

SHRI GURUDEV EN-TRADE LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN: L29224MH1984PLC217693

TEL: (91) 22 2302 7900 FAX: (91) 22 2307 7231

Website: www.shrigurudevtrade.com

Email: cosec@shrigurudevtrade.com

December 12, 2019

To,
The Manager,
Metropolitan Stock Exchange of India Limited,
4th Floor, Vibgyor Towers,
Plot No. C-62, G Block, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 098

Sub: Completion of Dispatch of Offer Letter for Delisting of Shares of Shri Gurudev En-Trade Limited from Metropolitan Stock Exchange of India Limited

Ref: In-Principal approval Letter No. MSEI/LIST/2019/2583 dated September 13, 2019

Respected Sir,

With reference to the captioned subject and further to In-principal approval received from Metropolitan Stock Exchange of India Limited (MSEI) vide Letter No. MSEI/LIST/2019/2583 dated September 13, 2019; the Company has completed dispatch of Offer Letter on December 12, 2019 issued by Warden International Private Limited, Promoter of the Company inviting consent to the proposed Delisting of Equity Shares of the Company from MSEI.

The Copy of Offer Letter along with the consent form sent to the Shareholders of the Company as on cut-off date December 06, 2019 is attached herewith for your perusal. The details regarding relevant date are as follows:

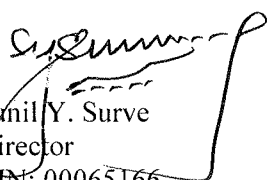
Particular	Date
Date of Offer Letter	December 09, 2019
Cut-off Date for sending Offer Letter to eligible Shareholders	December 06, 2019
Date of Dispatch of Offer Letter	December 11, 2019
Date of Completion of Dispatch of Offer Letter	December 12, 2019
Offer Open Date	December 16, 2019
Offer Closure Date*	February 29, 2020
Last date of payment	March 10, 2020

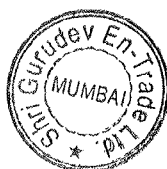
*Offer shall remain open till February 29, 2020 or till the consent of requisite majority of Shareholders is received, whichever is earlier.

The above documents are also available on the website of the Company at www.shrigurudevtrade.com.

Kindly take the same on your record and oblige.

Thanking You,
For **Shri Gurudev En-Trade Limited**


Sunil Y. Surve
Director
DIN: 00065166



Encl: A/a

OFFER LETTER TO THE EQUITY SHAREHOLDERS OF SHRI GURUDEV EN-TRADE LIMITED FOR DELISTING OF EQUITY SHARES PURSUANT TO REGULATION 27(1) UNDER CHAPTER VII (SPECIAL PROVISIONS FOR SMALL COMPANIES) OF SEBI (DELISTING OF EQUITY SHARES) REGULATIONS, 2009

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you seek any clarification/information in connection with this Offer Letter please consult Manager to the Offer.

MANAGER TO THE OFFER

IndiaNivesh Corporate Finance Private Limited

1706, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Tel.: 022-6240 6240 Fax: 022-6240 6241, Email Id: incfpl@indianivesh.in

Contact Person: Mr. Jinesh Doshi

Dear Shareholder(s),

December 9, 2019

Offer Letter from Warden International Private Limited, Promoter of Shri Gurudev En-Trade Limited ("the Company") / Acquirer, having its registered office at Warden House, 340, J.J. Road, Byculla Mumbai 400 008, inviting consent to the proposed Delisting of Equity Shares of the Company ("Delisting Proposal") from The Metropolitan Stock Exchange of India Limited ("MSEI") and exit offer to tender your fully paid-up Equity Shares of Rs.10/- each of the Company at an exit price of Rs.10.50 per Equity Share under the Delisting Proposal

As you are aware that the Equity Shares of the Company are listed at MSEI i.e. the only Stock Exchange where the equity shares of the Company are presently listed and the Company intends to delist its Equity Shares from MSEI in compliance with applicable rules/regulations in this regard. We are one of the Promoter of the Company wish to provide you an exit opportunity pursuant to Regulation 27(1) under Chapter VII (Special Provisions for Small Companies) of SEBI (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and have appointed **IndiaNivesh Corporate Finance Private Limited** as Merchant Banker/Manager to the Offer.

The total paid-up Equity Share Capital of the Company is Rs.1,07,60,000 which consists of 10,76,000 Equity Shares of Rs.10/- each. The Promoters and Promoters' Group are holding 8,00,550 Equity Shares of Rs.10/- each representing 74.40% of the total paid-up Equity Share Capital and the public shareholders are holding 2,75,450 Equity Shares of Rs.10/- each representing 25.60% of the total paid-up Equity Share Capital of the Company.

The Company is entitled to delist its Equity Shares from MSEI where its Equity Shares are listed, provided an exit opportunity has been given to the public shareholders and subject to their prior approval under the Delisting Regulations. The shareholders of the Company have approved by way of Special Resolution for Delisting of Equity Shares from MSEI through the postal ballot mechanism. The postal ballot was conducted in compliance with the provision of Regulation 8(1)(b) of the Delisting Regulations and in accordance with the applicable provisions of the Companies Act, 2013 and Rule 22 of The Companies (Management and Administration) Rules, 2014. All the votes casted by public shareholders under the postal ballot mechanism were in favour of the Delisting Proposal.

The public shareholders have been given an exit offer price of Rs. 10.50 (Ten rupees Fifty Paise only) per Equity Share.

Justification of Exit Offer Price :

The Fair valuation of the equity shares of the Company comes to Rs.8.31/- per equity share as per certificate dated June 21, 2019 received from the Merchant Banker to the Delisting Offer, the parameter of valuation thereof is in compliance with the Delisting Regulations. We are therefore making voluntary Delisting Offer to acquire the shares of the Company from the public shareholders at a price of Rs.10.50 (Ten Rupees Fifty Paise only) per equity share which is higher than the fair value as determined by the Manager to the Offer.

Rationale for making the Delisting Offer :

- The shares of the company are listed on The Metropolitan Stock Exchange of India Limited i.e. the only Stock Exchange where the equity shares of the Company are presently listed where the trading was not taken place since last so many years.
- The Acquirer believe that the delisting of the Equity Shares is in the interest of the public shareholders of the Company as it will provide them with an exit opportunity at a price higher than the floor price determined in terms of Regulation 15 (2) of SEBI (Delisting of Equity Shares) Regulations, 2009 read with Regulation 8 (2) (e) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The proposed offer will eliminate unnecessary administrative cost to the Company.

In view of above, we, Warden International Private Limited, one of the Promoter of the Company propose to acquire equally, all the Equity Shares from the public shareholders representing 25.60% of total Equity Share capital by giving an exit opportunity at Rs.10.50 (Ten Rupees Fifty Paise only) per Equity Share as determined in consultation with Manager to the Offer and delist the Equity Shares from MSEI.

Tendering of Equity Shares :

Shareholders holding in Dematerialised Form:

The beneficial owners and public shareholders holding shares in the dematerialized form will be required to send their Consent Form and other relevant documents along with a photocopy of the delivery instructions in "Off-market sale"

mode or counterfoil of the delivery instructions in "Off-market sale" mode, duly acknowledged by the depository participant ("DP"), in favour of "Warden International Private Limited" filled in as per the instructions given below:

Name of Depository	National Securities Depository Limited
Name of Depository Participant	Stock Holding Corporation of India Limited
Depository Participant's ID No.	IN301330
Client ID No.	21889578
ISIN No.	INE844E01015

Shareholders holding in Physical Form:

Shareholders holding equity shares in physical form cannot tender their equity shares in this Delisting offer. SEBI vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 read with SEBI Press Release PR No.: 51/2018 dated 03.12.2018 and PR No.: 12/2019 dated 27.03.2019 and subsequent amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has restricted the transfer of physical equity shares. As per compliance with Regulation 27(3)(e) this delisting offer will remain open for a maximum period of 75 working days from the date of this offer letter or till consent of requisite majority of shareholders is received whichever is earlier. Therefore, the public shareholders who hold equity shares in physical form should immediately take steps to dematerialize their equity shares in order to tender their equity shares.

The shareholder(s) who wish to avail the offer should complete the application form in accordance with the instructions given above and submit the same either by hand delivery or by registered post/courier to any of the below mentioned address by

Manager to the Offer IndiaNivesh Corporate Finance Private Limited 1706, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel.: 022 - 6240 6240 Fax: 022 - 6240 6241	OR	The Company Warden International Private Limited Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008 Tel.: 022 - 23027900 Fax: 022 - 23077231
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Pre-condition for acceptance of Delisting offer :

Please note that in terms of Regulation 27(3)(d) of the Delisting Regulations, the Company can delist the shares only on receipt of positive consent in writing, from at least 90% of the public shareholders to the Delisting Proposal and have consented either to sell their Equity Shares at the exit price offered by the Promoter or to remain as a holder of the Equity Shares, even if the Equity Shares are delisted from MSEI. Your consent for dispensing with the exit price discovery through the Book Building method is also sought. In case, you have a positive consent for Delisting of Equity Shares from MSEI and for dispensing with the exit price discovery through the Book Building method, please mention the same in the enclosed Application Form for Offer. If you wish to tender the shares, you are required to send a photocopy of the delivery instructions in "Off-market sale" mode or counterfoil of the delivery instructions in "Off-market sale" mode, duly acknowledged by the depository participant ("DP"), in favour of "Warden International Private Limited".

In case, we do not obtain the requisite positive consent from the public shareholders, then the shares received in DP Account as above shall be returned to the registered shareholder(s).

Settlement :

The payment for accepted shares will be made by us within 3 working days from the date of closure of this offer by way of Pay Order/Demand Draft and will be dispatched to the shareholder by registered post. The consideration shall be drawn in favour of the sole or the first named shareholder (in case of joint holders).

Offer Period :

You may tender your application form along with the requisite documents at the above mentioned address on all working days during normal working hours (excluding public holidays) from December 16, 2019 to February 29, 2020 (both days inclusive).

Important Dates of the Delisting Offer :

Particular	Date
Offer Open date	16.12.2019
Offer Closure Date	29.02.2020
Last date of payment	10.03.2020

Yours Sincerely,
Warden International Private Limited
Acquirer
Encl: As Above

INSTRUCTIONS:

1. A shareholder desiring to exercise his/her consent is requested to complete the enclosed Application Form for Offer (the Form), in all respects and send the same by hand delivery or by registered post/courier / speed post to the aforesaid given address on or before February 29, 2019.
2. The positive/negative consent received otherwise than on the Form, shall not be considered valid.
3. The Form shall be completed and signed by the shareholder. In case of joint holders, the Form should be signed by all the shareholders in the order of their holding. The signature should match with the specimen signature registered with the Company. The Form shall be rejected if the signature on the Form does not match with the specimen signature registered with the Company. The Form incomplete in any manner whatsoever shall be liable to be rejected.
4. Where the Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Form should be attached. A shareholder may sign the Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Form.
5. In case of the death of the sole holder, a nominee / legal heir may send the Application Form along with the requisite documents and the duly attested copy of the death certificate of the sole shareholder. In case of death of first/joint holder, a duly attested copy of the death certificate should be attached by the joint shareholder.
6. The shareholders providing positive consent to the offer and opting to tender the shares under this offer are required to send the completed Form along with a photocopy of the delivery instructions in "Off-market sale" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the depository participant ("DP"), in favour of "Warden International Private Limited".

APPLICATION FORM FOR OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Unless the context otherwise requires, capitalized expressions in this form have the same meaning as defined in the Offer Letter dated December 9, 2019 for acquiring Equity Shares of Shri Gurudev En-Trade Limited ("the Company") which is attached to this form ("the Offer Letter"). Please read the instructions printed overleaf carefully before filling the form.

Serial No.:

1. Name(s) of the Shareholder(s) :
(Including Joint Shareholder(s), if any)
2. Registered address of the First/Sole: Shareholder
3. Registered Folio No. :
4. Number of Equity Shares held :

FORM FOR CONSENT & TENDER OFFER FOR EQUITY SHARES OF SHRI GURUDEV EN-TRADE LIMITED

In relation to an offer by **Warden International Private Limited** ("Promoter / Acquirer") to acquire Equity Shares at an exit price under the Offer.

Dear Sir(s),

I/We, _____
(name of the first or sole shareholder) have read the offer letter of Promoter/ Acquirer and hereby exercise my/our consent to the proposed Delisting of Equity Shares from MSEI at an exit price of Rs.10.50 (Ten Rupees Fifty Paise only) per Equity Share offered by Promoter / Acquirer of the Company by sending my/our positive or negative consent to the letter therein by placing the tick (3) mark at the appropriate boxes below :

Item No.	Description	No. of Equity Shares held	I/We give positive consent to the proposal	I/We give negative consent to the proposal
(1)	(2)	(3)	(4)	(5)
1.	Proposed Delisting of Equity Shares from MSEI and dispensing with the exit price discovery through the Book Building method.			
2.	AND			
2A	To sell Equity Shares at the price offered by Promoters			<input type="checkbox"/>
	OR			<input type="checkbox"/>
2B	To remain as a holder of the Equity Shares even if the Equity Shares are delisted			<input type="checkbox"/>

----- TEAR HERE -----

Folio No:	(Acknowledgement Slip)	Serial No.:
Manager to the Offer IndiaNivesh Corporate Finance Private Limited 1706, Lodha Supremus, Senapati bapat Marg, Lower Parel, Mumbai 400 013 Tel. : 022 – 6240 6240 Fax : 022 -6240 6241	The Company Warden International Private Limited Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008 Tel.: 022 - 23027900 Fax: 022 - 23077231	
We hereby acknowledge the receipt of Application Form for Offer / _____ Number of Delivery Instruction Slip(s) for _____ Shares/Other requisite documents, if any, _____ from Mr./Ms./M/s. _____ Address _____		Stamp & Signature of Official Date:

I/We note and understand that the shares received in Demat Account will be held in trust, until such time the Acquirer pay the purchase consideration as mentioned in the Offer Letter. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorize the Acquirer to send the Demand Draft/Pay Order by registered post/speed post/courier, in settlement of the amount to the First /Sole Shareholder at the address registered with the Company or at the address mentioned below :

Address of First/Sole Shareholder:

Yours faithfully,

	Full Name (s)	Signature(s)*	Contact No.
First/Sole Shareholder			
Second Shareholder			
Third Shareholder			

Place:

Date:

* In case of joint holdings, all holders must sign. A company must affix its common seal.

This form should be delivered to Manager to the Offer / The Company on or before February 29, 2020 at the address given below:

Manager to the Offer IndiaNivesh Corporate Finance Private Limited 1706, Lodha Supremus, Senapati bapat Marg, Lower Parel, Mumbai - 400 013 Tel.: 022 – 6240 6240 Fax: 022 -6240 6241	OR	The Company Warden International Private Limited Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008 Tel.: 022 - 23027900 Fax: 022 - 23077231
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INSTRUCTIONS :

1. Tick in both the boxes (column no. 4 & 5) of Item No. 1 would render your Form invalid.
2. In case, you have ticked in the box (column no. 5) of Item No. 1, then Item No. 2A and 2B is not applicable.
3. Any person, who has given positive consent and wish to sell the shares, is required to tick in the box (column no. 4) of Item No. 2A, enclose the Delivery Instruction Slip(s) and other requisite documents, if any, while returning the Form to the Manager to the Offer or the Company.
4. Any person, who has given positive consent and wishes to remain as a holder of the Equity Shares, even if the Equity Shares are delisted, has to tick mark in the box (column no. 4) of Item No. 2B.
5. Persons, having ticked positive consent (column no. 4) of Item No. 1 and not ticked in the box (column no. 4) of Item No. 2A or Item No. 2B, shall be deemed to have given his /her consent to remain as a holder of the Equity Shares even if the Equity Shares are delisted.