

# पाली अंबा नदी पुत

पाली-बेणसे, दि. : वाकण पात अत्यंत महत्वाचा मार्ग असून सद्यस्थितीत सतत जिवधेण्या अपघाती घटनांची माहोगेकरीता सामाजिक कार्यकर्त्या लतात करून प्रशासनाचे लक्ष वेधले होते. लता प्रशासनाने दिलेल्या आश्वासानुसार पुत पाणी जात आहे. त्यामूळे पुलावरून पाणी व सावधानतेचा इशारा देण्यासाठी एमएस

**नॅशनल स्टॅण्डर्ड (इंडिया) लिमिटेड**  
 सीआयएन: एल२०१०१एमएच१९६२वीएलसी२६५१५९  
 नोंदणीकृत कार्यालय: ४१२, ४था मजला, १७जी, वर्धमान चेंबर, कावसजी पटेल रोड, हार्मिन संकल, फोर्ट, मुंबई-४००००१. दूर: +९१-२२-२३०२४४०० फॅक्स: +९१-२२-२३०२४५५०  
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सूचना  
 सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्कोजूर रिकायमेंट्स) नियुक्तान २०१५ च्या नियम ४७ सहवाचिता नियम २९ नुसार येथे सूचना देण्यात येत आहे की, ३० जून, २०१८ रोजी संपलेल्या तिमाहीकरिता कंपनीचे अलेखापरिहित वित्तीय निष्कर्ष विचारात घेणे व मान्यता देणे बाकीता गुरुवार, ९ ऑगस्ट, २०१८ रोजी कंपनीच्या संचालक मंडळाची सभा होणार आहे.  
 सदर सूचना कंपनीची वेबसाईट [www.nsil.net.in](http://www.nsil.net.in) वर आणि स्टॉक एक्सचेंजच्या [www.bseindia.com](http://www.bseindia.com) वेबसाईटवर उपलब्ध होईल. कंपनीचे व्यापार दिवशी १६ जुलै, २०१८ ते १९ ऑगस्ट, २०१८ (रोन्ही दिवस समाविष्ट) पर्यंत बंद ठेवण्यात येतील.

नॅशनल स्टॅण्डर्ड (इंडिया) लिमिटेडकरिता  
 सही/-  
 विक्रम शाह  
 कंपनी सचिव व सक्षम अधिकारी  
 सदस्यत्व क्र. एसीएस-१२८९०१

दिकाण: मुंबई  
 दिनांक: १८ जुलै, २०१८

**sonal सोनल अॅडेसिव्हस् लिमिटेड**  
 नोंदणीकृत कार्यालय: प्लॉट क्र. २८/१ए, टकाई-अदोसी रोड, पोस्ट खोपोली, ता. खातापूर, जि. गवगड, खोपोली-४१०२०३. सीआयएन-एल२००४एमएच१९९१पीएलसी०६४०४५. दूर: ९१ २१९२ २६२६२०, ई-मेल: info@sonal.co.in, वेबसाईट: www.sonal.co.in

सूचना  
 सिक्स्युरिटीज अँड एक्सचेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्लिगेशन्स अँड डिस्कोजूर रिकायमेंट्स) नियुक्तान २०१५ च्या नियम ४७ सहवाचिता २९ नुसार येथे सूचना देण्यात येत आहे की, ३० जून, २०१८ रोजी संपलेल्या प्रथम तिमाहीकरिता अलेखापरिहित वित्तीय निष्कर्ष विचारात घेणे व मान्यता देणे बाकीता गुरुवार, दि. १० ऑगस्ट, २०१८ रोजी कंपनीच्या संचालक मंडळाची सभा होणार आहे. सर्व तपशिल कंपनीच्या [www.sonal.co.in](http://www.sonal.co.in) वेबसाईटवर आणि स्टॉक एक्सचेंजच्या [www.bseindia.com](http://www.bseindia.com) वेबसाईटवर सुध्दा उपलब्ध आहे.

सोनल अॅडेसिव्हस् लिमिटेडकरिता  
 सही/-  
 संदीप अरोरा  
 दिनांक: १९/०७/२०१८  
 दिकाण: खोपोली  
 व्यवस्थापकीय संचालक व सक्षम अधिकारी

## DETAILED PUBLIC STATEMENT

Registered Office: 3, Ground Floor, 14, YUNUS SARESHWALA

Open Offer for acquisition upto 1,69,37,847 Equity Shares of YUNUS SARESHWALA

This Detailed Public Statement ("DPS") is being issued by Mr. Uves Yunus Sareshwala (Acquirer 2) and Mr. Zafar Yunus Sareshwala (Acquirer 1) to the Securities and Exchange Board of India ("SEBI") vide its Order dated 22.07.2018 and in compliance with, among others, Regulation 23 of the Securities and Exchange Board of India (Delisting of Shares) Regulations, 2009 ("SEBI (Delisting) Regulations") and subsequent amendments thereto (if any) made on July 12, 2018 with the BSE Limited in terms of Regulation 3(2) and Regulation 4 of the BSE Listing Regulations, 2008.

### A. ACQUIRER, TARGET COMPANY AND INFORMATION ABOUT THE ACQUIRER

**A1 Mr. Zafar Yunus Sareshwala - Acquirer 1**

A1.1 Mr. Zafar Yunus Sareshwala Soni, Ahmedabad-380007, Gujarat, India

A1.2 He holds 50,00,000 Equity Shares of YUNUS SARESHWALA and proposes to acquire 84,68,924 equity shares of YUNUS SARESHWALA.

A1.3 The details of the ventures promoted by Acquirer 1 are as follows:

Sr. No.	Name of the Entity
1	Parsoli Corporation Limited
2	Parsoli Motor Works Private Limited

A1.4 Except as mentioned in clause A1.3, Acquirer 1 does not hold any other interest in any other entity.

A1.5 The Net Worth of Acquirer 1 is Rs. 0.12679, Partner of M/s Chandabhoys Roads, Paldi, Ahmedabad-380007.

A1.6 Acquirer 1 does not hold any position in any other entity.

A1.7 Acquirer 1 is elder brother of Acquirer 2.

### A2. Mr. Uves Yunus Sareshwala - Acquirer 2

A2.1 Mr. Uves Yunus Sareshwala Soni, Ahmedabad-380007, Gujarat, India

A2.2 He holds 16,84,800 Equity Shares of YUNUS SARESHWALA and proposes to acquire 84,68,923 equity shares of YUNUS SARESHWALA.

A2.3 The details of the ventures promoted by Acquirer 2 are as follows:

Sr. No.	Name of the Entity
1	Parsoli Corporation Limited
2	Parsoli Motor Works Private Limited

A2.4 Except as mentioned in clause A2.3, Acquirer 2 does not hold any position in any other entity.

A2.5 The Net Worth of Acquirer 2 is Rs. 0.12679, Partner of M/s Chandabhoys Roads, Paldi, Ahmedabad-380007.

A2.6 Acquirer 2 does not hold any position in any other entity.

A2.7 Acquirer 2 is younger brother of Acquirer 1.

### A3. Other Details about the Acquirers

A3.1 The Equity Shares tendered in this Offer are held by Acquirer 1 and Acquirer 2.

A3.2 The Acquirers were restrained by SEBI from dealing in the Equity Shares of YUNUS SARESHWALA under SEBI Act.

A3.3 SEBI had initiated adjudication proceedings against Acquirer 1 and Acquirer 2 as informed by SEBI vide its Order dated 22.07.2018 with the BSE Limited in terms of Regulation 3(2) and Regulation 4 of the BSE Listing Regulations, 2008.

A3.4 The Acquirers have not been called as defaulters issued by the Reserve Bank of India.

Details	Acquirer 1		Acquirer 2	
	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	50,00,000	17.84	16,84,800	6.01
Shares proposed to be acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations, 2011	N.A.	N.A.	N.A.	N.A.
Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil
Shares proposed to be acquired in the Offer (assuming full acceptance)	84,68,924	30.22%	84,68,923	30.22%
Post Offer shareholding on 10th working day after closing of Tendering period	1,34,68,924	48.06%	1,01,53,723	36.23

### IV. OFFER PRICE:

- The equity shares of the Target Company are listed on BSE and trading of which is suspended since July 19, 2010.
- As per WTM Order dated July 27, 2010, it is directed by SEBI that the value per share for the purpose of this Open Offer shall be determined by the valuer in the manner prescribed in regulation 23 of the Securities and Exchange Board of India (Delisting of Shares) Regulations, 2009 ("SEBI (Delisting) Regulations").
- This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- As on the date of PA the Equity Shares of the Target Company were listed on BSE and, as on the date of this DPS trading of which is suspended since July 19, 2010.
- It was concluded that Book Value method will be most effective method for working out the valuation of equity shares of the Target Company the reason whereof have been explained in the Valuation Report.
- Considering the calculation, the share value of the Target Company as on March 31, 2018 is arrived at Rs. (3.41). Since value of shares results into a negative figure, a token value of shares is considered at Rs. 0.25/- (Twenty Five Paise) per share. (Source- as certified by Mr. Ravindra C. Mehta (Membership No. 043051), Partner of M/s Asim Ravindra & Associates, Chartered Accountants (FRN No. 118775W) having its Office at 212, Shreyas, Opposite Jain Temple, Navrangpura, Ahmedabad, Ph.: +91-9375010542; E-mail: ravimcmehta@gmail.com vide certificate dated June 23, 2018).
- In view of parameters considered and presented hereinabove, in the opinion of Acquirers and Manager to the Offer, the Offer Price of Rs. 0.25/- (Twenty Five Paise Only) per share is justified in terms of Regulation 23 of the SEBI (Delisting) Regulations. The said price is also considered as a fair price in terms of Regulation 8 of SEBI (SAST) Regulations for the purpose of this Open Offer.
- There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- In the event of further acquisition of equity shares of the Target Company by Acquirers during the offer period, whether by subscription or purchase, at a price higher than offer price, then offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company after the third working day prior to commencement of the tendering period and until the expiry of the tendering period.
- The Acquirers shall disclose during the offer period every acquisition made by them of any equity shares of the Target Company to the stock exchanges and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6) of SEBI (SAST) Regulations.
- If the Acquirers acquire equity shares of the Target Company during the period of twenty six weeks after the tendering period at a price higher than offer price, then Acquirers shall pay the difference between the highest acquisition price and offer price to all the shareholders whose shares have been accepted in the offer within sixty days from the date of acquisition. However, no such difference shall be paid in event that such acquisition is made under an open offer under the SEBI (SAST) Regulations or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchase made in the ordinary course on the stock exchange not being negotiated acquisition of shares of the target company in any form.
- As on the date of this DPS, there is no revision in the open offer size or open offer price. In case of any revision in the open offer size or open offer price, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all provisions of the SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the open offer price or open offer size.
- If there is any revision in the offer price on account of future purchase / competing offer, it will be done only up to the period prior to 3 (three) working days before the date of commencement of the tendering period and would be notified to the shareholders.
- Pursuant to completion of this Offer, assuming full acceptance to this Offer, the Shareholding of Acquirers in the Target Company would be 84.28%, therefore the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended. In the WTM Order dated July 27, 2010, SEBI has directed BSE to compulsorily delist the Target Company if the public shareholding reduces below the minimum level in view of this Open Offer.

### V. FINANCIAL ARRANGEMENTS:

- The total fund requirement for the open offer (assuming full acceptances) i.e. for acquisition upto 1,69,37,847 (One Crore Sixty Nine Lakhs Thirty Seven Thousand Eight Hundred Forty Seven) Equity Shares from the public shareholders of the Target Company at an offer price of Rs. 0.25/- (Twenty Five Paise Only) per fully paid up equity share is Rs. 42,34,461.75/- (Rupees Forty Two Lakhs Thirty Four Thousand Four Hundred Sixty One and Seventy Five Paise Only) (the "Maximum Consideration").
- The Acquirers have adequate resources and have made full financial arrangement for financing of the Equity Shares under the offer in terms of Regulation 25(1) of SEBI (SAST) Regulations. The acquisition will be financed through internal resources of the Acquirers.
- The Acquirers, the Manager to the Offer and Axis Bank Limited, a Company incorporated under the Companies Act, 1956 and carrying on business as banking company under Banking Regulations Act, 1949 having one of its branch office at Nehrunagar, Ahmedabad has entered into Escrow Agreement on July 13, 2018 for the purpose of the offer (the "Offer Escrow Agreement") in accordance with Regulation 17 of the SEBI (SAST) Regulations. The Acquirers have deposited cash of Rs. 10,60,000/- (Rupees Ten Lakhs Sixty Thousand Only) ("Security Deposit") being more than 25% of maximum consideration in an escrow account in the name and style as Parsoli Corporation Limited - Open Offer Escrow Account (the "Escrow Account") opened with Axis Bank Limited.
- The Acquirers have authorised the Manager to the Offer to realise the value of Escrow Account opened in terms of the SEBI (SAST) Regulations.
- Mr. Gautam N. Shah (Membership No. 012679), Partner of M/s Chandabhoys & Jasssoobhoys, Chartered Accountants (FRN: 101648W) having its office at No. 605-606-607, Silver Oaks, Nr. Mahalaxmi Cross Roads, Paldi, Ahmedabad-380007, Tel. No.: (079) 26586063 / 26586069, Cell No.: 98242 56190 / 98247 99760, Email ID: cnjabd@gmail.com / cnjabd@yahoo.com vide its 2 separate certificates dated July 14, 2018 certified that the Acquirer 1 and Acquirer 2 have sufficient resources to meet the fund requirement for the takeover of Target Company.