, at www.kjmc.com or from the website of the Registrar to the Offer, at www.unisec.in respectively.
- 12.4. The Delisting Offer is open to all Public Shareholders of the Company holding equity shares only in dematerialized form.
- 12.5. During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public Shareholders through their respective Seller Broker during normal trading hours of the secondary market. The Seller Brokers can enter orders for equity shares only in dematerialized form.

12.6. Procedure to be followed by Public Shareholders holding Equity Shares in

- Public Shareholders who desire to tender their equity shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Broker by indicating to their broker the details of equity shares they intend to tender under the Delisting Offer. The Public Shareholders should not send Bids to the Company or Acquirer or Manager to the Offer or to the Registrar to the Offer.
- The Seller Broker would be required to transfer the number of equity shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("Clearing Corporation") for the transfer of the equity shares to the Special Account of the Clearing Corporation before placing the bids/orders and the same shall be validated at the time of order entry
- The details of the Special Account of Clearing Corporation/Settlement Number shall be informed in the issue opening circular/notice that will be issued by the BSE/Clearing Corporation before the bid opening date.
- For Custodian Participant orders for equity shares in dematerialized form, early pay-in is mandatory prior to confirmation of the relevant order by custodian The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, any order modification shall be deemed to revoke the custodian confirmation relating to such order and the revised order shall be sent to the custodian again for
- Upon placing the bid, the Seller Broker shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder TRS will contain the details of order submitted like Bid ID No., DP ID. Client ID number of equity shares tendered and price at which the Bid was placed etc
- The Clearing Corporation will hold the equity shares tendered under the Offer in trust until the Acquirer completes her obligations under the Delisting Offer in accordance with the SEBI Delisting Regulations.
- The Public Shareholders who have tendered their equity shares in the Delisting Offer can hand deliver Tender Form duly signed (by all Public Shareholders in case shares are in joint names) in same order in which they hold the equity shares, along with the TRS generated by the exchange bidding system at the Office of Registra to the Delisting Offer, TRS will be generated by the respective Seller Broker. Public Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Delisting Offer, may send the same by registered post/speed post/courier, at their own risk, superscribing the envelope as "Mack Trading Company Limited - Delisting Offer", to the Registrar to the
- Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the equity shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - a) Duly attested power of attorney, if any person other than the Public Shareholder has signed the Tender Form;
 - b) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
- In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- In case of non-receipt of the completed Tender Form and other documents but receipt of equity shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Delisting Offer shall be deemed to have been accepted, for demat Public Shareholders.
- 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 failure of Delisting Offer. Further, Public Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of tendered shares.
- In case of non-receipt of the Letter of Offer/Bid Form, the Public Shareholder may participate in the Delisting Offer by downloading the Tender Form from the website of the BSE, at www.bseindia.com or from the website of the Manager to the Offer, at www.kjmc.com or from the website of the Registrar to the Offer, at www.unisec.in or by providing their application in writing on plain paper, signed by all Public Shareholders (in case of joint holding) stating name and address of Shareholder(s), number of equity shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and number of equity shares tendered under the Delisting Offer.
- Please note that submission of Bid Form and TRS is not mandatorily required in case of equity shares held in dematerialized form.

12.7. Procedure to be followed by Public Shareholders holding equity shares in physical form

As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, transfers of securities were not to be processed unless the securities are held in the dematerialized form with a depository. Further, as per the press release dated December 3, 2018 read with press release dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Delisting Offer unless such Equity Shares are in dematerialized form.

ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.

- 12.8. In the event Seller Broker(s) are not registered with the Designated Stock Exchange or if the Public Shareholders do not have any stock broker then that Public Shareholders can approach any stock broker registered with the BSE and can make a bid by using quick unique client code (UCC) facility through that stock broker registered with the BSE after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other stock broker registered with the Stock Exchanges, then the Public Shareholder may approach Acquirer's Broker viz. KJMC Capital Market Services Limited, to bid by using quick UCC facility
- 12.9. Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of the Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Broker, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market 1 (one) day before the Bid Closing Date will not be accepted. Any such request for withdrawal or upward revision should not be made to the Company or Acquirer or Registrar to the Offer or
- 12.10 It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their equity shares in the Acquisition Window Facility. The Acquirer shall assume that the eligible Public Shareholders have submitted their Bids only after obtaining applicable approvals, if any. The Acquirer reserves the right to reject Bids submitted for shares which are without a copy of the required approvals
- 12.11 The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto Offer Shares that are subject to any lien, charge or encumbrances are liable to be
- 12.12 Public Shareholders holding Offer Shares under multiple folios are eligible to participate in the Delisting Offer.
- 12.13 The Public Shareholders should further note that they should have a trading account with Seller Broker as the Bids can be entered only through their respective Seller Broker. The Seller Broker would issue contract note and pay the consideration to the respective Public Shareholder whose equity shares are accepted under the

The cumulative quantity of the equity shares tendered shall be made available on the website of the Bombay Stock Exchange at www.bseindia.com throughout the trading session and will be updated at specific intervals during the Bid Period.

METHOD OF SETTLEMENT

- Upon finalization of the Basis of Acceptance as per the SEBI Delisting Regulations: 13.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 13.2. The Acquirer shall pay the consideration payable towards purchase of the Offer Shares to the Buyer Broker who in turn will transfer the funds to the Clearing Corporation, on or before the pay-in date for settlement as per the secondary market mechanism For the Offer Shares acquired, the Public Shareholders will receive the consideration in their bank account attached to the depository account from the Clearing Corporation. If bank account details of any Public Shareholder are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the relevant Public Shareholder will be transferred to the concerned Seller Brokers for onward transfer to such Public Shareholder
- 13.3. 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 Broker'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 Designated Stock Exchange and the Clearing Corporation from time to time.
- 13.4. The Offer Shares acquired would either be transferred directly to the account of the Acquirer provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the account of the Acquirer on receipt of the Offer Shares pursuant to the clearing and settlement mechanism of the Designated Stock Exchange.
- 13.5. In case of rejected Offer Shares, if any, tendered by the Public Shareholders, the same would be transferred by the Clearing Corporation directly to the respective Public Shareholder's DP 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 Broker's depository pool account for onward transfer to the Public Shareholder. The Seller Broker/custodian participants would return these unaccepted Offer Shares to their respective clients (i.e. the relevant Public Shareholder(s)) on whose behalf the Bids have been placed.
- 13.6. The Seller Broker would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirer for the Offer Shares accepted under the Delisting Offer.
- 13.7. Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Broker for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted equity shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer, the Company, the Buyer Broker, the Registrar to the Offer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by

PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

The Public Shareholders may submit their Bids to the Seller Broker during the Bid Period. Additionally, once the equity shares have been delisted from the BSE, the Residual Public Shareholders may offer their Offer Shares for sale to the Acquirer at the Exit Price for a period of one year following the date of the Delisting of the equity shares from the BSE, i.e. Exit Window. A separate offer letter in this regard, explaining the procedure for tendering the shares, will be sent to these Residual Public Shareholders.

DETAILS OF THE ESCROW ACCOUNT

- 15.1. The estimated consideration payable under the SEBI Delisting Regulations, being the Floor Price of ₹ 73.76 (Rupees Seventy Three and Paise Seventy Six only) per Equity Share multiplied by the number of Offer Shares, i.e., 1,54,450 (One Lakh Fifty Four Thousand Four Hundred and Fifty Only) Offer Shares, is ₹ 1,13,92,232 Two Only) ("Escrow Amount").
- 15.2. In accordance with Regulations 11(1) and 11(3) of the SEBI Delisting Regulations, the Acquirer, the Escrow Bank – IndusInd Bank Ltd., a scheduled commercial bank and a banker to an issue registered with SEBI and the Manager to the Offer have entered into an escrow agreement dated May 3, 2019 pursuant to which the Acquirer has in the Escrow Account deposited an amount representing 100% of the Escrow Amount marking lien in favor of the Manager to the Offer by way of deposit of cash of ₹ 1,13,92,232 (Rupees One Crore Thirteen Lakhs Ninety Two Thousand Two Hundred and Thirty Two only) on June 4, 2019. The Escrow Amount has been deposited by the Acquirer in the

	(Amount in <)
Mode of funding	Amount
Cash Escrow	1,13,92,232
Bank Guarantee	-
Total	1 13 92 232

- 15.3. On determination of the Exit Price and making of the Public Announcement under Regulation 18 of the SEBI Delisting Regulations, the Acquirer shall ensure compliance with Regulation 11(2) of the SEBI Delisting Regulations.
- 15.4. In the event that the Acquirer accepts the Discovered Price and offers the Exit Price, the Acquirer shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders whose shares are validly accepted, the consideration at the Exit Price. In such a case, the Acquirer shall also ensure that the lien marked remains valid on the additional amount until the expiry of the Exit Window.
- 15.5. Further, the Escrow Bank will open the Special Account ("Special Account") on the instructions of the Acquirer and the Manager to the Offer, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer, The Manager to the Offer shall instruct the Escrow Bank to transfer the total consideration amount to the Special Account.
- 15.6. Where the Delisting Offer fails:
 - The equity share deposited or pledged by a shareholder shall be returned or released to him within ten working days from the end of the bidding period.
 - No final application shall be made to the BSE for delisting of the shares; and iii. The Escrow Account opened shall be closed.

PROPOSED SCHEDULE OF ACTIVITIES FOR THE DELISTING OFFER The proposed Schedule of Activities for the Delisting Offer is as follows:

		,
Resolution for approval of the Delisting Proposal passed by the board of directors the Company	March 15, 2019	Friday
Specified Date for determining the names of the Public Shareholders to whom the Letter of Offer shall be sent*	June 7, 2019	Friday
Date of publication of Public Announcement	June 7, 2019	Friday
Last date of dispatch of the Letter of Offer to the Public Shareholders as on Specified Date	June 10, 2019	Monday
Bid Opening Date (bid starts at trading hours)	June 14, 2019	Friday
Last date for revision (upwards) or withdrawal of Bids	June 19, 2019	Wednesda
Bid Closing Date (bid closes at end of trading hours)	June 20, 2019	Thursday
Last date of announcement of the Discovered Price/ Exit Price and the Acquirer's Acceptance/ Non-acceptance of the Discovered Price/Exit Price	June 27, 2019	Thursday
Last date for payment of consideration to Public Shareholders#	July 4, 2019	Thursday
Last date for return of the equity shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	July 4, 2019	Thursday

* The Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) holding equity shares of the Company in demat/electronic form are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

Subject to the acceptance of the Discovered Price or Exit Price.

- 1. Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.
- 2. All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of corrigendum in all the newspaper in which the Public Announcement has appeared.

17. STATUTORY APPROVALS

- 17.1. The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot, results which were declared on April 25, 2019 in respect of delisting of equity shares from the BSE, in accordance with the SEBI Delisting Regulations. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 1,51,955 (One lakh fifty one thousand nine hundred and fifty five only) votes which is more than two times the number of votes cast by the Public Shareholders against it i.e. 11 (eleven only) votes.
- 17.2. The BSE have given their in-principle approval for delisting of the equity shares vide their letter no. LO\Delisting\CS\IP\99\2019-20 dated June 06, 2019 in accordance with Regulation 8(3) of the SEBI Delisting Regulations.
- 17.3. If the shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, or any other regulatory body) in respect of the equity shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the equity shares, to tender the equity shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such equity shares tendered in the Offer. Further, by agreeing to participate in the Delisting Offer the non-resident and NRI shareholders are deemed to have given the Company/Acquirer, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS in the SMF form, if necessary and undertake to provide assistance to the Company/Acquirer for such regulatory reporting, if required by the Company/Acquirer.
- 17.4. To the best of the Acquirer's knowledge, as of the date of this Public Announcement, there is no other statutory or regulatory approval(s) pending to implement the Delisting Offer. If any statutory or regulatory approvals become applicable subsequently, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to receipt of such statutory or regulatory approval(s). In the event that the receipt of the statutory/regulatory approvals are delayed, changes to the proposed timetable, if any, shall be intimated to BSE, and hence made available for the benefit of Shareholders.
- 17.5. It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Delisting Offer.
- 17.6. The Acquirer reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in Clause 9 of this Public Announcement are not fulfilled and if the approvals indicated above are not obtained or conditions which the Acquirer considers in her sole discretion to be onerous are imposed in respect of such

CERTIFICATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company hereby certifies that:

- (a) There has been no material deviation in the utilisation of proceeds from issue of securities made during the last five years immediately preceding the date of Public Announcement, from the stated object of the issue
- (b) all material information which is required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Bombay Stock Exchange, have been disclosed to the Bombay Stock Exchange, as applicable;
- (c) the Company is in compliance with the applicable provisions of securities laws except non-compliance with Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 47 (a) of the Listing Agreement, as applicable till November 30, 2015 with respect to appointment of qualified Company Secretary as a Compliance Officer prior to October 3, 2018 except for the period between January 23, 2015 to July 31, 2015;
- (d) the Acquirer or Promoter or promoter group or their related entities have not carried out any transaction during the aforesaid period to facilitate the success of the delisting offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations;
- (e) the Delisting Offer and the consequent delisting of the equity shares from the BSE is in the interest of the shareholders

COMPLIANCE OFFICER OF THE COMPANY

The details of the Compliance Officer of the Company are as under:

Name: Ms. Pooja Garg Designation: Company Secretary

Tel. No.: +91 22 2204 7404

Address: 5C, Sindhu House, Nanabhai Lane, Flora Fountain, Fort, Mumbai-400 001 E-mail: info@macktradingcompany.com

In case the Public Shareholders have any gueries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to Registrar to the Offer or Manager to the Offer.

STOCK BROKER OF THE ACQUIRER

The Acquirer has appointed KJMC Capital Market Services Limited, having their registered office at 168, 16th Floor, Atlanta, Nariman Point, Mumbai 400 021, as the Stock Broker of the Acquirer ("Buyer Broker"), Tel. No. +91 22 4094 5500; Fax: +91 22 2285 2892; Email: deal@kjmc.com; Contact Person: Mr. Aftab Kagalwalla

21. DISCLAIMER CLAUSE

- It is to be distinctly understood that the permission to be 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.
- 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 Public Announcement and the Letter of Offer 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
- 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 book- building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

GENERAL DISCLAIMER

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 Acquirer, the Manager to the Offer or the Company or the Registrar to the Offer or the Buyer Broker whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Offer and tender of equity shares through reverse book building process through Acquisition Window Facility or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever. Public Shareholders will be able to download the Public Announcement from website of Manager to the Offer i.e. www.kjmc.com

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date.

This Public Announcement is expected to be available on the website of the BSE at www.bseindia.com and the website of the Registrar to the Offer, at www.unisec.in. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form from the websites of the BSE, the Manager to the Offer and the Registrar to the Offer.

MANAGER TO THE DELISTING OFFER REGISTRAR TO THE DELISTING OFFER

KJMC CORPORATE ADVISORS (INDIA) LIMITED UNIVERSAL CAPITAL SECURITIES PVT. LTD. SEBI Regn No.: INM000002509 162, 16th Floor, Atlanta Nariman Point, Mumbai 400021 Telephone: +91 22 4094 5500: Fax: +91 22 2285 2892

Place: Mumbai

Date : June 6, 2019

Email: mack.delisting@kjmc.com Website: www.kjmc.com Contact Person: Mr. Kaushal Patwa/ Mr. Ghanshyam Kapadia

21, Shakil Niwas, Opp. Satya Saibaba Temple Mahakali Caves Road, Andheri (East). Mumbai - 400 093. **Tel. No.:** +91 22 2820 7203 Fax No.: +91 22 2820 7207 E-mail: info@unisec.in Website: www.unisec.in

(Formerly known as Mondkar Computers Pvt Ltd.) SEBI Regn. No.: INR000004082

Contact Person: Mr. Devanand Dalvi For and Behalf of the Acquirer

[Rita Pavankumar]