

## AASWA TRADING AND EXPORTS LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956  
 Corporate Identification Number: L51100GJ1984PL0024704  
 Registered Office: 32, Milan Park society, Near Jawahar Chowk, Mani Nagar, Ahmedabad – 380008, Gujarat, India.  
 Contact Number: 91-7925462907, Email: ID: aaswaexports@yahoo.co.in, Website: http://www.aaswatrading.in/

Open Offer for acquisition of up to 1,87,200 (One Lakh Eighty-Seven Thousand and Two Hundred) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, Aaswa Trading And Exports Limited, at an offer price of ₹30.00/- (Rupees Thirty Only) per offer share to the public shareholders of the Target Company, made by the Acquirers, namely being, Mr. Abhishek Narbaria (Acquirer 1) and Mr. Umesh Kumar Sahay (Acquirer 2), (Hereinafter Collectively referred to as the Acquirers), in accordance with the provisions of Regulations 3 (1) and 4, and such other applicable provisions of the Securities And Exchange Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, and subsequent amendments thereto, (SEBI (SAST) Regulations) (Offer).

This Pre-Offer Advertisement cum Contingendum to the Detailed Public Statement (Pre Offer Advertisement) is being issued by CapitalSquare Advisors Private Limited (Manager), for and on behalf of the Acquirers and pursuant to the provisions of Regulation 18 (7) of the SEBI (SAST) Regulations, in respect of the Offer in Financial Express (English daily) (All India Edition), Financial Express (Gujarati Daily) (Ahmedabad Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition), wherein the Detailed Public Statement dated Tuesday, June 21, 2022, which was published on Wednesday, June 22, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations (Newspapers).

This Pre-Offer Advertisement is to be read in continuation of, and in conjunction with the:

- Public Announcement dated Friday, June 17, 2022 (Public Announcement);
- Detailed Public Statement dated Tuesday, June 21, 2022, which was published on Wednesday, June 22, 2022, in the Newspapers (Detailed Public Statement);
- Draft Letter of Offer dated Monday, June 27, 2022 (Draft Letter of Offer);
- Letter of Offer dated Tuesday, July 26, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form No. SH-4 Securities Transfer Form (Letter of Offer);
- Recommendations of Committee of Independent Directors dated Thursday, August 04, 2022, which was published in the Newspapers on Friday, August 05, 2022 (Recommendations of IDC); and
- Letter of Offer Dispatch Confirmation Advertisement dated Wednesday, August 03, 2022, which was published in the Newspapers on Thursday, August 04, 2022 (Letter of Offer Dispatch Confirmation Advertisement).

The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of IDC and the Letter of Offer Dispatch Confirmation Advertisement are hereinafter referred to as the 'Offer Documents'.

- Offer Price:** The Offer Price of ₹30.00/- (Rupees Thirty Only) is payable in cash. There has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6.1.3 beginning on page 25 of the Letter of Offer.
- Recommendations of the Committee of Independent Directors of the Target Company (IDC):** The Committee of IDC Members have opined that the Offer Price of ₹30.00/- (Rupees Thirty Only) is fair and reasonable in accordance with the provisions of SEBI (SAST) Regulations, which was approved on Thursday, August 04, 2022, which was published in the Newspapers on Friday, August 05, 2022.
- Revision of disclosures made by the Promoter Sellers in accordance with the provisions of Chapter IV of the SEBI (SAST) Regulations:** Paragraph 5.10. on page 21 of the Letter of Offer shall be substituted and read in accordance with the details encapsulated in the following table:

Sr. No.	Applicable regulation of SEBI (SAST) Regulation	Due date for compliance as mentioned in the regulation	Actual date of compliance	Delay, if any (in no of days) Col.4-Col.3	Status of compliance with SEBI (SAST) Regulation	Remarks
1.	30(1) / 30(2)	Tuesday, April 12, 2016	Thursday, April 07, 2016	Nil	Complied	Compliance
2.	30(1) / 30(2)	Tuesday, April 12, 2016	Date not available	—	Based on the information available on the website of BSE Limited, Promoter Sellers have complied with the provisions of SEBI (SAST) Regulations, however, no date or submission proof is available with the Target Company.	Not Applicable

As on date no action has been initiated by SEBI, however, SEBI may initiate appropriate action against the Promoter Sellers for the aforesaid violation in terms of the SEBI (SAST) Regulations and provisions of the SEBI Act.

- This Offer is not a competing offer.

The dispatch of the Letter of Offer to Public Shareholders as on Identified Date being Tuesday, July 26, 2022, for the purpose of this Offer, has been completed on Tuesday, August 02, 2022, the details of which has been summarized herewith as below:

Sr. No.	Particulars	Mode of Dispatch	No. of Public Shareholders
1.	Letter of Offer (Through Demat mode)	Email	5
2.	Letter of Offer (To Demat Non-Email cases and all Physical cases)	Registered/ Speed Post	367
Total			372

- Please note that a copy of the Letter of Offer along with other Offer Documents is also available and accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), Target Company at [aaswaexports@yahoo.co.in](http://aaswaexports@yahoo.co.in), Registrar at [support@punvashare.com](mailto:support@punvashare.com), and Manager at [www.capitalsquare.in](http://www.capitalsquare.in).

- Public Shareholders are required to refer to Paragraph 8 titled 'Procedure for Acceptance and Settlement of the Offer' beginning on page 29 of the Letter of Offer in relation to the procedure for tendering their Equity Shares in the Offer.

### Instructions for Public Shareholders

- In case the Equity Shares are held in physical form

Public Shareholders holding Equity Shares in physical form may participate in this Offer through their Selling Broker by providing relevant information and documents as mentioned in Paragraph 8.9 titled 'Procedure for Equity Shares held in physical form' beginning on page 29 of the Letter of Offer.

- In case the Equity Shares are held in Demat form

Public Shareholders holding the Equity Shares in Demat form may participate in this Offer by approaching their Selling Broker and tender their Equity Shares in Offer as per the procedure as mentioned in Paragraph 8.10 titled 'Procedure for Equity Shares held in dematerialized form' beginning on page 30 of the Letter of Offer along with other details.

- All the observations received from SEBI vide letter bearing reference number 'SEBIHO/CFD/DCR-1/P/OW/2022/29994/1' dated Friday, July 22, 2022, in terms of Regulation 16 (4) of the SEBI (SAST) Regulations upon submission of the Draft Letter of Offer are duly incorporated in the Letter of Offer.

- There are no other material updates concerning this Offer since the date of the Public Announcement, save as otherwise disclosed in the Offer Documents.

- To the best of the knowledge of the Acquirers as of the date of this Pre-Offer Advertisement, there are no statutory, regulatory, or other approvals required by the Acquirers to be implemented to complete this Offer. Please refer to Paragraph 7.6 titled 'Statutory Approvals and conditions of the Offer' on page 28 of the Letter of Offer.

- Schedule of Activities:

Schedule of Activities	Tentative Schedule	Revised Schedule
	Day and Date	Day and Date
Issue date of the Public Announcement	Friday, June 17, 2022	Friday, June 17, 2022
Publication date of the Detailed Public Statement in the Newspapers	Wednesday, June 22, 2022	Wednesday, June 22, 2022
Date of filing of the Draft Letter of Offer with SEBI	Monday, June 27, 2022	Monday, June 27, 2022
Last date for public announcement for a competing offer(s) if	Wednesday, July 13, 2022	Wednesday, July 13, 2022
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Monday, July 18, 2022	Friday, July 22, 2022
Identified Date*	Friday, July 20, 2022	Tuesday, July 26, 2022
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, July 27, 2022	Tuesday, August 02, 2022
Last date of publication in the Newspapers of recommendations of the independent directors' committee of the Target Company for this Offer	Monday, August 01, 2022	Friday, August 05, 2022
Last date for upward revision of the Offer Price and/or the Offer Size	Tuesday, August 02, 2022	Monday, August 08, 2022
Last date of publication of opening of Offer public announcement in the Newspapers	Tuesday, August 02, 2022	Monday, August 08, 2022
Date of commencement of Tendering Period	Wednesday, August 03, 2022	Wednesday, August 10, 2022
Date of closing of Tendering Period	Friday, August 19, 2022	Thursday, August 25, 2022
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Wednesday, September 05, 2022	Friday, September 09, 2022

Note: The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

\*Actual date of receiving SEBI's Observation Letter.

# There has been no competing offer.

\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

- The copies of the inspection documents as specified under Paragraph 13 titled 'Documents for Inspection' beginning on page 41 of the Letter of Offer will be available for inspection at the registered office of the Manager, CapitalSquare Advisors Private Limited, located at 205-209, 2<sup>nd</sup> Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India, or the Public Shareholders may access the inspection documents accessible on the website of the Manager at <https://capitalsquare.in/atae2-oo-id> and by obtaining its login credentials from the Manager, on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering period i.e., commencing from Wednesday, August 10, 2022, to Thursday, August 25, 2022.

- The Acquirers accept full responsibility for the information contained in this Pre-Offer Advertisement and for the fulfillment of their obligations laid down in the SEBI (SAST) Regulations. A copy of this Pre-Offer Advertisement shall also be available and accessible on the websites of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), and Target Company at [aaswaexports@yahoo.co.in](http://aaswaexports@yahoo.co.in), Registrar at [support@punvashare.com](mailto:support@punvashare.com), and Manager at [www.capitalsquare.in](http://www.capitalsquare.in).

- The capitalized terms used in this Pre-Offer Advertisement shall have the meaning assigned to them in the Offer Documents unless otherwise specified.

Issued by the Manager to the Offer on behalf of the Acquirers

**CAPITALSQUARE®**  
 CAPITALSQUARE ADVISORS PRIVATE LIMITED  
 205-209, 2<sup>nd</sup> Floor, AARPEE Centre, MIDC Road No 11, CTS 70, Andheri (East), Mumbai – 400093, Maharashtra, India  
 Contact Number: +91-22-6684-9999/ 145/ 138  
 Email Address: [tanmoy.banerjee@capitalsquare.in](mailto:tanmoy.banerjee@capitalsquare.in) / [pankita.pate@capitalsquare.in](mailto:pankita.pate@capitalsquare.in);  
 Website: [www.capitalsquare.in](http://www.capitalsquare.in)  
 Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel  
 SEBI Registration Number: INM00012219  
 Validity: Permanent  
 Corporate Identification Number: U65999MH2008PTC187863

For and on behalf of the Acquirers

Sd/-  
 Mr. Abhishek Narbaria      Mr. Umesh Kumar Sahay  
 Acquirer 1                      Acquirer 2

Date: Saturday, August 06, 2022  
 Place: Mumbai