

EXIT OFFER PUBLIC ANNOUNCEMENT PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR") FOR THE ATTENTION OF THE SHAREHOLDERS OF M/S FOCUS AGRO PRODUCTS LIMITED

CIN: U01111DL1985PLC021329
 Registered Office: 16B/9, Bolni Chamber, D. B. Gupta Road, Dev Nagar, Delhi 110005

Tel. No.:+91 9062699582; Email: focusagro@yahoo.co.in

This Exit Offer Public Announcement ("Exit Offer PA") is being issued by Mr. Shyam Sunder Agarwal residing at 7B, Sreeram Garden, 15, Belvedere Road, Kolkata, West Bengal-700 027, ("Offering Promoter"), one of the promoters of M/s Focus Agro Products Limited ("Focus" or "the Company" or "the ELC"), on behalf of the Promoter Group of Focus to provide exit opportunity to the Shareholders of the Company in terms of the Exit Circular.

Focus Agro Products Limited was listed on Delhi Stock Exchange Limited ("DSE") and Uttar Pradesh Stock Exchange Limited ("UPSE"). Post the de-recognition of DSE and UPSE by SEBI, the ELC was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

SEBI, vide the Exit Circular, has stipulated the procedure for exit of Exclusively Listed Companies ("ELCs") from the DB. In terms of clause (i) of Annexure A of the Exit Circular, the Offering Promoter has appointed **Turnaround Corporate Advisors Private Limited, a Category-I Merchant Banker registered with SEBI and empanelled as an Expert Valuer on the panel of BSE ("Independent Valuer")** for valuation of shares of Focus and related services. The Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated July 31, 2019 and determined the fair value of One Equity Share of Focus as **Rs. 16.47 (Rupees Sixteen and Paise Seventy Four only)**.

In view of the above, the Offering Promoter has decided to offer exit to the Shareholders of the Company at price of **Rs. 16.47 (Rupees Sixteen and Paise Forty Seven only)** per Equity Share (equivalent to the fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"].

Further, SEBI vide its letter MRD/OW/DSA/2017/17463/1 dated July 25, 2017 communicated to the BSE and National Stock Exchange of India Limited ("NSE") ["SEBI Letter"], inter-alia, permitted that, shareholders/investors who are willing to remain as shareholders of the Company and do not want an exit may be allowed to do so and the Designated Stock Exchange (in the present case BSE) may obtain an undertaking from the investors who do not want an exit; consequentially the exit obligation of the Promoters will be reduced accordingly.

In terms of above mentioned SEBI Letter, Shareholders who are willing to remain as shareholders of the Company and do not want an exit shall send an undertaking to this effect (in the format available at the website of BSE, www.bseindia.com under the link http://www.bseindia.com/investors/exercising_option.aspx?expandable=6) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery at the registered office of Focus at 16B/9, Bolni Chamber, D. B. Gupta Road, Dev Nagar, Delhi 110005 within 15 days of publication of this Exit Offer PA i.e. on or before the closure of business hours on Thursday, August 08, 2019.

Post the expiry of aforementioned 15 days period, the Offering Promoter will initiate the process of making an Exit Offer to those shareholders who have not opted to continue as shareholders of Focus ("Remaining Shareholders"). Offering Promoter undertakes that Offer Letter containing the relevant details relating to Exit Offer including dates of Opening and Closing of Exit Offer, Offer Price, documents required to be submitted for participating in Exit Offer shall be sent to Remaining Shareholders for participating in the Exit Offer.

In accordance with the Exit Circular read with the Circulars/Notices issued by BSE Limited ("BSE Guidelines"), Offering Promoter will open an Escrow Account with Scheduled Commercial Bank and deposit an amount equivalent to/more than the 100% of the Total Consideration (Offer Price * Remaining Shareholders) payable under the Exit Offer at least one day before the publication of Followup Public Announcement.

In the event that all the Shareholders (other than the Promoters) of the Company give an undertaking to the effect that they are willing to remain as shareholders of the Company and do not want an exit, the offering promoter would not be obligated to provide an exit requirement or obligation on the offering promoter to open an escrow account.

Shareholding Details: As on the date of this Exit Offer PA, the paid up share capital of the ELC is Rs. 4,50,00,000 consisting of 45,00,000 Equity Shares of Rs. 10 each. Out of these, Promoter Group holds 12,00,000 equity shares representing 26.67% of the Paid up Equity Share Capital and balance 33,00,000 equity shares representing 73.33% of the Paid up Equity Share Capital are held by the Public Shareholders.

This Exit Offer PA is expected to be available at the website of BSE at www.bseindia.com and at the website of Independent Valuer at www.tcagroup.in.

For and on behalf of Promoters of Focus Agro Products Limited,
 (SHYAM SUNDER AGARWAL)
 Offering Promoter

Place: New Delhi
 Date: July 31, 2019



NOTICE (UNDER SUB-SECTION (2) OF SECTION 17(1)(b) OF THE COMPANIES ACT, 2013)

To,
 1. Mr. Mahesh Shrama s/o Suresh Chand S...
 Shahdara Delhi- 110032
 2. Mr. Suresh Sharma s/o Chittar Mal, R/o 1...
 Delhi- 110032
 Dear Sir/s

Re: Credit facilities

1. We refer to our letter No. RN/SBM/MB/26700/3... facilities and the terms of sanction. Pursuant to the facilities after providing security for the same, as facility accounts and the security interests created for...

Nature and type of facility	Limit	Rates of Interest
Cash Credit		
(Hyp)		
Term Loan	Rs 9,75,000/-	9.55%
Letter of Credit		
Bill purchase		
Book Debts & Receivables		

(For mortgage of property it may be stated that Mortgage of...
 2. In the letter of acknowledgement of debt dated 27-02-2017 on 27-02-2017 The outstandings stated above include further are Rs. NIL. (Or)

- In the audited balance sheet of the Company for the year tune of Rs. _____ lakhs as on 31st March _____. The Other charges debited to the account are Rs. _____.
- As you are aware, you have committed defaults in payment January, February, March, April, May and June 2019. You have fallen due for payment on December 2018, January, February 2019.
- Consequent upon the defaults committed by you, your loan is classified as NPA in accordance with the Reserve Bank of India (RBI) guidelines. You have not repaid the demands you have not repaid the overdue loans including interest.
- Having regard to your inability to meet your liabilities in respect of the above, and classification of your account as a non-performing asset, the Bank has initiated the process of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002. We further give you notice that failing payment of the above amount, the rights under sub-section (4) of section 13 of the said Act shall be exercised.
- Please note that, interest will continue to accrue at the rate of _____ per annum.
- We invite your attention to sub-section 13 of the said Act referred to in para 1 above by way of sale, lease or otherwise with your consent. We may add that non-compliance with the above provisions under section 29 of the Act.
- We further invite your attention to sub section (8) of section 13 of the said Act. The amount of dues together with all costs, charges and expenses, publication of notice for public auction/inviting quotations/right to redeem the secured assets will not be available.
- Please note that this demand notice is without prejudice to the rights of the Bank under the Act, and the right to make further demand may have, including without limitation, the right to make further demand.

CUMI CARBORUNDUM
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 Tel: +91-44-3000000
 Email : investorservices@cumi.in

EXTRACT OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31st MARCH 2019