

MARK
CORPORATE ADVISORS

August 21, 2017

MCAPL: MUM: 2017-18: 0176

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai-400 051

Dear Sir/Madam,

Sub : Submission of Pre-Offer PA

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

With reference to the captioned Open Offer, we have carried out a Pre-Offer Advertisement today i.e. August 21, 2017 (Monday), in terms of regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and amendments thereof [SEBI (SAST) Regulations, 2011].

As required, the Pre-Offer Advertisement has been published in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Navshakti (Marathi) (Mumbai Edition).

We are enclosing herewith a copy of the newspaper clipping of the Pre-Offer Advertisement published in Financial Express (English) (All Editions) for your kind perusal.

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

Please acknowledge the same.

Thanking you,

Yours truly,

for Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl.: As Above.

MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057
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ALANKIT LIMITED

(CIN: L74900DL1993PLC036860)

Registered Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110 055
Tel. No.: +91 11 2354 1234/4154 0028/4254 1234; E-Mail ID: investor@alankit.com, info@alankit.com; Website: www.alankit.in

This advertisement is issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of Mr. Alok Kumar Agarwal ("Acquirer 1"), Mrs. Alka Agarwal ("Acquirer 2"), Mr. Ankit Agarwal ("Acquirer 3"), Mrs. Sakshi Agarwal ("Acquirer 4"), Mrs. Pratishtha Garg ("Acquirer 5"), Alankit Assignments Limited ("Acquirer 6") and Alankit Associates Private Limited ("Acquirer 7"), (collectively being the "Acquirers") pursuant to Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011" ("Regulations")), in respect of the Open Offer to acquire 3,71,89,200 Equity Shares of ₹1 each of Alankit Limited ("Alankit" "Target Company") representing 28% of the Equity Share Capital of the Target Company. The Detailed Public Statement ("DPS") with respect to the Offer was published on June 08, 2017 (Thursday) in the following newspapers:

Publication	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

- The Offer Price is ₹33.30 (Rupees Thirty Three and Paise Thirty only) ("Offer Price").
- The Committee of Independent Directors ("IDC") of the Target Company has issued the following recommendation (relevant extract) on the Offer, which was published on August 11, 2017 (Friday) in the above mentioned newspapers:

Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable.
Summary of reasons for recommendation	IDC has taken into consideration the following for making the recommendation: IDC has reviewed (a) The Public Announcement ("PA") dated June 02, 2017 in connection with the Offer issued on behalf of the Acquirers (b) The Detailed Public Statement ("DPS") which was published on June 08, 2017 and (c) The Letter of Offer ("LoF") dated August 05, 2017. Based on the review of PA, DPS and LoF, the IDC is of the opinion that the Offer Price of ₹33.30 (Rupees Thirty Three and Paise Thirty only) per Equity Share offered by the Acquirers (more than the highest price amongst the selective criteria mentioned under Justification of Offer Price) is in line with the Regulation prescribed by SEBI under the Regulations and prima facie appears to be justified.

- There was no Competitive Bid.
- The Registrar to the Offer has confirmed that the Letter of Offer to the shareholders of the Target Company whose name appears as on the Identified Date i.e. August 04, 2017 (Friday) have been dispatched on August 08, 2017 (Tuesday). However, accidental omission on dispatch or non-receipt of this LoF to or by any eligible shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- Please note that a copy of the LoF is also available on the website of SEBI, i.e. www.sebi.gov.in. Further, in case of non-receipt/non-availability of the LoF, the application can be made on plain paper along with the following details:
 - In the case of Equity Shares held in physical form: Eligible Person(s) may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They can participate by submitting an application to their Broker/Trading Broker on the plain paper giving details regarding their Shareholding and requisite documents as mentioned in the LoF. They have to deliver Physical Share Certificates and other relevant documents along with the Transaction Registration Slip to the Registrar to the Offer by Registered Post/Speed Post/Courier/Hand Delivery so as to reach to the Registrar within two (2) days from the Closing of the Offer.
 - In case of Equity Shares held in dematerialized form: The Seller Member 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 Equity Shares to the Special Account of the Clearing Corporation before placing the bid/offer and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular issued by BSE/Clearing Corporation.
- The salient features of Share Sale/Purchase Confirmation ("SSPC") are as under:
 - SSPC between Divakar Commercial Private Limited and Acquirer 2:**
 - The Seller is the registered member and legal beneficial owner of 2,80,00,000 (Two Crores Eighty Lacs only) (hereinafter referred to as "Sale Shares") Equity Shares of ₹1 (Rupee One Only) each fully paid-up in the Target Company ("Equity Shares") which represents approximately 18.19% of the Issued, Subscribed and Paid-up Share Capital/Voting Capital of the Target Company.
 - The Negotiated Price for the purchase of Equity Shares is ₹12 (Rupees Twelve only) per Equity Share for 2,80,00,000 Equity Shares, aggregating ₹33,60,00,000 (Rupees Thirty Three Crores Sixty Lacs only) ("Purchase Consideration").
 - An earnest money deposit of 5% of the total consideration i.e. ₹1,68,00,000 (Rupees One Crore Sixty Eight Lacs only) is paid to the Seller by the Acquirer for the Sale Shares simultaneously on signing of Share Sale/Purchase Confirmation.
 - The balance amount of ₹31,92,00,000 (Rupees Thirty One Crores Ninety Two Lacs only) will be paid to the Seller in tranches on or before either receipt of Final Observation Letter by the Acquirer from SEBI or six (6) months from the date of Share Sale/Purchase Confirmation, whichever is later.
 - The said Equity shares will be lying in the Seller's Demat Account and will be transferred to the Acquirer's Demat Account, only after the completion of the Open Offer, subject to receipt of full payment from the Acquirer.
 - SSPC between Navvive Commercial Private Limited and Acquirer 6:**
 - The Seller is the registered member and legal beneficial owner of 2,80,00,000 (Two Crores Eighty Lacs only) (hereinafter referred to as "Sale Shares") Equity Shares of ₹1 (Rupee One Only) each fully paid-up in the Target Company ("Equity Shares") which represents approximately 18.19% of the Issued, Subscribed and Paid-up Share Capital/Voting Capital of the Target Company.
 - The Negotiated Price for the purchase of Equity Shares is ₹12 (Rupees Twelve only) per Equity Share for 2,80,00,000 Equity Shares, aggregating ₹33,60,00,000 (Rupees Thirty Three Crores Sixty Lacs only) ("Purchase Consideration").
 - An earnest money deposit of 5% of the total consideration i.e. ₹1,68,00,000 (Rupees One Crore Sixty Eight Lacs only) is paid to the Seller by the Acquirer for the Sale Shares, simultaneously, on signing of this Share Sale/Purchase Confirmation.
 - The balance amount of ₹31,92,00,000 (Rupees Thirty One Crores Ninety Two Lacs only) will be paid to the Seller in tranches on or before either receipt of Final Observation Letter by the Acquirer from SEBI or six (6) months from the date of this Share Sale/Purchase Confirmation, whichever is later.
 - The said Equity shares will be lying in the Seller's Demat Account and will be transferred to the Acquirer's Demat Account, only after the completion of the Open Offer, subject to receipt of full payment from the Acquirer.
- As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR as amended and the Listing Agreement. However, the Acquirers undertake to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the SEBI (LODR) Regulations and Regulation 7(4) of the Regulations within the time period mentioned therein.
- Mr. Alok Kumar Agarwal ("Acquirer 1") started his career in the year 1982. He was working as a Finance Executive in Badwar & Co., (Unit No. 1) Ltd. Thereafter, he started his own firm, M/s Alok & Co., Chartered Accountants, and started practicing as a Chartered Accountant. In 1991, he incorporated Alankit Assignments Ltd and became SEBI Registered Registrar & Share Transfer Agent in 1995. Since then he ventured and diversified into various other line of business like e-governance, Finance, Capital Markets, Share & Stock Broker, etc.
- Mr. Ankit Agarwal ("Acquirer 3") started working in M/s Alok & Co., Chartered Accountants, in the year 2007. Thereafter, he started working with Alankit Assignments Limited in December 2008. Thereafter, he joined Aditya Birla Management Corporation Private Limited handling matters pertaining to Company Law, Income Tax, etc., and worked there till July 2009. Since August 2009, he is associated with Alankit Group handling e-governance and Financial Services, etc.
- Mr. Shyam Kishore Lal, an Independent Director, having PAN as AAAPL 0043 Q and having DIN as 03602766 is residing at 58, Celebrity Homes, Shamipet, R R District, Hyderabad - 500 076. He has over 4 decades experience in SBI Group and currently working in Financial Services Sector.
- The Acquirers acquired 3,49,210 Equity Shares during the 52 weeks preceding the date of Public Announcement at the price ranging from ₹127.79 to ₹136.41 between June 15, 2016 and August 12, 2016. Thereafter, Bonus Shares were issued & allotted in the ratio of 1:1 (One Share against One Share) in the month of October 2016. Further, there was sub-division of Equity Shares of Face Value of ₹2 each into Face Value of ₹1 each in the month of December 2016. Therefore, the volume-weighted average price paid for acquisition by the Acquirers, during 52 weeks preceding the date of PA is ₹33.21 per Equity Share.
- SEBI had issued administrative warnings to Alankit Assignments Limited ("Acquirer 6") on August 21, 2008 in case of Shree Precoated Swale Ltd for entry of wrong telephone number as contact number of several clients. Further, SEBI also issued an administrative warning letter to Alankit Assignments Limited ("Acquirer 6") on July 14, 2017 in the matter of KYC related compliances in various cases.
- None of the companies (except the Target Company) which are promoted/controlled/managed by the Acquirers are listed on any of the Stock Exchange(s).
- Schedule of Activities:**
The Schedule of Activities has been revised and the necessary changes have been incorporated in the LoF at all the relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Date of Activity	Original Day & Date	Revised Day & Date
Date of Public Announcement	Friday, June 02, 2017	Friday, June 02, 2017
Date of publishing the Detailed Public Statement	Thursday, June 08, 2017	Thursday, June 08, 2017
Last date for filing of Draft Letter of Offer with SEBI	Thursday, June 15, 2017	Thursday, June 15, 2017
Last date of a Compelling offer	Friday, June 30, 2017	Friday, June 30, 2017
Latest date by which SEBI's observations will be received	Friday, July 07, 2017	Thursday, August 03, 2017
Identified Date*	Tuesday, July 11, 2017	Friday, August 04, 2017
Last date by which the Letter of Offer will be dispatched to the Shareholders (except the Acquirers and the Sellers of the Target Company) as on the Identified date	Tuesday, July 18, 2017	Wednesday, August 09, 2017
Last Date for revising the Offer Price/number of shares	Wednesday, July 19, 2017	Monday, August 14, 2017
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Friday, July 21, 2017	Friday, August 18, 2017
Date of Pre-Offer advertisement for Opening the Offer	Monday, July 24, 2017	Monday, August 21, 2017
Date of Commencement of the Tendering Period (Offer opening date)	Tuesday, July 25, 2017	Tuesday, August 22, 2017
Date of Closing of the Tendering Period (Offer closing date)	Monday, August 07, 2017	Tuesday, September 05, 2017
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificates/return of unaccepted share certificates/credit of unaccepted shares to demat account	Wednesday, August 23, 2017	Tuesday, September 19, 2017

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the Shareholders (registered or unregistered) of the Target Company (except the Acquirers and the Sellers) are eligible to participate in this Offer any time during the tendering period of the Offer.

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement will be available on the website of SEBI i.e. www.sebi.gov.in.

Issued by the Manager to the Offer for and on behalf of the Acquirers:

MARK CORPORATE ADVISORS PRIVATE LIMITED
CIN: U67100MH2008PTC018199
40A/1, The Summit Business Bay, Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East), Mumbai-400 057
Telefax No.: +91 22 2612 3207/706
Contact Person: Mr. Manish Gaur
Email: openoffer@markcorporatedvisors.com
SEBI Registration No.: INM00012128

Sd/- Alok Kumar Agarwal ("Acquirer 1")	Sd/- Alka Agarwal ("Acquirer 2")	Sd/- Ankit Agarwal ("Acquirer 3")	Sd/- Sakshi Agarwal ("Acquirer 4")
Sd/- Pratishtha Garg ("Acquirer 5")	Sd/- Alankit Assignments Ltd. ("Acquirer 6")	Sd/- Alankit Associates Private Ltd. ("Acquirer 7")	

*Signed by duly constituted Power of Attorney holder, Alok Kumar Agarwal

Date : August 21, 2017
Place : Mumbai

Size: 16(w) x 50(h)

PRESSMAN

