

MAYUR UNIQUOTERS LIMITED

Corporate Identification Number (CIN): L18101RJ1992PLC006952
 Registered Office & Works: Village: Jaipur, Jaipur-Sikar Road, Tehsil: Chomu, Jaipur-303704, Rajasthan | Tel No.: 01423-224001
 Corporate Office: 28, 4th Floor, Lakshmi Complex, M.I. Road, Jaipur - 302001, Rajasthan | Tel. No.: 0141-2361132
 Contact Person: Mr. Dinesh Sharma, Company Secretary and Compliance Officer
 Email: secr@mayur.biz | Website: www.mayuruniquoters.com

POST BUY BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF MAYUR UNIQUOTERS LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended from time to time (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated February 09, 2022 published on February 10, 2022 (the "Public Announcement") and the Letter of Offer dated March 11, 2022 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 Mayur Uniquoters Limited (the "Company") had announced the Buyback of up to 6,25,000 (Six Lakh Twenty Five Thousand) fully paid-up equity shares of face value of Rs. 5/- (Rupees Five Only) each ("Equity Shares") from the existing shareholders/beneficial owners of Equity Shares holding Equity Shares as on the Record Date (i.e. February 23, 2022), on a proportionate basis, through the "Tender Offer" route through the Stock Exchange mechanism, as prescribed under the Buyback Regulations, at a price of Rs. 650/- (Rupees Six Hundred Fifty Only) per Equity Share payable in cash, for an aggregate amount of Rs. 40,62,50,000/- (Rupees Forty Crore Sixty Two Lakh Fifty Thousand Only), excluding Transaction Cost ("Buyback Size"). The Buyback Size constituted 6.42% and 6.42% of the paid-up equity share capital and free reserves as per the latest standalone and consolidated audited balance sheet of the Company, respectively, for the financial year ended March 31, 2021 and was within the statutory limit of 10% under the Companies Act, 2013 (the "Act") and represents 1.40% of the total number of equity shares in the total paid-up equity share capital of the Company.

1.2 The Company has adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force.

1.3 The Buy Back Offer was kept open from Thursday, March 24, 2022 to Wednesday, April 06, 2022.

2. DETAILS OF THE BUYBACK

2.1 6,25,000 (Six Lakh Twenty Five Thousand) Equity Shares were bought back under the Buyback, at a price of Rs. 650/- (Rupees Six Hundred Fifty Only) per Equity Share.

2.2 The total amount utilized in the Buyback is Rs. 40,62,50,000/- (Rupees Forty Crore Sixty Two Lakh Fifty Thousand Only), excluding Transaction Cost.

2.3 The Registrar to the Buy Back i.e. Beetal Financial & Computer Services Private Limited ("Registrar"), considered 33,363 valid applications for 54,12,521 Equity Shares in response to the Buy Back offer resulting in the subscription of approximately 8.66 times. The details of valid applications considered by the Registrar, are as follows:

Category	No. of Equity Shares Reserved in the Buyback	No. of Valid applications	Total Equity Shares Validly Tended	% Response
Reserved category for Small Shareholders	93,750	30,622	10,01,595	1068.37%
General Category for all other Equity Shareholders	5,31,250	2,741	44,10,926	830.29%
Total	6,25,000	33,363	54,12,521	866.00%

2.4 All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection will be dispatched by the Registrar to the eligible Equity Shareholders on or before April 20, 2022 (by email where the email id is registered with the Company or the depository).

2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited on April 18, 2022. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If the Eligible Shareholders bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India/Relevant Bank, due to any reason, such funds were transferred to the concerned Shareholder Brokers settlement bank account for onward transfer to such Eligible Shareholders.

2.6 Demat Equity Shares accepted under the Buyback were transferred to the Company demat account on April 18, 2022. The unaccepted demat Equity Shares have been returned to the respective Eligible Shareholders/lien removed by Clearing Corporation on April 18, 2022.

2.7 The extinguishment of 6,25,000 Equity Shares accepted under the Buy Back, all of which are in dematerialized form, is currently under process and shall be completed on or before April 25, 2022.

2.8 The Company, and its respective directors, accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buy Back is as under:

Sr. No.	Particulars	Pre Buyback (As on the Record Date)		Post Buyback ⁽¹⁾	
		No. of Shares	Amount (Rs. Lacs)	No. of Shares	Amount (Rs. Lacs)
1.	Authorized Share Capital	5,00,00,000 Equity Shares of Rs. 5/- each	2,500.00	5,00,00,000 Equity Shares of Rs. 5/- each	2,500.00
		15,25,000 Compulsory Convertible Participating Preference Shares of Rs. 400/- each	6,100.00	15,25,000 Compulsory Convertible Participating Preference Shares of Rs. 400/- each	6,100.00
		Total	8,600.00	Total	8600.00
2.	Issued, Subscribed and Paid up Capital	4,45,77,600 Equity Shares of Rs. 5/- each	2,228.88	4,39,52,600 Equity Shares of Rs. 5/- each	2,197.63
		Total	2,228.88	Total	2,197.63

(1) Subject to extinguishment of 6,25,000 Equity Shares

3.2 Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback Offer are as under:

Sr. No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity shares bought back	Equity Shares accepted as a % of total Post Buyback Equity Shares ⁽¹⁾
1.	Suresh Kumar Poddar	1,98,694	31.79	0.45
2.	Manav Poddar	93,536	14.97	0.21
3.	Suresh Kumar Poddar and Sons HUF	39,661	6.35	0.09
4.	Sanjeev Arora	12,474	2.00	0.03
5.	IDFC Sterling Value Fund	11,166	1.79	0.03
6.	Puja Poddar	10,807	1.73	0.02
7.	Arun Kumar Bagaria	8,400	1.34	0.02
8.	IDFC Emerging Businesses Fund	6,259	1.00	0.01
	TOTAL	3,80,997	60.96	0.87

(1) Subject to extinguishment of 6,25,000 Equity Shares

3.3 The Shareholding Pattern of the Company, pre and post Buyback, is as under:

Category of Shareholder	Pre Buyback (As on the Record Date)		Post Buyback ⁽¹⁾	
	Number of Shares	% to the existing Equity Share capital	Number of Shares	% to post Buyback Equity Share capital
Promoters and persons acting in concert (collectively "the Promoters")	2,64,90,664	59.43	2,61,35,206	59.46
Foreign Investors (Including Non-Resident Indians, FII's, FPI's, Foreign Mutual Funds)	20,63,643	4.63		
Financial Institutions/Banks & Mutual Funds promoted by Banks/ Institutions	20,20,843	4.53	1,78,17,394	40.54
Others (Public, Public Bodies Corporate, etc.)	1,40,02,450	31.41		
Total	4,45,77,600	100.00	4,39,52,600	100.00

(1) Subject to extinguishment of 6,25,000 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

CHARTERED CAPITAL AND INVESTMENT LIMITED
 418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai 400 093
 Contact Person: Mr. Amit Kumar Gattani
 Tel No.: 022- 6692 4111/6222
 Email Id: mumbai@charteredcapital.net
 Website: www.charteredcapital.net
 SEBI Registration No: INM00004018 | Validity: Permanent
 Corporate Identity Number: L45201GJ1986PLC008577

5. DIRECTORS' RESPONSIBILITY

5.1 As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts full responsibility for the information contained in this Post Buyback Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contains and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Mayur Uniquoters Limited

Sd/-	Sd/-	Sd/-
Suresh Kumar Poddar	Arun Kumar Bagaria	Dinesh Sharma
Chairman and Managing Director & CEO DIN: 00022395	Whole Time Director DIN: 00373862	Company Secretary and Compliance Officer M. No: ACS44736

Date: Monday, April 18, 2022
 Place: Jaipur



(This is only an advertisement for information purpose and not a Prospectus announcement.)



NANAVATI VENTURES LIMITED

Our Company was originally incorporated as "Nanavati Ventures Private Limited" under Companies Act, 1956 vide Certificate of Incorporation dated August 10, 2010 issued by Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli under CIN U51109GJ2010PTC061936. The name of the Company changed from "Nanavati Ventures Private Limited" to "Nanavati Ventures Limited" pursuant to special resolution passed by the Shareholders at its Extra Ordinary General Meeting held on July 30, 2020 and a fresh certificate of incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Ahmedabad dated August 14, 2020 under CIN U51109GJ2010PLC061936. For details pertaining to the changes of name of our company and change in the registered office, please refer to the charter titled "Our History and Certain Corporate Matters" beginning on page no. 86 of the Prospectus.

Corporate Identification Number: U51109GJ2010PLC061936

Registered Office: S-414, OM Plaza, Adarsh App. Co. Op. Ho. Soc., Village: Vijalpor, Taluka: Jalalpor, Navsari- 396445, Gujarat, India; Tel: +91 9316691337;
 Email: info@nventures.co.in; Website: www.nventures.co.in; Contact Person: Mr. Pankaj Valjibhai Pandav, Company Secretary & Compliance Officer

THE ISSUE

INITIAL PUBLIC ISSUE OF 4,36,000 EQUITY SHARES OF A FACE VALUE OF RS. 10/- EACH (THE "EQUITY SHARES") OF NANAVATI VENTURES LIMITED ("OUR COMPANY" OR "NANAVATI" OR "NVL" OR "THE ISSUER") FOR CASH AT A PRICE OF RS. 50/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 40/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 218.00 LAKHS ("THE ISSUE") OF WHICH UPTO 24,000 EQUITY SHARES AT AN ISSUE PRICE OF RS. 50 PER EQUITY SHARE AGGREGATING TO RS. 12.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 4,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN ISSUE PRICE OF RS. 50 PER EQUITY SHARE AGGREGATING TO RS. 206.00 LAKHS IS HEREAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.49% AND 25.03%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE IS 5.0 TIMES OF THE FACE VALUE THE APPLICATION MUST BE FOR A MINIMUM OF 3,000 EQUITY SHARES AND IN MULTIPLES OF 3,000 EQUITY SHARES THEREAFTER.

FOR FURTHER DETAILS, PLEASE REFER TO "SECTION X- ISSUE RELATED INFORMATION" BEGINNING ON PAGE 161 OF THE PROSPECTUS.

THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME. AS AMENDED, THIS ISSUE IS FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, 2018

ISSUE **ISSUE OPENS ON: MONDAY, APRIL 25, 2022**
ISSUE CLOSES ON: WEDNESDAY, APRIL 27, 2022

ASBA* Simple, Safe, Smart way of Application-Make use of it!!! *Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below. **Mandatory in Public Issues from January 01, 2016 No cheque will be accepted.**



Now available in ASBA for Retail Individual Investors
 *ASBA is a better way of applying to issues by simply blocking the fund in the bank account. For further details check section on ASBA below.
 *ASBA has to be availed by all the investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 274 of the Prospectus. The process is also available on the website of AIIB and Exchanges in the General Information Document.
 ASBA application forms can be downloaded from the website of SEBI Limited and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in

List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in

Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

PLEASE NOTE THAT IN ACCORDANCE WITH THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 ALL THE APPLICANTS HAVE TO COMPULSORILY APPLY THROUGH THE ASBA PROCESS.

PROMOTERS OF THE COMPANY: MRS. KASHMIRA HEMANTKUMAR NANAVATI, MR. SHREYKUMAR HASMUKHBHAI SHETH AND MS. VAISHNAVI HEMANTKUMAR NANAVATI

LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an approval letter dated November 25, 2021 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited ("BSE").

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Offer Document was not filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 151 of the Prospectus.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to page 154 of the Prospectus for the full text of the "Disclaimer Clause of the SME Platform of BSE".

IPO GRADING: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

RISK IN RELATION TO THE FIRST ISSUE: This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each. The Issue Price as stated in "Basis for Issue Price" on page 60 of the Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed on the BSE SME Platform. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION OF OUR COMPANY:

The main objects of our Company, as contained in our Memorandum of Association, are set forth below: -
 carry on in India or elsewhere the business as traders, merchants, wholesalers, retailers, liasioners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, C & F agents, commission agents, selling agents, or otherwise to exchange, load unload, handle, deal in all types of products/material such as machinery equipments, components, goods, articles, thing, products, commodities, consumables, accessories, spare parts, ingredients, systems, substances, instruments, chemicals, Devices, fittings, tools, dies, jigs, compounds, raw materials, by-products, semi-finished products, materials, wastes, residues, appliances, stores, preparations, mixtures, vehicles, agro based products, grains, cattle feed, textile based products, bullion, diamond, pearls and precious stones, jewels, gold, silver, platinum and precious or semi precious metals, ornaments, jewellery, articles of value made partly or fully of above mentioned materials, stones or metals and other items used in any industry, commerce, transport, public welfare needs, defense, aviation, agriculture, construction, power, transmission, pollution or in any other field.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: Authorized Share Capital of Rs. 200 lakhs divided into 20,00,000 Equity Shares of Rs. 10.00 each. Issued, Subscribed & Paid-up Share Capital prior to the Issue: Rs. 121 Lakhs divided into 12,10,000 Equity Shares of Face Value of Rs. 10.00 each. Proposed Post Issue Paid-up Share Capital: Rs. 164.60 Lakhs divided into 16,46,000 Equity Shares of Face Value of Rs. 10.00 each.

LIABILITY OF MEMBERS: The Liability of the members of the Company is limited.

SIGNATORIES TO MOA AND SHARES SUBSCRIBED

Original Signatories		Current Promoters	
Name	No. of shares	Name	No. of shares
Hemant Pravinchandra Nanavati	6000	Kashmira Hemantkumar Nanavati	859100
Kaushik Vinodhbhai Rana	4000	Shreykumar Hasmukhbhai Sheth	Nil
		Vaishnavi Hemantkumar Nanavati	Nil

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001, Maharashtra, India. Tel. No.: +91 22 40509999 Fax No.: N.A. Email: satish@focl.in/ mala@focl.in Investor Grievance Email: investorcomplaints@focl.in Website: www.focl.in Contact Person: Mr. Satish Sheth/ Ms. Mala Soneji SEBI Registration No.: INM000003671	 KFIN TECHNOLOGIES LIMITED Selenium Tower -B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, Telangana, India. Tel. No.: +91 40 6716 2222 Fax No.: +91 40 2343 1551 E-mail: nvl ipo@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: Mr. M Murali Krishna SEBI Registration No.: INR000002221	Mr. Pankaj Valjibhai Pandav, Company Secretary & Compliance Officer NANAVATI VENTURES LIMITED S-414, OM Plaza, Adarsh App. Co. Op. Ho. Soc., Village: Vijalpor, Taluka: Jalalpor, Navsari- 396445, Gujarat, India Tel. No.: +91 9316691337 Email: info@nventures.co.in Website: www.nventures.co.in Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

AVAILABILITY OF PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus shall be available at the website of SEBI at www.sebi.gov.in; the website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.focl.in and the website of the Issuer Company at: www.nventures.co.in;

AVAILABILITY OF APPLICATION FORMS: Application forms can be obtained from the Issuer Company: Nanavati Ventures Limited, Lead Manager: First Overseas Capital Limited. Application Forms can also be obtained from the Stock Exchange at www.bseindia.com and the list of SCSBs available on the website of SEBI at www.sebi.gov.in

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors shall apply through the ASBA process. The investors are required to fill the ASBA form and submit the same to their banks. The SCSB will block the amount in the account as per the authority contained in ASBA form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund.

For more details on the ASBA process, please refer to the details given in application forms and Abridged Prospectus and also please refer to the section "Issue Procedure" on page 170 of the Prospectus.

BANKER TO THE ISSUE AND SPONSOR BANK: Kotak Mahindra Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated April 16, 2022. Investors should read the Prospectus carefully, including the Risk Factors on page no. 23 of the Prospectus before making any investment decision.

For Nanavati Ventures Limited
 On behalf of the Board of Directors

Date: April 18, 2022
 Place: Navsari
Chairman and Managing Director
 Nanavati Ventures Limited is proposing, subject to market conditions, public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Ahmedabad. The Prospectus shall be available on the website of SEBI at www.sebi.gov.in, the website of the Lead Manager at www.focl.in the website of the BSE i.e. www.bseindia.com, and website of the Issuer Company at www.nventures.co.in. Investors should note that investment in Equity Shares involves a high degree of risk. For details investors should refer to and rely on the Prospectus including the section titled "Risk Factors" beginning on page 23 of the Prospectus, which has been filed with ROC. The Equity Shares have not been and will not be registered under the US Securities Act (the "Securities Act") or any state securities law in United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in the Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act of 1933

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