

RASOI LIMITED

REGISTERED OFFICE :
RASOI COURT
20, SIR R. N. MUKHERJEE ROAD
KOLKATA-700 001

PHONE : 2248-0114/5
GRAM : R A S O I
FAX : 91 33 22481200

March 11, 2019

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street, Fort,
Mumbai - 400001

Scrip Code: 507649

Subject: Exit Offer Public Announcement issued by J. L. Morison (India) Limited, Pallawi Resources Limited, Leaders Healthcare Limited, Mrs. Shashi Mody and Mrs. Sakshi Mody (collectively referred to as "Acquirers"), for providing exit opportunity to Residual Public Shareholders of the Company in accordance with the Securities and Exchange Board of India (Delisting Of Equity Shares) Regulations, 2009 ("Delisting Regulations").

Dear Sir,

This is in reference to the captioned subject. We have received a copy of the Exit Offer Public Announcement dated 08.03.2019 issued by J. L. Morison (India) Limited, Pallawi Resources Limited, Leaders Healthcare Limited, Mrs. Shashi Mody and Mrs. Sakshi Mody (collectively referred to as "Acquirers") in accordance with the provisions of the Regulation

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



21 and other applicable provisions of the Delisting Regulations. The said Exit Offer Public Announcement was published on 11.03.2019 in the following newspapers:

Navak Patangi

Newspaper	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Nav Shakti	Marathi	Mumbai Edition

Please find enclosed the copy of the said Exit Offer Public Announcement for your reference and records.

EXIT OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

RASOI LIMITED

CIN: L25190WB1905PLC001594

Registered Office: Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata- 700 001

Executive Director, Company Secretary & Compliance Officer: Mr. Naresh Patangi

Phone No.: (033) 2248 0114/15; Fax No.: (033) 2248 1200

E-mail: secdept@rasoigroup.in; Website: www.rasoigroup.in

This Exit Offer Public Announcement ("Exit Offer PA") is being issued in accordance with Regulation 21 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time ("Delisting Regulations") by J. L. Morison (India) Limited ("JLMIL"), Pallawi Resources Limited ("PRL"), Leaders Healthcare Limited ("LHL"), Mrs. Shashi Mody and Mrs. Sakshi Mody (hereinafter collectively referred to as the "Acquirers"), to provide the remaining Public Shareholders ("Residual Public Shareholders") of Rasoi Limited (hereinafter referred to as the "Company"/ "RASOI") an exit opportunity in respect of the voluntary delisting of the Equity Shares of face value of Rs. 200/- each of the Company from BSE Limited. The Acquirers intend to acquire 9,267 (Nine Thousand Two Hundred Sixty Seven) Equity Shares representing 9.59% of fully paid up equity share capital of the Company held by the Residual Public Shareholders. This Exit Offer PA is in continuation of, and should be read in conjunction with (i) the Public Announcement dated January 21, 2019 ("Public Announcement"/ "PA"), (ii) the Letter of Offer dated January 22, 2019 ("Letter of Offer"/ "LOF") and (iii) the Post Offer Public Announcement dated February 11, 2019 ("Post Offer PA").

Capitalised terms used but not defined in this Exit Offer PA shall have the same meaning assigned to them as in the Public Announcement, the Letter of Offer, the Post Offer PA and the Exit Letter of Offer (As defined below).

1. INTIMATION OF DATE OF DELISTING

- 1.1 Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company had applied to BSE Limited ("BSE") i.e. the only Stock Exchange where the Equity Shares of the Company are presently listed on February 20, 2019 seeking the final approval for delisting of its Equity Shares from the BSE.
- 1.2 BSE vide its notice number 20190308-14 dated March 08, 2019 ("BSE Final Delisting Approval"), has communicated that trading in the Equity Shares of the Company (Scrip Code: 507649) will be discontinued with effect from Friday, March 22, 2019 ("BSE Date of Discontinuance of Trading") and the above referred scrip will be delisted from BSE with effect from Friday, March 29, 2019 ("BSE Date of Delisting").

DELISTING OF THE EQUITY SHARES OF THE COMPANY MEANS THAT THE EQUITY SHARES OF THE COMPANY CANNOT AND WILL NOT BE TRADED ON BSE.

2. OUTSTANDING EQUITY SHARES AFTER DELISTING

- 2.1 In accordance with regulation 21(1) of the Delisting Regulations, and as announced earlier in the Post Offer PA, the Residual Public Shareholders of the Company who did not participate or were not able to participate in the Reverse Book Building Process ("RBB Process") or who unsuccessfully tendered their Equity Shares in RBB process and are currently holding Equity Shares in the Company will be able to offer their Equity Shares to the Acquirers at the price of Rs. 32,000/- per Equity Share ("Exit Price") for a period of one year starting from the Date of Delisting i.e., from March 29, 2019 to March 28, 2020 ("Exit Period"/ "Exit Window").
- 2.2 The Exit Letter of Offer along with Exit Application Forms ("Exit Letter of Offer") in this regard shall be dispatched to the Residual Public Shareholders whose names appear in the register of members of the Company/ list of beneficial owners to be furnished by respective depositories as on March 26, 2019. In the event of any Shareholder not receiving, or misplacing their Exit Letter of Offer, they may obtain a copy of the same by writing to the Registrar to the Delisting Offer, C B Management Services (P) Limited, clearly marking the envelope "RASOI LIMITED - EXIT OFFER" at P-22, Bondel Road, Kolkata- 700 019. Alternatively, the Residual Public Shareholders will be able to download the Exit Letter of Offer from the website of the Manager to the Delisting Offer, Sumedha Fiscal Services Limited at www.sumedhafiscal.com or from the website of the Registrar to the Delisting Offer, C B Management Services (P) Limited at www.cbmsl.com.

3. PAYMENT OF CONSIDERATION TO RESIDUAL PUBLIC SHAREHOLDERS

Subject to any regulatory approvals as may be required, the Acquirers intend to make payments on a monthly basis, within 10 days of the end of the relevant calendar month ("Monthly Payment Cycle"). The first Monthly Payment Cycle shall commence in 10 days from May 01, 2019 for shares tendered upto April 30, 2019. Payments will be made only to those Shareholders who have validly tendered their Equity Shares, by following the instructions laid out in the Exit Letter of Offer. The Acquirers reserve the right to make the payment earlier. If the Residual Public Shareholders have any query, they may contact the Manager to the Delisting Offer or to the Registrar to the Delisting Offer at details appearing below.

MANAGER TO THE DELISTING OFFER:



SUMEDHA FISCAL SERVICES LIMITED
CIN: L70101WB1989PLC047465
SEBI REGN No : INM000008753
Validity of Registration: Permanent
(Contact Person: Mr. Ajay K. Laddha)
6A Geetanjali, 6th Floor, 8B Middleton Street, Kolkata -700 071
Tel No. : (033) 2229 8936
Fax No.: (033) 2226 4140
Email: delisting_mb@sumedhafiscal.com
Website: www.sumedhafiscal.com

REGISTRAR TO THE DELISTING OFFER:



C B MANAGEMENT SERVICES (P) LIMITED
CIN: U74140WB1994PTC062959
SEBI REGN No : INR000003324
Validity of Registration: Permanent
(Contact Person: Mr. Subhabrata Biswas)
P-22, Bondel Road, Kolkata - 700 019
Tel No.: (033) 4011 6700, 4011 6715
Fax No.: (033) 4011 6739
Email: rta@cbmsl.com
Website: www.cbmsl.com

Signed on behalf of the Acquirers

For Pallawi Resources Limited Sd/- Name: Ratnesh Kumar Chaudhary Designation: Director		Sd/- Name: Suprava Rakshit Designation: Director
For Leaders Healthcare Limited Sd/- Name: Kuldip Balasia Designation: Director		Sd/- Name: Pratick Saha Designation: Director
For J. L. Morison (India) Limited Sd/- Name: Sohan Sarda Designation: Executive Director & CEO	Sd/- Name: Lalit Kumar Bararia Designation: Director	Sd/- Name: Sonal Naik Designation: Company Secretary & Compliance Officer
Sd/- Shashi Mody		Sd/- Sakshi Mody

Date: March 08, 2019

Place : Kolkata

MSFC Limited is proposing, subject to receipt of regulatory approvals, market conditions and other considerations, an initial public offering of its equity shares and has filed the Red Herring Prospectus with the Registrar of Companies (available on the website of www.sebi.gov.in, www.bse.com, www.nse.com, www.isineia.com, National Stock Exchange of India Limited at www.riseindia.com and the website of the BSE at www.bse.com). It would note that investment in equity shares involves a high degree of risk and for details relating to the same, see "Risk Factors" beginning on page 25 of the Red Herring Prospectus. The sale and sale of the Equity Shares has not been and will not be registered under the United States Securities Act of 1933, as amended ("Securities Act") or any state securities laws in the United States and may not be registered under the Securities Act of 1933, as amended, or any state securities laws in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares sold and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A promulgated under the U.S. Securities Act, "Rule 144A") in reliance on the exemption requirements of the Securities Act provided by Rule 144A, and (ii) outside the United States in offshore transactions in reliance on Regulation S promulgated under the Securities Act. Prospective purchasers in the United States of the Equity Shares may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A. There will be no public offering of the Equity Shares in the United States.

