LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (**"Letter of Offer"/"LoF"**) is sent to you as a Public Shareholder (as defined below) of Astec Lifesciences Limited. If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or the Manager (as defined below) / Registrar to the Offer (as defined below). In case you have recently sold your Equity Shares (as defined below), please hand over this LoF and the accompanying Form of Acceptance and Transfer Deed to the member of stock exchange through whom the said sale was effected.

GODREJ AGROVET LIMITED

An unlisted public limited company incorporated in India under the Companies Act, 1956

Registered Office: Pirojshanagar, Eastern Express Highway Vikhroli (East), Mumbai – 400079, India
(**Tel:** +91-22-2518 8010, **Fax:** +91-22-2518 8473, **CIN:** U15410MH1991PLC135359)
(hereinafter referred to as the "**Acquirer**" / "**GAVL**")

MAKES A CASH OFFER OF INR 246.60 (RUPEES TWO HUNDRED AND FORTY SIX AND PAISA SIXTY) PER FULLY PAID UP EQUITY SHARE OF FACE VALUE OF INR 10 (RUPEES TEN) EACH, TO ACQUIRE UPTO 50,67,259 (FIFTY LACS SIXTY SEVEN THOUSAND TWO HUNDRED FIFTY NINE) EQUITY SHARES REPRESENTING 26.05% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW), UNDER THE SEBI (SAST) REGULATIONS (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS OF

ASTEC LIFESCIENCES LIMITED

A listed public limited company incorporated under the Companies Act, 1956

Registered Office: Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai 400001, India
Tel: +91-22-6120 5600, **Fax:** +91-22-2261 8289. **CIN:** L99999MH1994PLC076236
(hereinafter referred to as the "**Target**" / "**Astec**")

1. This Offer (as defined below) is made pursuant to and in compliance with the provisions of regulation 3(1) and regulation 4 of the SEBI (SAST) Regulations.
2. This Offer is not a conditional offer in terms of regulation 19 of the SEBI (SAST) Regulations and is not subject to any minimum level of acceptance.
3. This Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.
4. To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the acquisition of the Offer Shares as on the date of the Letter of Offer. Where any statutory approval or exemption extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals or exemptions are required in order to complete this Offer.
5. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.
6. The Acquirer may withdraw the Offer in accordance with the terms and conditions specified in Part VI section C paragraph 5 of this Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days (as defined below) of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the Detailed Public Statement (as defined below) had appeared, stating the grounds for the withdrawal in accordance with regulation 23(2) of the SEBI (SAST) Regulations.
7. The Offer Price (as defined below) may be subject to revision pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to the commencement of the last three Working Days before the commencement of the Tendering Period (as defined below) in accordance with regulation 18(4) of the SEBI (SAST) Regulations. Where the Acquirer has acquired any Equity Shares during the offer period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares during the period commencing three Working Days prior to the commencement of the Tendering Period and ending on the expiry of the Tendering Period. In the event of such revision, the Acquirer shall (i) make corresponding increases to the Open Offer Escrow Amount (as defined below); (ii) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such announcement, inform SEBI (as defined below), the Stock Exchanges (as defined below) and the Target Company at its registered office of such revision. Such revised Offer Price would be payable for all the Equity Shares validly tendered during the Tendering Period of the Offer.
8. **There has been no competing offer as of the date of this Letter of Offer.**

A copy of the Public Announcement (as defined below), the Detailed Public Statement and the Letter of Offer (including the Form of Acceptance)is also available on the website of SEBI (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
kotak® Investment Banking	
KOTAK MAHINDRA CAPITAL COMPANY LIMITED 27BKC, 1st floor, Plot no. C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 **Tel:** +91 22 22 4336 0000 **Fax:** +91 22 22 6713 2447 **Email:** project.astecopenoffer@kotak.com **Contact Person:** Ganesh Rane **SEBI Registration Number:** INM000008704 **CIN:** U67120MH1995PLC134050	**BIGSHARE SERVICES PRIVATE LIMITED** E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072 **Tel:** +91-22-4043 0200 **Fax:** +91-22-2847 5207 **Website:** www.bigshareonline.com **E-Mail:** openoffer@bigshareonline.com **Contact Person :** Ashok Shetty **SEBI Reg. No.:** INR000001385

The schedule of activities under the Offer is as follows:

Activity	Schedule of activities	Revised schedule of activities
	Date & Day	
Date of the Public Announcement	August 28, 2015, Friday	August 28, 2015, Friday
Date of publication of the Detailed Public Statement	September 4, 2015, Friday	September 4, 2015, Friday
Filing of the Draft Letter of Offer with SEBI	September 11, 2015, Friday	September 11, 2015, Friday
Last date for a public announcement for competing offer(s)	September 29, 2015, Tuesday	September 29, 2015, Tuesday
Identified Date* (as defined below)	October 9, 2015, Friday	November 6, 2015, Friday
Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	October 16, 2015, Friday	November 17, 2015, Tuesday
Last date for revising the Offer Price / Offer Size	October 20, 2015, Tuesday	November 19, 2015, Thursday
Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	October 21, 2015, Wednesday	November 20, 2015, Friday
Date of publication of Offer Opening Public Announcement in the newspapers in which the Detailed Public Statement has been published	October 23, 2015, Friday	November 23, 2015, Monday
Date of commencement of the Tendering Period (“Offer Opening Date”)	October 26, 2015, Monday	November 24, 2015, Tuesday
Date of closure of the Tendering Period (“Offer Closing Date”)	November 6, 2015, Friday	December 8, 2015, Tuesday
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the shareholders of the Target Company	November 24, 2015, Tuesday	December 22, 2015, Tuesday
Last date for publication of post-Offer public announcement in the newspapers in which the Detailed Public Statement has been published	December 2, 2015, Wednesday	December 31, 2015, Thursday

**The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in the Offer at any time prior to the expiry of the Tendering Period.*

RISK FACTORS

Risk factors relating to the Offer

- The Acquirer may withdraw the Offer in accordance with the conditions specified in Part VI Section C paragraph 5 of this Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the Detailed Public Statement had appeared, stating the grounds for the withdrawal in accordance with regulation 23(2) of the SEBI (SAST) Regulations.

- In the event of any litigation leading to a stay on the Offer by a court of competent jurisdiction, or SEBI instructing that the Offer should not proceed, the Offer may be withdrawn or the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, in the event of any delay, the payment of consideration to the Public Shareholders of the Target Company, whose Equity Shares are accepted under this Offer, as well as the return of Equity Shares not accepted under this Open Offer by the Acquirer may be delayed.

- The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer / Clearing Corporation until the completion of the Offer formalities, and the Public Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares held in trust by the Registrar to the Offer / Clearing Corporation during such period. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

- In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares which are validly tendered by the Public Shareholders on a proportionate basis as detailed in paragraph 11 of Section A of Part V (*Justification of Offer Price*) below. Therefore, there is no certainty that all the Equity Shares tendered in the Offer will be accepted. The unaccepted Equity Shares will be returned to the respective Public Shareholders in accordance with the schedule of activities for the Offer.

- Further, Public Shareholders should note that, under the SEBI (SAST) Regulations, once Public Shareholders have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the dispatch of consideration.

- In case of delay in receipt of any statutory approval, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI, including payment of interest in accordance with regulation 18(11) of the SEBI (SAST) Regulations, grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer.

- The Acquirer and the Manager accept no responsibility for the statements made otherwise than in the LoF, the DPS (as defined below) and/or the PA (as defined below) and/or in the Offer Opening Public Announcement (as defined below) or in any corrigendum to the DPS and PA (if issued) and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager) would be doing so at his, her or their own risk.

- Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this LoF.

Probable risks involved in associating with the Acquirer

- Neither the Acquirer nor the Manager makes any assurance with respect to the continuation of past trends in the financial performance of the Target Company.

- Neither the Acquirer nor the Manager can provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.

The risk factors set forth above are indicative only and are not intended to provide a complete analysis of all risks as perceived in relation to the Offer or associating with the Acquirer. The risk factors set forth above do not relate to the present or future business or operations of the Target Company and any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by any Public Shareholder in the Offer. Public Shareholders are advised to consult their stockbroker, investment consultant or tax advisor for an understanding of the further risks associated with their participation in the Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "**Rs.**"/"**INR**"/ "`" are to Indian Rupee(s), the official currency of India.

In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

All financial data presented in this Letter of Offer is in INR.

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DEFINITIONS / ABBREVIATIONS

Particulars	Details / Definition
Acquirer / GAVL	Godrej Agrovet Limited
ACCPL	Astec Crop Care Private Limited
Additional Equity Shares	In terms of the SPA, the Acquirer has the option to additionally acquire upto 9,79,055 Equity Shares from the Sellers for a price of INR 190 for each additional Equity Share, if after the Offer the Acquirer does not hold 50.32% of the Voting Share Capital
BSE	BSE Limited
Cash Escrow	Cash aggregating to INR 125,00,00,000 (Rupees One Hundred Twenty Five Crore)
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Clearing Corporation of Stock Exchanges
Depositories	CDSL and NSDL
Detailed Public Statement / DPS	The detailed public statement in connection with the Offer, published on behalf of the Acquirer on September 4, 2015
DP	Depository Participant
DPS Date	DPS Date means the day which falls immediately after the expiry of 21 working days from the date of publication of the DPS
Draft Letter of Offer / DLoF	The Draft Letter of Offer dated September 11, 2015, filed with the SEBI pursuant to regulation 16(1) of the SEBI (SAST) Regulations
Equity Share(s)	Fully paid up equity shares of the Target Company ofFace Value of INR 10 (Rupees Ten) each, carrying voting rights and includes any security of the Target Company which entitles the holder thereof to exercise voting rights as an equity shareholder of the Target Company
Escrow Agent DP Account	A depository participant account of Kotak Mahindra Bank Limited, opened by the Acquirer and the Sellers, for the purpose of holding and subsequent release of the Sale Shares from August 28, 2015 till the date of acquisition of the Sale Shares by the Acquirer
Escrow Bank	Kotak Mahindra Bank Limited acting through its office at 5 C / II, Mittal Court, 224, Nariman Point, Mumbai – 400 021
FEMA	Foreign Exchange Management Act, 1999 (as amended)
FII	Foreign Institutional Investors
FPI	Foreign Portfolio Investors
Identified Date	The date falling on the 10th Working Day prior to the commencement of the Tendering Period
IFSC	Indian Financial System Code
Income Tax Act / I-T Act	The Income Tax Act, 1961 (as amended)
Letter of Offer / LoF	This Letter of Offer dated November 7, 2015
Listing Agreement	The listing agreement entered into by the Target Company with BSE and NSE
Long Stop Date	6 months from August 28, 2015
Manager	Kotak Mahindra Capital Company Limited
Maximum Open Offer Consideration	INR 124,95,86,069.40 (Rupees One Hundred Twenty Four Crore Ninety Five Lacs Eighty Six Thousand and Sixty Nine and Paisa Forty)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCBs	Overseas Corporate Bodies
ODI Regulations	Foreign Exchange Management Act, 1999 (i.e. the Foreign Exchange

Particulars	Details / Definition
	Management (Transfer or Issue of any Foreign Security) Regulations, 2004
Offer / Open Offer	Open offer being made by the Acquirer to the Public Shareholders of the Target to acquire up to 50,67,259 (Fifty Lacs Sixty Seven Thousand Two Hundred Fifty Nine) Equity Shares of Face Value of INR10/- (Rupees Ten) each, representing 26.05% of the Voting Share Capital, at a price of INR 246.60 (Rupees Two Hundred Forty Six and Paisa Sixty) per Offer Share
Offer Opening Public Announcement	The announcement of the commencement of the Tendering Period made on behalf of the Acquirer
Offer Price	INR 246.60 (Rupees Two Hundred Forty Six and Paisa Sixty) per Offer Share
Offer Shares	50,67,259 (Fifty Lacs Sixty Seven Thousand Two Hundred Fifty Nine) Equity Shares, representing 26.05% of the Voting Share Capital
Offer Size	INR 124,95,86,069.40 (Rupees One Hundred Twenty Four Crore Ninety Five Lacs Eighty Six Thousand and Sixty Nine and Paisa Forty), being the maximum consideration payable under this Offer assuming full acceptance
Open Offer Escrow Account	The account opened with Kotak Mahindra Bank Limited in accordance with regulation 17(4) of the SEBI (SAST) Regulations
Open Offer Escrow Agent	Kotak Mahindra Bank Limited (acting through its office at 27 BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051)
Open Offer Escrow Agreement	Escrow agreement dated August 27, 2015 entered into by the Acquirer with the Open Offer Escrow Agent and the Manager
Open Offer Escrow Amount	The Cash Escrow maintained by the Acquirer with the Open Offer Escrow Agent in accordance with the Open Offer Escrow Agreement
PAN	Permanent Account Number
Promoter	Promoter of the Target Company and shall have the meaning ascribed to the term under the SEBI (SAST) Regulations
Promoter Group	Promoter Group of the Target Company and shall have the meaning ascribed to the term under the SEBI (SAST) Regulations
Public Announcement / PA	The public announcement in connection with the Offer dated August 28, 2015 issued by the Manager on behalf of the Acquirer
Public Shareholder(s)	All equity shareholders of the Target Company other than the Promoters, parties to the SPA and any persons acting or deemed to be acting in concert with any of them
RBI	Reserve Bank of India
Registrar to the Offer	Bigshare Services Private Limited
Sale Consideration	Acquirer and the Sellers have agreed to the aggregate consideration of INR 167,41,80,060 for acquiring the Sale Shares of 88,11,474 in accordance with the terms of the SPA
Sale Shares	The Acquirer and the Sellers have entered into the SPA, pursuant to which the Sellers have agreed, subject to the terms and conditions set out in the SPA, to collectively sell, and the Acquirer has agreed to purchase, for cash, 88,11,474 Equity Shares, representing 45.29% of the Voting Share Capital
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI Delisting Regulations	Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Particulars	Details / Definition
Sellers	Mr. Ashok Vishwanath Hiremath, Altimax Financial Services Private Limited, Mrs. Chitralekha Ashok Hiremath, Ms. Supriya Ashok Hiremath, Ashok Vishwanath Hiremath HUF, Dr. P. L. Tiwari, Mr. Suresh Hiremath and Mr. Laxmikant Ramprasad Kabra
SPA	Share Purchase Agreement dated August 28, 2015 executed by the Sellers, the Target Company and the Acquirer
Stock Exchanges	BSE & NSE
STT	Securities Transaction Tax
Target / Target Company	Astec Lifesciences Limited
Tendering Period	November 24, 2015, to December 8, 2015, both days inclusive
TRS	Transaction Registration slip
Voting Share Capital	1,94,55,055 Equity Shares of the Target Company
Working Day(s)	Shall have the same meaning ascribed to it in the SEBI (SAST) Regulations

I. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ASTEC LIFESCIENCES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 11, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

II. DETAILS OF THE OFFER

A. Background to the Offer

1. The Offer is being made by the Acquirer to the Public Shareholders of the Target Company in accordance with regulation 3(1) and regulation 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA by the Acquirer, the Sellers and the Target Company on August 28, 2015.

2. This Offer is a mandatory offer pursuant to the execution of the SPA on August 28, 2015 amongst the Acquirer, the Sellers and the Target Company. Along with the SPA, the Acquirer and the Sellers have entered into other transaction documents for giving effect to the transactions contemplated under the SPA. The price agreed to be paid by the Acquirer to the Sellers is INR 190 (Rupees One Hundred Ninety) per Sale Share, which price is subject to downward adjustments (if applicable) in accordance with the terms of the SPA, including but not limited to a reduction of INR 20,00,00,000 (Rupees Twenty Crore) from the Sale Consideration if the sale of ACCPL is not completed within 270 (Two Hundred Seventy) days from August 28, 2015 (i.e. date of execution of the SPA). ACCPL is a wholly owned subsidairy of the Target Company and as a condition to the transactions contemplated under the SPA the shares of ACCPL held by the Target Company will be sold within 270 days from August 28, 2015 (i.e., date of execution of the SPA).The Sale Consideration to be paid by the Acquirer to the Sellers also includes an aggregate non-compete fee of INR 50,00,000 (Rupees Fifty Lacs).

3. The Sellers have collectively sold, and the Acquirer has purchased, for cash, 88,11,474 (Eighty Eight Lacs Eleven Thousand Four Hundred Seventy Four) Equity Shares, representing 45.29% of the Voting Share Capital. The details of the Sale Shares being sold under SPA are set out below:

Sellers	Number of Sale Shares	Percentage of Voting Share Capital
Mr. Ashok Vishwanath Hiremath*	42,95,274	22.08%
Altimax Financial Services Private Limited	9,43,000	4.85%
Mrs. Chitralekha Ashok Hiremath#	1,00,500	0.52%
Ms. Supriya Ashok Hiremath	1,100	0.01%
Ashok Vishwanath Hiremath HUF	5,500	0.03%
Dr. P L Tiwari	18,15,000	9.33%
Mr. Suresh Hiremath	16,50,000	8.48%
Mr. Laxmikant Ramprasad Kabra	1,100	0.01%
Total	**88,11,474**	**45.29%**

**Mr. Ashok Vishwanath Hiremath will continue to hold 10% of Voting Share Capital assuming the Acquirer does not acquire the Additional Equity Shares*
 # Earlier known as Mrs Chitra Ashok Hiremath

4. If the shareholding of the Acquirer, taking into account the number of Equity Shares accepted in the Open Offer is less than 50.32% of the Voting Share Capital, the Acquirer will have the option to purchase Additional Equity Shares of the Target Company from the Sellers such that (i.e., pursuant to purchase of such Additional Equity Shares) the Acquirer holds an aggregate of upto 50.32% of the Voting Share Capital. In lieu of this, the Acquirer, subject to the subscription in the Open Offer, has a right to additionally acquire such Additional Equity Shareswithin six (6) months from the completion of the Open Offer process in accordance with the SEBI (SAST) Regulations.

5. In addition to the details set out in this Part II Section A (Background to the Offer), and Part II Section B (Details of the Offer), the other salient features of the SPA have been set out below:

(i) ***Representations, Warranties and Indemnities:*** The Sellers have provided representations and warranties to the Acquirer, including but not limited to in relation to the Sale Shares (including but not limited to clear and marketable title to the Sale Shares and lack of encumbrances on the Sale Shares) and the Target Company (including in relation to the assets and business of the Target Company, and compliance by the Target Company with law (including tax laws)), customary to an acquisition of such nature. In addition, the Sellers have provided indemnities to the Acquirer for any losses (a) suffered by the Acquirer or the Target Company owing to any breach or inaccuracy of such representations and warranties, and (b) certain identified events. In this context, the Sellers have set aside a certain sum of money in an escrow account which may be drawn on by the Acquirer upon (a) suffering any losses from the breach or inaccuracy of the representations and warranties, and (b) occurrence of certain identified events.

(ii) ***Continuing Shareholding of Mr. Ashok Hiremath:***Mr. Ashok V. Hiremath will continue to hold 10% of Voting Share Capital assuming the Acquirer does not acquire the Additional Equity Sharesin the Target Company,and subject to other terms of the SPA for a period of two (2) years from the completion of the acquisition of the Sale Shares, in accordance with the SPA and will continue as a Promoter of the Target Company.

(iii) ***Sellers not to acquire Equity Shares under the creeping acquisition method:*** The Sellers have agreed that (a) till two (2) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, or (b) till the time the Sellers cease to be classified as 'promoters' as per the SEBI (ICDR) Regulations, the Sellers or their affiliates will not acquire any shares of the Target Company without the prior written approval of the Acquirer.

(iv) ***Affirmative voting rights of Mr. Ashok V. Hiremath:***Till two (2) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, the following matters will not be approved by the Board of Directors of the Target Company unless the prior consent of Mr. Ashok V. Hiremath has been received:

(a) any change in the capital structure of the Target Company;

(b) entry into, or variation, or waiver of any breach of, or discharge of any liability under, or terminating, any contract, transactions or arrangements with anyshareholder or any of its related parties (as defined under Clause 49 of the Listing Agreement);

(c) capital expenditure or incurrence of any indebtedness by the Target Company such that the debt to equity ratio of the Target Company is greater than 2:1;

(d) any change of the charter documents of the Target Company if such change adversely impacts the Mr. Ashok V. Hiremath's shareholder rights in the Target Company;

(e) winding up, liquidation or dissolution of the Target Company;

(f) the appointment, removal (other than for identified cause including gross negligence or fraud) and conditions of employment, including remuneration, of the managing director of the Target Company.

(v) ***Tag Along Right:***For a period of upto two (2) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, if the

Acquirer intends to sell any equity shares of the Target Company, then Mr. Ashok V. Hiremath will have the right to '*tag along*' and sell the equity shares of the Target Company held by him along with the Acquirer, in accordance with the terms of the SPA.

(vi) ***Pre-emptive Right:***For a period of upto two (2) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, Mr. Ashok V. Hiremath will have a right of pre-emption to subscribe to any fresh equity shares to be issued by the Target Company such that his shareholding percentage in the Target Company is not diluted pursuant to such fresh issuance of equity shares.

(vii) ***Put Option of Mr. Ashok V. Hiremath:***After the expiry of two (2) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, Mr. Ashok V. Hiremath will have the option to sell the remaining equity shares of the Target Company held by him to the Acquirer at a price of INR 190 (Rupees One Hundred Ninety) for each equity share in accordance with the terms of the SPA. Sale of such remaining equity shares will be done in accordance with the provisions of SEBI (SAST) Regulations.

(viii) ***Non-compete / Non-solicitation obligations of the Sellers (other than Mr. Ashok V. Hiremath):***Till the expiry of three (3) years from the completion of the acquisition of the Sale Shares in accordance with the SPA, the Sellers (other than Mr. Ashok V. Hiremath) and their affiliates shall not (a) engage in any business which directly or indirectly competes with the business of the Target Company, (b) persuade any customer or potential customer of the Target Company to hire a competitor, and (c) solicit for any member of the promoter group or any person other than the Target Company, the business of a person who is a customer of the Target Company or was a customer of the Target Company within three (3) years from 28 August 2015.

(ix) ***Non-compete / Non-solicitation obligations of Mr. Ashok V. Hiremath:*** Till the expiry of three (3) years from the time Mr. Ashok V. Hiremath ceases to hold an executive position in the Target Company, he and his affiliates shall not (a) engage in any business which directly or indirectly competes with the business of the Target Company, (b) persuade any customer or potential customer of the Target Company to hire a competitor, and (c) solicit for any member of the promoter group or any person other than the Target Company, the business of a person who is a customer of the Target Company or was a customer of the Target Company within three (3) years from 28 August 2015.

6. The SPA also imposes certain obligations on certain Sellers vis-à-vis the conduct of business of the Target Company up to the completion of the transactions under the SPA including in relation to maintenance of normalized net working capital, amendment of Memorandum and Articles of Association of the Target Company, declaring or making any dividend payments, availing of any borrowing (including incurrence of any debt which impacts the net debt of the Target Company), selling or creating any encumbrance over the Target Company's assets.

7. The Acquirer has appointed Mr. Nadir Burjor Godrej and Mr. Balram Singh Yadav as Additional Directors on the Board of Directors of the Target Companyon October 12, 2015. The Acquirer has also appointed Mr. Varadaraj Subramanian, Mr. Rakesh Dogra and Mr. Arijit Mukherjee as Additional Directors on the Board of Directors of the Target Company on November 06, 2015. The Acquirer may remove any Director nominated by it by way of a written notice and may appoint any other Director in his place. Dr. P.L.Tiwari and Mr. Laxmikant Kabra have

resigned from the Board of Directors of the Target Company on October 12, 2015 and Mr.Janak Jaganath Rawal, Mr. Mohammed Zakir and Mr. Mandar Kamlakar Patil have resigned from the Board of Directors of the Target Company on November 6, 2015.

8. The Offer is being made pursuant to the SPA executed between the Acquirer, Sellers, and the Target Company for the acquisition of 45.29% Equity Shares of the Target Company by the Acquirer from the Sellers.

   The Acquirer has acquired the Sale Shares and management control over the Target Company on October 12, 2015 and hence, is classified as the promoter of the Target Company along with Mr. Ashok Vishwanath Hiremath.

9. The Shareholders may note the following information that was provided to the Acquirer by the Target Company:

   (i) Section A – Corporate Information, Regulatory and Statutory Compliance:

   (a) The Target Company is involved in negotiations to acquire 100% of the shareholding in one of its subsidiaries.

   (b) The Target Company has informed the Acquirer that the Target Company is in the process of regularizing certain compliances under foreign exchange regulations and environment protection legislations.

   Related Party Transactions

   (c) The Target Company has entered into related party transactions post 31 March 2015. The value of such transactions with related parties between April 1, 2015 and August 21, 2015 is ~ INR 596 Lacs.

   (ii) Section B – Overview of Business and Material Contracts:

   (a) The Target Company is an Indian manufacturer of agrochemical active ingredients, formulations and intermediate products and operates in 3 distinct segments, enterprise sales, contract manufacturing and branded sales.

   (b) Revenues generated from sales to the top 5 customers accounted for ~ 60% of the Target Company's revenues in the previous three financial years on a standalone basis.

   (c) The Target Company's total capital commitments as of August 22, 2015 in respect of its existing projects are ~ INR 611 Lacs.

   (d) The Target Company has debts, inter-alia debts amounting to ~ INR 172 Lacs which may not be recoverable.

   (e) In the financial year ended 31 March 2015, on a standalone basis, the enterprise sales contributed to approximately ~78% of net sales and contract manufacturing sales contributed to approximately ~21% of net sales.

   (f) The top 5 products of the Target Company on a standalone basis constitute ~83% of total revenues in the financial year ended 31 March 2015 where the gross margins ranged from approximately ~27% to ~46%.

(g) The Target Company has entered into long term contract manufacturing agreements with certain customers for exclusive manufacture and supply of identified products.

(iii) Section C – Indebtedness, Liabilities and Advances:

The Target Company has issued corporate guarantees in favour of Finquest Financial Solutions Private Limited and ICICI Bank in respect of lending facilities availed by it and ACCPL respectively.

(iv) Section D – Real Estate:

The Target Company utilizes a portion of the Mahad I premises, (where the manufacturing facility is situated), on a leave and license basis from Behram Chemicals Private Limited. Behram Chemicals Private Limited has informed the Maharashtra Industrial Development Corporation (lessor) of this arrangement.

(v) Section E – Labour and Employment/ Licenses and Registrations:

The Target Company has made applications to obtain/ renew the licenses, consents and registrations it requires to operate its business.

(vi) Section F – Litigation:

(a) The Company is currently involved in (a) indirect tax litigation (including but not limited to excise matters pursuant to show cause notices received from DGCEI) and direct tax litigations that are currently pending in forums such as CESTAT and the High Court of Bombay; (b) litigation under Section 397, 398 of the Companies Act, 1956 with MC Chemicals Private Limited (the other shareholder of Behram Chemicals Private Limited) pending in the Company Law Board; (c) litigation relating to *inter alia,* misbranding of insecticides, injury caused to a workman, bouncing of cheques etc. pending in the Esplanade Court, Court of Judicial Magistrate and the Sessions Court; and (d) public interest litigation and litigation in respect of adequacy of manufacturing licenses that are pending in the Bombay High Court.

(b) The aggregate claim amount in respect of direct tax disputes is ~ INR 150 Lacs and indirect tax disputes is approx. INR 1,950 Lacs. The Target Company is in the process of filing replies to notices received in respect of certain pending tax litigations.

(vii) Section G – Insurance:

The Target Company has obtained public liability insurance for an amount of INR 1,500 Lacs.

10. The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

11. As per regulations 26(6) and 26(7) of the SEBI (SAST) Regulations, the committee of independent directors of the Target Company will publish their

reasoned recommendations on the Offer in the same newspapers in which the Detailed Public Statement was published, not later than,November 20, 2015, and simultaneously a copy of such recommendations will be sent to SEBI, the Stock Exchanges and to the Managers.

B. Details of the Proposed Offer

1. The PA in connection with the Offer was made on August 28, 2015 to the Stock Exchanges and a copy thereof was also filed with SEBI, the Stock Exchanges and the Target Company at its registered office.

2. The DPS was published on September 4, 2015 in The Financial Express (all editions), Jansatta (all editions) and Navshakti (Mumbai edition). A copy of the PA and a copy of the Detailed Public Statement are also available on the website of SEBI (www.sebi.gov.in).

3. This Offer is being made by the Acquirer to all the equity shareholders of the Target Company other than to the promoters or parties to the SPA, and any persons acting or deemed to be acting in concert with any of them, to acquire up to 50,67,259 (Fifty Lacs Sixty Seven Thousand Two Hundred Fifty Nine) Equity Shares representing 26.05% of the Voting Share Capital of the Target Company, at an offer price of INR 246.60 (Rupees Two Hundred and Forty Six and Paisa Sixty) per Equity Share aggregating to a total consideration of INR 124,95,86,069.40 (Rupees One Hundred Twenty Four Crore Ninety Five Lacs Eighty Six Thousand and Sixty Nine and Paisa Forty). As of the date of this LoF, there are no outstanding convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company, except 1,26,000 (One Lac Twenty Six Thousand) employee stock options. The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of regulation 9(1)(a) of the SEBI (SAST) Regulations. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.

4. As of the date of the LoF, the Voting Share Capital of the Target Company is as follows:

Particulars	Number of shares	% of Voting Share Capital
Fully paid up Equity Shares as of the LoF date	1,94,55,055	100.00
Partly paid up Equity Shares as of the LoF date	Nil	Nil
Equity Share Capital	**1,94,55,055**	**100.00**

Source: Target Company

5. To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the acquisition under the SPA or of the Offer Shares as on the date of this LoF, except as set out in Part VI section C (Statutory and Other Approvals) below. If, however, any statutory or other approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory or other approval(s) being obtained.

6. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.

7. In terms of regulation 23(1) of the SEBI (SAST) Regulations.

   i. in the event that the approvals in Part VI Section C (Statutory and Other Approvals); or
   ii. those which become applicable prior to completion of the Offer are not received.

all of which are outside the reasonable control of the Acquirer, are not satisfied by the DPS Date, or such other date as may be agreed to by the parties to the SPA, in any case such date being prior to the Long Stop Date and the SPA is terminated, the Acquirer shall have the right to withdraw the Offer.

8. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days (as defined under the SEBI (SAST) Regulations) of such withdrawal, make an announcement of such withdrawal stating the grounds and reasons for the withdrawal in accordance with regulation 23(2) of the SEBI (SAST) Regulations.

9. In terms of regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer has no intention to restructure or alienate, whether by way of sale, lease, encumbrance or otherwise, any material assets of the Target Company or of its subsidiaries or of entities controlled by the Target Company during the period of two years following the completion of the Offer except:
   a. in the ordinary course of business; or
   b. on account of regulatory approvals or conditions, or compliance with any law that is binding on or applicable to the operations of the Target Company; or
   c. as has already been disclosed by the Target Company in the public domain.

10. Subject to paragraph 9 above, if the Acquirer intends to alienate any material asset of the Target Company or its subsidiaries, within a period of two years from completion of the Offer, the Target Company shall seek the approval of its shareholders as per proviso to regulation 25(2) of SEBI (SAST) Regulations.

11. The Public Shareholders should note that as a condition to the transactions contemplated under the SPA the shares of ACCPL held by the Target Company will be sold within 270 days from August 28, 2015 (i.e., date of execution of the SPA).

12. The Offer is not conditional on any minimum level of acceptance by the Public Shareholders in terms of regulation 19 of the SEBI (SAST) Regulations.

13. The Acquirer has not acquired any Equity Shares of the Target Company from the date of the PA and upto the date of this LoF except Sale Shares acquired in accordance with the SPA. The Acquirer holds 88,11,474 Equity Shares of the Target Company as of the date of this LoF.

14. Other than the transactions detailed in Part II Section A (Background to the Offer) above, which have triggered this Offer, pursuant to which the Acquirer has acquired Equity Shares in the Target Company, as on the date of this LoF, the Acquirer, its directors, and its key managerial employees have not acquired any further shares of the Target Company.

15. The Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

16. The Equity Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the

tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.

If the acquisition of the Offer Shares results in the shareholding of the Acquirer taken together with persons acting in concert with himin the Target Company , pursuant to the completion of the open offer exceeds the maximum permissible non-public shareholdingpursuant to the completion of the open offer exceeds the maximum permissible non-public shareholding, then the Acquirer shall bring down the non-public shareholding to the level within the time permitted under Securities Contract (Regulation) Rules, 1957 and it shall not be the responsibility of the Sellers to ensure compliance with the minimum public shareholding requirements.

17. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the offer period.

C. Object of the Acquisition / Offer

The Acquirer is a diversified research and development backed agri-business company, dedicated to improve the productivity of Indian farmers by innovating products and services that sustainably increase the crop and livestock yields. The Acquirer operates in the following businesses viz –animal feed, agri inputs and oil palm. Accordingly, the Acquirer's agri inputs business has synergies with the Target Company. The Acquirer intends to explore various opportunities to maximize these business synergies. The Acquirer will benefit from the Target Company's expertise and presence in the agri-business. The acquisition facilitates backward integration of Acquirer's agro chemical business and will allow the Acquirer to expand its agro chemical portfolio into fungicides. The Target Company will also have the opportunity to sell its products through Acquirer's channels. Any change in the structure or business profile that may be effected will be in accordance with the laws as may be applicable. There is no likelihood of any adverse impact on the employment. Further, the Acquirer currently has no plans of relocating the manufacturing facilities of the Target Company.

III. BACKGROUND OF THE ACQUIRER

ACQUIRER – Godrej Agrovet Limited

1. The Acquirer, i.e., Godrej Agrovet Limited, is an unlisted public company limited by shares, incorporated on November 25, 1991 under the laws of India (CIN: U15410MH1991PLC135359). Its registered office is situated at Pirojshanagar, Eastern Express Highway Vikhroli (East), Mumbai – 400079, India, Tel: +91-22-2518 8010, Fax: +91-22-2518 8473. Mr. Vivek Raizada is the Associate Vice President - Legal & Company Secretary of the Acquirer. There has been no change in the name of the Acquirer during the last three years. There is no person acting in concert with the Acquirer for the purposes of this Offer.

2. The Acquirer primarily operates as a diversified agribusiness company *inter alia* engaged in the business of animal feed, agricultural inputs and oil palm. The Acquirer was earlier a division of Godrej Industries Limited and was subsequently set up as a separate company to focus on the animal feed and agricultural inputs business.

3. Acquirer – Shareholding Pattern

Sr.No	Shareholder's Category	No. of Shares held	% of Shares held
1.	Promoter Group	6,93,07,420	74.88%
2.	Public	2,32,58,018	25.12%
	Total	9,25,65,438	100.00%

Promoter Group of the Acquirer includes Godrej Industries Limited holding 60.81%, Godrej and Boyce Manufacturing Co. Limited holding 2.86% and certain individuals of the Godrej family holding 11.21%. The Acquirer is a subsidiary of Godrej Industries Limited

4. Godrej Industries Limited is a public limited company incorporated under the laws of India and is listed on the Stock Exchanges. The company is engaged in the businesses of manufacture and marketing of oleo-chemicals, surfactants, finance & investments and estate management.

5. The equity shares of the Acquirer are not listed on any stock exchange in India.

6. The details of the Directors on the Board of Directors of the Acquirer are provided below:

Name of Director	Date of Appointment	Current Designation	Director Identification Number
Mr. Adi Godrej	November 25, 1991	Non-Executive Director	00065964
Mr.Nadir Burjor Godrej	November 25, 1991	Non-Executive Chairman	00066195
Mr. Jamshyd Godrej	August 24, 1992	Non-Executive Director	00076250
Mr. Vijay Crishna	August 24, 1992	Non-Executive Director	00066267
Ms. Tanya Dubash	April 10, 2003	Non-Executive Director	00026028
Ms. Nisaba Godrej	July 24, 2006	Non-Executive Director	00591503
Mr. Kavas Petigara	August 24, 1992	Independent Director	00066162
Dr. Sudhir Anaokar	June 29, 1998	Independent Director	00236819
Mr. Amit Choudhury	December 8, 2004	Independent Director	00557547
Mr. Balram Singh Yadav	September 1, 2007	Managing Director	00294803
Mr. Rohit Sipahimalani	January 30, 2013	Non-Executive Director	00904065

Mr. Adi Godrej

Mr. Adi Godrej is Chairman of the Godrej Group. The Godrej Group is a mainly privately held, over a 100 year-old family conglomerate, with operations in India and several other countries. Mr. Godrej has been president of several Indian Trade and Industrial Bodies and associations. He is Chairman of the Board of the Indian School of Business, and Past President of the Confederation of Indian Industry. He has been a member of the Dean's Advisory Council of the MIT Sloan School of Management, Chairman of the Board of Governors of the Narsee Monjee Institute of Management Studies and a member of the Wharton Asian Executive Board. Mr. Godrej is also a patron of the Himalayan Club. He is a recipient of several awards and recognitions including the Rajiv Gandhi Award 2002, the American India Foundation (AIF) Leadership in Philanthropy Award,2010, the Entrepreneur of the Year for the Asia Pacific Entrepreneurship Awards 2010, Best Businessman of the Year for the GQ Men of the Year Awards 2010, Chemexcil's Life Time Achievement Award 2010, AIMA-JRD Tata Corporate Leadership Award 2010, Bombay Management Association - Management Man of the Year Award 2010-2011, Qimpro Platinum Standard award for business in 2011, Ernst & Young Entrepreneur of the year 2012, the Padma Bhushan 2012, the Asian Awards, Entrepreneur of the Year 2013 and the All India Management Association-Business Leader of the Year 2015. Mr. Godrej holds a bachelor's and a master's degree from the Sloan School of Management at MIT.

Mr. Nadir Burjor Godrej

Mr. Nadir Burjor Godrej is the Managing Director of Godrej Industries Ltd and Chairman of Godrej Agrovet Ltd. He holds a Master of Science degree in Chemical Engineering from Stanford University and an MBA from Harvard Business School. He has been a Director of several Godrej companies since 1977 and has developed the animal feed, agricultural inputs and chemicals businesses of Godrej Industries Limited and other associate companies, and has been very active in research.

Mr. Godrej's outside commitments include

1. The Alliance Francaise De Bombay, President
2. CII National Council, Member
3. CII National Committee on Chemicals – Chairman
4. Indian Hotels Company Limited, Director
5. Mahindra & Mahindra Limited, Director
6. Member on the India Advisory Board of Harvard Business School

Mr. Godrej has been awarded Chevalier de Legion d'Honneur, Globoil Life Time Achievement Award – 2012, OTAI Life Time Achievement Award – 2012, Chemtech CEW Leadership & Excellence Award -2013, and Chemexcil Life Time Achievement Award – 2013. He also received the Porter Prize 2013 for Creating Shared Value awarded to Godrej Industries Limited.

Mr. Jamshyd Godrej

Mr. Jamshyd Godrej is the Chairman of the Board of Godrej & Boyce Manufacturing Company Limited. He graduated in Mechanical Engineering from Illinois Institute of Technology, USA.

Mr. Godrej is the former Chairman of Ananta Aspen Centre (previously known as Aspen Institute India), Chairman & Trustee of Ananta Centre. He is the President of World Wide Fund for Nature – India. He is the Chairperson of the Board of Directors of Shakti Sustainable Energy Foundation, India Resources Trust and Council on Energy, Environment and Water. He is a Director of World Resources Institute, USA and Director of Global Footprint Network, USA. He is also a Trustee of the Asia Society, USA. He is a member of Toyota Motor's Global Advisory Board and Asia Pacific Regional Advisory Committee. He is the Past President of Confederation of Indian Industry and also the Past President of the Indian Machine Tool Manufacturers' Association.

Mr. Godrej is the Chairman of the CII Sohrabji Godrej Green Business Centre. The Centre is housed in a LEED Platinum demonstration building which is the first green building in India and the greenest building in the world at the time when it was rated. The Green Business Centre is a Centre of Excellence for green buildings, energy efficiency, energy conservation, non-conventional energy sources, water policy, water conservation, etc.

Godrej and Boyce Mfg. Co. Ltd. manufactures and markets refrigerators; washing machines; air conditioners; office furniture; home furniture; security equipment for banks (such as safes, strong room doors, bank lockers, etc.) and for commercial establishments and homes; locks and latches, forklift trucks and warehousing equipment; process equipment for chemical, petrochemical, refineries and allied industries; precision tools for sheet metal, zinc, aluminium; real estate development.

The Godrej group are leaders in home appliances, consumer durables, office equipment, industrial products, consumer products and services.

Mr. Godrej is an ardent yachting enthusiast and has done extensive cruising along the west coast of India, the Baltic & North Sea, the Atlantic Ocean and in the Mediterranean Sea.

The President of India conferred on Mr. Godrej the "Padma Bhushan" on 3rd April 2003.

Mr. Vijay Crishna

A graduate in Economics from St Stephen's College, University of Delhi, Mr. Vijay Crishna handled several major brands before becoming CEO of Lawkim Ltd taken over by Godrej Group in 1977. In 1991, he formed a joint venture company with Statomat of Germany for manufacture of high precision tolling and machinery. .In 2003, having extended Lawkim's activities to light engineering and IT enabled services, he bought out their American partner's call centre business in the US Travel vertical and later sold this to the Managers of the business in May 2008. Lawkim was amalgamated into Godrej & Boyce Mfg. Co. Ltd. from 2008. In 1991, he established the Naoroji Godrej Centre for Plant Research (NGCPR) at Shindewadi, District Satara, researching and propagating rare and endangered species of medicinal plants endemic to the Western Ghats. Lawkim, with the expertise of the NGCPR has initiated a very successful working model of afforestation on 125 acres of barren forest land with the Maharashtra Forest Department, Govt of Maharashtra. He serves as a Trustee of the Bombay Scottish Orphanage Society and is a member of the Advisory Board of the Institute for Technology and Management, Navi Mumbai and is on the Advisory Panel of the New Zealand Trade and Enterprise Beachhead Programme.

Ms. Tanya Dubash

Tanya Dubash is a Executive Director and Chief Brand Officer of the Godrej Group.She is responsible for reinventing the Godrej Brand and charged with evolving the Group to a more brand-driven organisation. Tanya Dubash is a Director on the Boards of several Godrej Group companies including Godrej Industries Limited, Godrej Consumer Products Limited and the Acquirer. She is also the Chairperson of Natures Basket Limited. She heads the Strategic Marketing Group (SMG) that guides the Godrej Masterbrand and portfolio strategy, and chairs a Marketing Council comprising Group Marketing Heads. She is also on the Board of AIESEC. She is a Trustee of Brown University and a member of the Brown - India Advisory Council. She was recognised by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laude, Economics & Political Science, Brown University, USA, and an alumnus of the Harvard Business School.

Ms. Nisaba Godrej

Ms. Nisaba Godrej is Executive Director (being designated as Whole-time Director), Godrej Consumer Products Limited and leads the innovation strategy for the company. Nisaba also oversees the corporate strategy and human capital functions for Godrej Industries and Associate Companies (GILAC). She is responsible for driving the Group's transformation efforts, including efforts to attract and develop outstanding talent and make the culture more agile and innovative. Her previous assignments within the Godrej Group included the successful turnaround of Godrej Agrovet Limited. She has also led the creation of a strategy cell for the Group and the development of the FMCG strategy for the Group. This has included creating a five year roadmap for Godrej Consumer Products Limited, outlining category choices and instituting an Merger &Acquisition cell with a focused playbook that led to eight acquisitions between 2009 and 2011. Nisaba drives the Group's 'Good and Green' (CSR) initiatives and is the point person for the operations of the Godrej Family Council. She is on the Board of

Directors of Godrej Consumer Products Limited, Godrej Agrovet Limited and Teach for India. She has a BSc degree from the Wharton School, University of Pennsylvania and an MBA from Harvard Business School.

Mr. Kavas Petigara

Mr. Kavas Petigara is the Managing Partner of Scitech Corporation, a manufacturer of industrial chemical specialities. As a businessman and consultant he has been associated with chemical and allied business activities in India and abroad for many years. Mr Petigara holds Bachelor's, Master's and Chemical Engineering degrees from Massachusetts Institute of Technology, USA. He is a Director on the Board of Godrej & Boyce Mfg. Co. Ltd., Godrej Industries Limited, Godrej Agrovet Limited and Vora Soaps Limited.

Dr. Sudhir Anaokar

Dr. Sudhir Anaokar began his career with Godrej Soaps Limited as Technical Sales Executive, where he learnt the techniques of sales and marketing. He was rotated in various departments like production formulation, labour management, Human Resource R,etc. and was elevated to various positions by the acquirer and till his superannuation in 2003 he became the Managing Director of the company. A graduate from Mhow veterinary College he passed B.V.Sc.& A.H.with distinction and was a rank holder in Vikram University, Ujjain, Madhya Pradesh. He was a gold medallist in M.V. Sc. in Animal Nutrition from Agra University, Campus Indian Veterinary Research Institute, Izzatnagar (Uttar Pradesh) and did his doctrate in Animal Nutrition from Sardar Patel University Vallabh Vidyanagar, Anand in 1970. He was a recepient of Senior Research Fellowship, from Indian Council of Agricultural Research, New Delhi. He held various positions in Livestock Industry and was Chairman for 2 years of the Compound Livestock Feed Manufacturers Association (CLFMA) The only association of the livestock feed manufacturers. He published varios scientific papers in journal of repute and several popular articles in journals.

Mr. Amit Choudhury

Mr. Amit Choudhury holds a Master's degree in Economics and Master's in Management Studies from Jamnalal Bajaj Institute of Management Studies. He was the Managing Director of Godrej Properties Limited and retired from the services in April 2003. Currently he is an Independent Director on the Board Godrej Industries Limited, Godrej Properties Limited Godrej Agrovet Limited. Mr. Choudhury also had extensive exposure to different businesses in the Godrej Group.

Mr. Balram Singh Yadav

Mr. Balram Singh Yadav is the Managing Director of Godrej Agrovet Limited, one of India’s foremost diversified agribusiness companies. He also serves as Managing Director of Godrej Tyson Foods Ltd. He is the Former Chairman of CLFMA of India, an Association of Livestock Industry and also a member of the Managing Committee of All India Poultry Breeders’ Association. In addition, he is a Director of numerous companies including ACI Godrej Agrovet Private Limited (Bangladesh), Creamline Dairy Products Limited and, Polchem Hygiene Laboratories Private Limited. He began his career with Godrej Group in 1990 and over the years he has handled roles of increasing responsibility across businesses and regions in the company. He became the business Head in 1999 when he was asked to establish and lead the Integrated Poultry Business. He established the Real Good Chicken and Yummiez as the leading processed poultry brands in India.

In 2007, he took over reins of Godrej Agrovet Limited. as Managing Director and since has put Godrej Agrovet Limited on the path of rapid growth. Balram completed his B.Sc.

in Agricultural Science at Haryana Agricultural University, where he ranked 2nd in his class. He earned his Post Graduate Diploma in Management from IIM-Ahmedabad.

Mr. Rohit Sipahimalani

Mr. Rohit Sipahimalani is currently Co-Head, Investment Group, Co-Head, Portfolio and Strategy Group and Head at Temasek, India. Prior to joining Temasek, Mr. Sipahimalani spent 11 years with Morgan Stanley holding senior positions across its Mumbai and Hong Kong offices, including Co-Head of the Asia Pacific M&A business in Hong Kong, before his most recent appointment as Managing Director & Head of South East Asia Investment Banking in Singapore. Rohit Sipahimalani has worked on transactions in several Asian countries, including China, South Korea, Singapore, Indonesia, Thailand and India. Mr. Sipahimalani started his career with Citibank, Mumbai, after which he spent a few years with McKinsey & Company in India as a management consultant, before he joined Morgan Stanley. Mr. Sipahimalani graduated with a degree in Economics from St. Stephens College, Delhi and a Masters of Business Administration from IIM-Ahmedabad.

7. None of the Directors of the Acquirer were Directors on the Board of Directors of the Target Company prior to October 12, 2015. Mr. Nadir Burjor Godrej and Mr. Balram Singh Yadav, who are the Directors of the Acquirer have been appointed as Additional Directors of the Target Company with effect from October 12, 2015. Mr. Varadaraj Subramanian, Mr. Rakesh Dogra and Mr. Arijit Mukherjee have been appointed as Additional Directors on the Board of Directors of the Target Company and Mr. Nadir Burjor Godrej has been designated as the Chairman of the Board of Directors of the Target Company with effect from November 06, 2015.

8. The Acquirer has never directly or indirectly held any shares in the Target Company since its listing except for the Sale Shares acquired in accordance with the SPA and hence the provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011 with respect to the Target Company are not applicable.

9. Other than the transactions detailed in Part II Section A (*Background to the Offer*) above, which have triggered this Offer, pursuant to which the Acquirer has acquired 88,11,474 Equity Shares in the Target Company and has appointed Mr. Nadir Burjor Godrej Mr. Balram Singh Yadav, Mr. Varadaraj Subramanian, Mr. Rakesh Dogra and Mr. Arijit Mukherjee as Additional Directors on the Board of Directors of the Target Company, as on the date of this LoF, the Acquirer, its directors, and its key managerial employees do not hold any ownership/interest/ relationship/shares in the Target Company. The provisions of chapter V of the SEBI (SAST) Regulations are therefore not applicable.

10. The Acquirer's key financial information based on its audited consolidated financial statements as of and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 audited by M/s Kalyaniwalla & Mistry, Chartered Accountants, the Statutory Auditors of the Acquirer, is as follows:

Income Statement

(in INR Crore except EPS)

Particulars	As at and for financial year ended March 31, 2013	As at and for financial year ended March 31, 2014	As at and for financial year ended March 31, 2015
Income from operations	3,090	3,575	3,795
Other Income	11	15	14
Total Income	3,101	3,590	3,809
Total Expenditure	2,918	3,330	3,490
EBITDA	183	260	354
Depreciation	26	35	46
Interest	28	15	34
Profit/(Loss) Before Tax	129	210	274
Provision for Tax	41	55	63
Profit/(Loss) After Tax*	92	166	214

** includes share of associates*

Balance Sheet Statement

Particulars	As at March 31, 2013	As at March 31, 2014	As at March 31, 2015
Sources of funds			
Paid up share capital	13	13	93
Reserves and Surplus (excluding revaluation reserves)	374	454	543
Networth	387	467	636
Long Term Unsecured Loans	115	174	114
Other Non-current Liabilities	38	50	58
Total	540	691	808
Uses of funds			
Net fixed assets	527	690	791
Non Current Investments	66	47	22
Other Non-current Assets	60	37	50
Net current assets	(113)	(83)	(55)
Total	540	691	808

Other financial data

Particulars	For financial year ended March 31, 2013	For financial year ended March 31, 2014	For financial year ended March 31, 2015
Dividend (%)	190%	275%	259%
Earnings/(Loss) per share- diluted	69.98	127.72	23.42

Note Bonus issue in FY15 of 7,93,41,804 Equity Shares of INR 10 each has led to increase in share capital of the Acquirer to 9,25,65,438 equity shares at the end of FY15 (previous year: 1,32,23,634 shares)
(Source: The consolidated financial information set forth above has been extracted from the Acquirer's audited consolidated financial statements prepared in accordance with applicable accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and other relevant provisions of the Companies Act, 2013 (and Companies Act, 1956 where applicable) and audited by the Statutory Auditors of the Acquirer.)

11. The Acquirer has the following contingent liabilities as disclosed in its consolidated financial statements for the year ended 31 March 2015.

(in INR Crore)

Sr.No.	Contingent Liability/ Commitment	2015	2014
	Claims against the Acquirer not acknowledged as debts:		
(i)	Excise Matter	54.55	44.59
	Excise duty demands relating to disputed classification, assessable values, availment of credit etc. which the Acquirer has contested and is in appeal at various levels.		
(ii)	Customs Matter		
	The Acquirer has preferred an appeal with the Customs Department in the matter of Assessable value of imported Capital goods and presently the case is pending with the Commissioner of Customs, Chennai.	0.13	0.13
(iii)	Income Tax		
a.	The Acquirer has preferred appeal before the Commissioner of Income Tax (Appeals) against the order of the Assessing Officer for the A.Y. 2012-13 in which a demand of INR 916.18 Lacs has been determined to be payable by the Acquirer. The above demand includes taxes amounting to INR 769.88 Lacs towards which credit has not been granted by the Income Tax department.	9.16	-
b.	The Acquirer has preferred an Appeal before the Commissioner of Income Tax (Appeals) against the order of the Assessing Officer for the A.Y 2012-13 in which a demand of Rs 1,96,770/- has been determined to be payable by the Acquirer. The above demand pertains to Dividend Distribution Tax paid by Bahar Agrochem & Feeds Limited (since merged with Godrej Agrovet Limited) the credit of which has not been granted by the Income Tax department.	0.02	-
(iv)	Sales Tax Matters		
	The Acquirer has preferred an appeal before the VAT Tribunal at Bhatinda against the penalty order issued by the VAT officer for the F.Y. 2013-14.	0.02	-
	The Acquirer has preferred an appeal before the Deputy Excise and Taxation Commissioner , Jalandhar against the penalty order issued by the VAT officer for the F.Y. 2010-11.	0.01	0.01
	The Acquirer has preferred an appeal before the Joint Commissioner , Kashipur against the penalty order issued by the VAT officer for the F.Y 2008-09 & F.Y 2012-13.	0.13	0.13
	Other Claims against the Acquirer has not acknowledge as Debt.	6.71	8.03
(v)	Surety Bond & Guarantees issued by the Acquirer	34.97	36.27
(vi)	Share of Jointly Controlled Entities	0.18	0.17
	Commitments		
(i)	Estimated value of contracts remaining to be executed on capital account (net of Advances), to the extent not provided for:	25.67	46.69
(ii)	Share in Jointly controlled entities	0.99	0.37

12. Status of Corporate Governance: The Acquirer is an unlisted company managed and controlled by its Board of Directors.

13. The Acquirer is not required to appoint a Compliance Officer.

IV. BACKGROUND OF THE TARGET COMPANY

1. Astec Lifesciences Limited, i.e., the Target Company, is a public company incorporated on January 25, 1994, in Mumbai, India. The name of the Target Company has not undergone any change in the last 3 (three) years.

2. The Target Company has its registered office situated at Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai 400001, India, Tel. +91-22-6120 5600 / 2261 8504. Fax No. +91-22-2261 8289. The CIN of the Target Company is CIN: L99999MH1994PLC076236.

3. The Target Company is engaged in the business of researching and developing, manufacturing, distributing and selling agrochemicals, which includes but is not limited to (a) the manufacture of Triazole fungicides, herbicides, other specialty chemicals, (b) sale of active ingredients and bulk formulations, (c) providing manufacturing, research and sales services for herbicides, fungicides and intermediaries, and (d) retail sales of branded formulations of agrochemicals through a wholly owned subsidiary company.

4. The Equity Shares of the Target Company are listed on the Stock Exchanges and are frequently traded in terms of regulation 2(1)(j) of the SEBI (SAST) Regulations.

5. As of the date of the LoF, the authorized share capital of the Target Company is INR 25,00,00,000 (Rupees Twenty Five Crore) comprising 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of INR 10 (Rupees Ten) each. The issued, subscribed and fully paid-up equity share capital of the Target Company is INR 19,45,50,550 (Rupees Nineteen Crore Forty Five Lacs Fifty Thousand and Five Hundred Fifty) comprising 1,94,55,055 (One Crore Ninety Four Lacs Fifty Five Thousand and Fifty Five) Equity Shares of INR 10 (Rupees Ten) each. The Target Company does not have partly paid-up Equity Shares.

Paid up shares	**No. of shares / voting rights**	**% of shares / voting rights**
Fully paid-up equity shares	1,94,55,055	100.00
Partly paid-up equity shares	Nil	Nil
Total	**1,94,55,055**	**100.00**

6. Details of the locked-in shares of the Target Company in accordance with the SEBI (ICDR) Regulations, are as given below:

Name	**Category of shareholder**	**No. of shares allotted**	**No. of shares allotted as a % of Voting Share Capital**	**Date of expiry**
Godrej Agrovet Limited	Promoter	4,85,000	2.49%	September 19,2016
Godrej Agrovet Limited	Promoter	8,40,000	4.32%	January 4, 2016
Mr. Kaushik Daga	Public	3,08,642	1.59%	April 1, 2016
Mr. Nilaykumar Vinodkumar Daga	Public	3,08,641	1.59%	April 1, 2016
Mr. Varun Daga	Public	3,08,642	1.59%	April 1, 2016
Total		**22,50,925**		

The locked-in shares to be acquired pursuant to the SPA, will be transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer.

7. The Equity Shares of the Target Company have not been delisted from any stock exchange in India.

8. Trading of the Equity Shares of the Target Company is not currently suspended on the Stock Exchanges. As on the date of the LoF there are no partly paid up equity shares in the share capital of the Target Company and there are no outstanding convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company, except 1,26,000 employee stock options.

9. The details of the Board of Directors of the Target Company as of the date of the LoF are provided below.

Name of Director	Date of Appointment	Current Designation	Director Identification Number
Mr. Nadir Burjor Godrej	October 12,2015	Non Executive Chairman	00066195
Mr. Ashok V. Hiremath	January 25,1994	Managing Director	00349345
Mr. Balram Singh Yadav	October 12, 2015	Non Executive Non-Independent Director	00294803
Mr. Varadaraj Subramanian	November 06, 2015	Non Executive Non-Independent Director	00323436
Mr. Sitendu Sharma	September 27, 2007	Non Executive Independent Director	01956423
Mr. Rakesh Dogra	November 06, 2015	Non Executive Non-Independent Director	07334098
Mr. Vinod Malshe	March 28, 2008	Non Executive Independent Director	00642540
Mr. Arijit Mukherjee	November 06, 2015	Non Executive Non-Independent Director	07334111
Dr. Leena Raje	September 23, 2014	Non Executive Independent Director	06961551

10. The details of the experience and qualification of the board of directors of the Target Company is as follows:-

Mr. Nadir Burjor Godrej

Mr. Nadir Burjor Godrej is the Managing Director of Godrej Industries Ltd and Chairman of Godrej Agrovet Ltd. He holds a Master of Science degree in Chemical Engineering from Stanford University and an MBA from Harvard Business School. He has been a Director of several Godrej companies since 1977 and has developed the animal feed, agricultural inputs and chemicals businesses of Godrej Industries Limited and other associate companies, and has been very active in research.

Mr. Godrej's outside commitments include

1. The Alliance Francaise De Bombay, President
2. CII National Council, Member
3. CII National Committee on Chemicals – Chairman
4. Indian Hotels Company Limited, Director
5. Mahindra & Mahindra Limited, Director
6. Member on the India Advisory Board of Harvard Business School

Mr. Godrej has been awarded Chevalier de Legion d'Honneur, Globoil Life Time Achievement Award – 2012, OTAI Life Time Achievement Award – 2012, Chemtech CEW Leadership & Excellence Award -2013, and Chemexcil Life Time Achievement Award – 2013. He also received the Porter Prize 2013 for Creating Shared Value awarded to Godrej Industries Limited

Mr. Ashok Vishwanath Hiremath

Mr. Ashok Vishwanath. Hiremath is the Managing Director of Astec LifeSciences Limited. He brings with him over 37 years of experience in the Chemical Industry. He has a Masters degree in Engineering from University of Oxford and a Post Graduate Diploma in Chemical Engineering from University College, University of London. He founded Astec LifeSciences Limited in 1994. He has been actively involved in the affairs of the Target Company and has played a key role in the growth of the Target Company. He was awarded the Dombivli Giants Award for Industry in 2008 and the Udyog Rattan Award by the Institute of Economic Studies in 2010 and several other awards for his excellence in chemical Industry.

Mr. Balram Singh Yadav

Mr. Balram Singh Yadav is the Managing Director of Godrej Agrovet Limited, one of India's foremost diversified agribusiness companies. He also serves as Managing Director of Godrej Tyson Foods Ltd. He is the Former Chairman of CLFMA of India, an Association of Livestock Industry and also a member of the Managing Committee of All India Poultry Breeders' Association. In addition, he is a Director of numerous companies including ACI Godrej Agrovet Private Limited (Bangladesh), Creamline Dairy Products Limited and, Polchem Hygiene Laboratories Private Limited. He began his career with Godrej Group in 1990 and over the years he has handled roles of increasing responsibility across businesses and regions in the company. He became the business Head in 1999 when he was asked to establish and lead the Integrated Poultry Business. He established the Real Good Chicken and Yummiez as the leading processed poultry brands in India.

Mr. Varadaraj Subramanian

Mr. S. Varadaraj is Head – Finance, Systems & Legal of Godrej Agrovet Limited. A Commerce graduate and a Chartered Accountant, Mr. Varadaraj is also a qualified Cost Accountant and holds a Master's degree in Financial Management. Mr. Varadaraj has been the recipient of several awards and certificates, such as the 'CA-CFO Award in the Agricultural Sector' from the Institute of Chartered Accountants of India, 'CFO 100 Award' from the CFO Institute for three consecutive years and a 'Certificate of Merit - CMA CFO Award' in the category of Private-Manufacturing' from the Institute of Cost Accountants of India. He is also a Director of Creamline Dairy Products Limited, Godrej Seeds & Genetics Limited and Godvet Agrochem Limited.

Mr. Sitendu Sharma

Mr. Sitendu Sharma is an eminent Chartered Accountant. He has over 25 years of experience in the area of finance, tax planning, service tax etc.

Mr. Rakesh Dogra

Mr. Rakesh Dogra is Head, Agri Input Business, Godrej Agrovet Limited. He is also an active member of the Crop Care Federation of India, Indian Association of Plant Growth Products, Chemical Exports Promotion Council and Pesticide Manufacturers and Formulators Association of India. Mr. Dogra has over two decades of experience in the Agri Business industry across diverse functions including Sales, Marketing and Business Development. He has worked with leading multinationals like Bayer, Chemtura and domestic agribusiness companies like Biostadt. Mr. Dogra is a graduate in Agriculture with a specialisation in Entomology from the Himachal Pradesh Agricultural University, Palampur.

Mr.Vinod Malshe

Dr. Vinod Malshe, has a Bachelor of Science (Chemical Technology) degree from Kanpur University and a Master's of Science (Technology) degree from University of Mumbai. He has also been awarded a PhD in Technology. He brings with him 40 years experience in the chemical industry. He retired from the position of Professor of Paint Technology and Head of the Department of Surface Coatings Technology, University of Mumbai, and Institute of Chemical Technology. He has written two books and published nearly 50 research papers. He was a member of ISI (now BIS) committees and was also one of the interview panelists for promotion, project evaluation, and examiner of PhD thesis of various universities. He has guided 19 Ph.D. and 12 Masters Students. He is on the editorial board of 5 international journals.

Mr. Arijit Mukherjee

Mr. Arijit Mukherjee is looking after Pan-India Marketing operation of Agri Input Business, Godrej Agrovet Limited. Mr. Arijit is a graduate in Agriculture and holds a Post Graduate Diploma in Agri Business Management from Indian Institute of Management, Ahmedabad.

Dr. Leena Raje

Dr. Leena Raje has M.Phil & PhD from S.N.D.T. University, Mumbai. She has been working as an associate professor, teaching food science & nutrition for last 28years in P.N.Doshi College,Mumbai. Currently she is the Principal of the College. She has also guided 12 students for M.Sc. & has been approved for guiding Ph.D. students.

11. The Target Company has not been party to any scheme of amalgamation, restructuring, merger / demerger and spin off during the last three years.

12. The Target Company has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations 2011. Sellers and other major public shareholders of the Target Company have on few ocassions not complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations 2011. SEBI may initiate appropriate action for the such violations of applicable regulations of SEBI (SAST) Regulations.

13. Brief audited consolidated financials of the Target Company as of and for the financial years ended 31st March 2015, 2014 and 2013, are provided below:

Income Statement

(in INR Crore except EPS)

Particulars	**As at and for financial year ended March 31, 2013**	**As at and for financial year ended March 31, 2014**	**As at and for financial year ended March 31, 2015**
Income from operations	175	207	268
Other Income	1	-	-
Total Income	176	207	268
Total Expenditure	148	172	223
EBITDA*	28	35	44
Depreciation and Amortization	12	15	13
Interest	7	9	13
Profit/(Loss) Before Tax	9	11	19
Provision for Tax	3	2	4
Profit/(Loss) After Tax	6	9	15

**EBITDA includes exceptional items, prior period items and minority interest*

Balance Sheet Statement

Balance Sheet	From audited financials for year ended and as of March 31, 2013	From audited financials for year ended and as of March 31, 2014	From audited financials for year ended and as of March 31, 2015
Sources of funds			
Paid up share capital	18	19	19
Reserves and Surplus (excluding revaluation reserves)	87	95	116
Networth(1)	106	113	135
Secured Loans	21	18	13
Unsecured Loans	0	1	1
Other Non-current Liabilities	31	36	36
Total	159	169	184
Uses of funds	0	0	0
Net fixed assets(2)	134	138	145
Investments	0	0	0
Other Non-current Assets	9	12	19
Net current assets(3)	16	19	20
Total	159	169	184

Other financial data	From audited financials for year ended and as of March 31, 2013	From audited financials for year ended and as of March 31, 2014	From audited financials for year ended and as of March 31, 2015
EPS(4)	3.43	4.74	7.91
Dividend (%)(5)	7.5%	10.0%	12.5%

1. *Net worth includes Minority Interest*
2. *Net fixed assets = Tangible assets + Intangible assets + Capital work in progress*
3. *Net current assets (liabilities) = current assets-current liabilities; current liabilities include short term borrowings and current maturities of long term debt*
4. *Earnings per share diluted, as reported by the Target Company*
5. *Dividend (%) = Dividend / Face value of 1 Target Company share*

14. Details of the contingent liabilities in the Target Company (as disclosed in the financial statements of the Target Company):

(in INR crore)

Sr. No.	Contingent Liability/Commitment	2015	2014
	Contingent Liabilities		
1	Bank Guarantee Outstanding	7.92	0.41
2	Letters of Credit with Banks	17.17	17.44
3	Bill discounted but not realized	-	8.14
4	Claims against company not acknowledged as debts in respect of sales tax demand against which Company's appeal is pending before Commissioner of Sales Tax appeal	0.53	1.09
5	Claims against company not acknowledged as debts in respect Income Tax	1.50	1.23
6	Claims against company not acknowledged as debts in respect Excise Duty demand against which Company's appeal is pending before CESTAT	1.51	-

Sr. No.	Contingent Liability/Commitment	2015	2014
7	M/s Nath Bio-Genes (India) Limited has filed a suit against the Target Company alleging that some product supplied by the Target Company was responsible for poor germination of its seeds. The Target Company has taken appropriate legal advice and is of the opinion that there is no merit in the case and hence is no need to make a provision in the books	Amount is not ascertainable	
	Commitment		
1	Estimated amount of contracts to be executed on account of capital account and not provided for	2.77	2.86

15. Shareholding pattern of the Target Company pre and post Offer is provided below:

Shareholders' category	Shareholding & voting rights prior to agreement / acquisition and Offer (A)		Shareholding & voting rights acquired which triggered the SEBI (SAST) Regulations (B)		Shares / voting rights to be acquired / (sold) in the Offer (assuming full acceptance) (C)		Shareholding / voting rights after the acquisition and Offer	
	No.	*%*[2]	*No.*	*%*[2]	*No.*	*%*[2]	*No.*	*%*[2]
(I) Promoter group								
a) Acquirer[1]	-	-	88,11,474	45.29	50,67,259	26.05	1,38,78,733	71.34
b) Sellers (Parties to the SPA)	1,07,56,980	55.29	-	-	-	-	19,45,506	10.00
Total (I) (a+b)	**1,07,56,980**	**55.29**	**88,11,474**	**45.29**	**50,67,259**	**26.05**	**1,58,24,239**	**81.34**
(II) Public shareholders								
a) Public other than Parties to agreement					**(50,67,259)**	**(26.05)**	**36,30,816**	**18.66**
1. Institutions	6,92,203	3.56						
b. Others	80,05,872	41.15						
Total (II) (a+b)	**86,98,075**	**44.71**	**-**	**-**	**(50,67,259)**	**(26.05)**	**36,30,816**	**18.66**
Grand total (I+II)	**1,94,55,055**	**100.00**	**-**	**-**	**-**	**-**	**1,94,55,055**	**100.00**

Notes:

(1) As the Acquirer has become a part of the Promoter Group, the shares held by the Acquirer prior to the Offer have been included under the Promoter Group category

(2) All % are taken as a percentage of Voting Share Capital

V. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A. Justification of Offer Price

1. The Offer is in accordance with regulation 3(1) and regulation 4 of the SEBI (SAST) Regulations.

2. The Offer Price is INR 246.60 (Rupees Two Hundred and Forty Six and Paisa Sixty) per Equity Share.

3. The Offer Price will be paid in cash in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations.

4. The Equity Shares are listed on the Stock Exchanges.

5. The trading turnover in the Equity Shares based on the trading volumes during the twelve months prior to the month of the PA on the BSE and NSE is as given below:

Stock exchange	Total traded volumes during the 12 calendar months preceding date of the PA ("A")	Weighted average number of Equity Shares during the 12 calendar months preceding date of the PA ("B")	Trading turnover % (A/B)
NSE	8,88,42,493	1,87,60,611	473.56%
BSE	3,58,81,689	1,87,60,611	191.26%

(Source: NSE,BSE)

6. Based on the above, the Equity Shares are frequently traded in terms of regulation 2(1)(j)of the SEBI (SAST) Regulations.

7. The Offer Price of INR 246.60 (Rupees Two Hundred and Forty Six and Paisa Sixty)per Equity Share is justified in terms of regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

SL. No.	Details	INR
1	The highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make a public announcement of an open offer i.e. the price per share under the SPA	INR 190.00(1)
2	The volume weighted average price paid or payable per Equity Share for acquisitions by the Acquirer during the fifty two weeks immediately preceding the date of the PA	Not Applicable
3	The highest price per Equity Share paid or payable for any acquisition by the Acquirer during the twenty six weeks immediately preceding the date of the PA	Not Applicable
4	The volume weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchanges, being the only Stock Exchanges on which the Equity Shares were listed during such period and such shares being frequently traded	INR 246.58

(Source: SPA, BSE, NSE)

Note:
1. *Further details in respect of the negotiated price have been set out in Part II: BACKGROUND TO THE OFFER*
2. *The Offer Price would be revised in the event of any corporate action like bonus, rights, split, etc., is undertaken by the Target Company, if the record date for effecting such corporate actions falls three Working Days (as defined under the SEBI (SAST) Regulations) prior to the commencement of the tendering period for the Offer.*

8. The Offer Price of INR 246.60 is higher than all of the above parameters mentioned in the SEBI (SAST) Regulations

9. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under regulation 8(9) of the SEBI (SAST) Regulations.

10. The Offer Price may be subject to revision pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer, at any time prior to the commencement of the last 3 (three) Working Days before the commencement of the Tendering Period in accordance with regulation 18(4) of the SEBI (SAST) Regulations. Where the Acquirer has acquired any Equity Shares during the offer period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares during the period commencing three Working Days prior to the commencement of the Tendering Period and ending on the expiry of the Tendering Period. In the event of such revision, the Acquirer shall (i) make corresponding increases to the Open Offer Escrow Amount; (ii) make a public

announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchange and the Target Company at its registered office of such revision. Such revised Offer Price would be payable for all the Equity Shares validly tendered during the Tendering Period of the Offer.

11. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

B. Financial Arrangements

1. The total funding requirement for the Offer, assuming full acceptance, i.e. for the acquisition of 50,67,259 (Fifty Lacs Sixty Seven Thousand Two Hundred and Fifty Nine) Equity Shares, at the Offer Price of INR 246.60(Rupees Two Hundred Forty Six and Paisa Sixty) is INR 124,95,86,069.40 (Rupees One Hundred Twenty Four Crore Ninety Five Lacs Eighty Six Thousand and Sixty Nine and Paisa Forty).

2. In accordance with regulation 17 of the SEBI (SAST) Regulations, an escrow arrangement has been created in the form of a Cash Escrow.

3. The Acquirer has adequate resources to meet the financial requirements of this Open Offer and by way of security for performance by the Acquirer of its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named “Escrow Account – GAVL – Open Offer” with Kotak Mahindra Bank Limited (acting through its office at 5 C / II, Mittal Court, 224, Nariman Point, Mumbai – 400 021. The Open Offer Escrow Account comprises a sum of INR 125,00,00,000 (Rupees One Hundred Twenty Five Crore), being more than the Maximum Open Offer Consideration. The amount kept in the Open Offer Escrow Account is interest bearing and the interest is not a part of the escrow arrangement. The Open Offer Escrow Account is in compliance with the requirements of deposit of escrow amount as per regulation 17 and regulation 22(2) of the SEBI (SAST) Regulations. The source of funds is domestic and from internal accruals of the Acquirer.

4. The Manager has entered into the Open Offer Escrow Agreement pursuant to which the Acquirer has solely authorized the Manager to operate the Open Offer Escrow Account as per the provisions of the SEBI (SAST) Regulations.

5. The Open Offer Escrow Agent is neither an associate company nor a group company of the Acquirer or the Target Company.

6. Mr. Amit Nadkarni, Chartered Accountant (ICAI Membership Number: 104532), having his office at 901, Srushti Heights, Damani Estate, Thane (West) – 400 602, Indiahas, vide his certificate dated August 27, 2015, certified that the Acquirer has adequate financial resources through verifiable means to fulfill its obligations under this Offer.

7. Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirer to fulfill its obligations in relation to this Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

8. In case of any upward revision in the Offer Price or the Offer Size, the value of the escrow amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded in the Open Offer Escrow Account by the Acquirer prior to effecting such revision, in terms of regulation 17(2) of the Regulations.

VI. TERMS AND CONDITIONS OF THE OFFER

A. Operational Terms and Conditions

1. In terms of the schedule of activities, the Tendering Period for the Offer shall commence on November 24, 2015, Tuesday and close on December8, 2015, Tuesday.

2. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.

3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.

4. The Identified Date for this Offer as per the schedule of activities is November 06, 2015, Friday.

5. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (one).

6. In terms of regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

B. Eligibility for accepting the Offer

1. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.

2. All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible (subject to paragraph 2 of Part VI (*Statutory and Other Approvals*) below) to participate in this Offer.

3. The Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Letter of Offer and the Form of Acceptance will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, Public Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance from SEBI's website.

4. The locked-in shares to be acquired pursuant to the SPA, if any, will be transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer.

5. There shall be no discrimination in the acceptance of locked-in and non locked-in Shares in the Offer. The residual lock-in period will continue in the hands of the Acquirer. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

6. The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

7. The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s) of the Target Company.

8. By accepting this offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer.

9. None of the Acquirer, the Manager or the Registrar to the Offer accepts any responsibility for any loss of equity share certificates, Offer acceptance forms, share transfer forms etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

10. The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager.

11. The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 3 (three) Working Days prior to the commencement of the Tendering Period, i.e., up to November 19, 2015, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirer would pay such revised price for all the Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.

12. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

C. Statutory and Other approvals

1. To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the acquisition of the Offer Shares as on the date of the Letter of Offer, except as set out below. If, however, any other statutory or other approval becomes applicable prior to completion of the Offer, the Offer would also be subject to such other statutory or other approval(s).

2. The Acquirer does not require any approvals from financial institutions or banks for this Offer.

3. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders, in respect of whom no statutory or other approvals are required or where statutory or other approvals have been received, in order to complete this Offer.

4. In case of delay in receipt of any statutory approval to be obtained by the Acquirer, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay the commencement of the tendering period for the Offer pending receipt of such statutory approval(s) or grant an extension of time to the Acquirer to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer.

5. In terms of regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals, whether relating to the acquisition under the SPA or the acquisition of the Offer Shares, specified in this LoF or those which become applicable prior to completion of the Offer are not received, or if any of the conditions set out in paragraph 7 of Part II Section B (*Details of the Offer*) above, all of which are outside the reasonable control of the Acquirer, are not satisfied by the Long Stop Date, the Acquirer shall have the right to withdraw the Offer. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager) shall, within two Working Days (as defined in the SEBI (SAST) Regulations) of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with regulation 23(2) of the SEBI (SAST) Regulations.

VII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the NSE in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

2. NSE shall be the Designated Stock Exchange for the purpose of tendering Shares in the Open Offer.

3. The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the NSE in the form of a separate window (Acquisition Window).

4. The Acquirer has appointed Kotak Securities Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

The Contact details of the Buying Broker are as mentioned below:

Kotak Securities Limited
27 BKC, C 27, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Contact Person: Mr. Karl Sahukar, Tel: +91-22-4336 0827

5. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“Selling Broker”), during the normal trading hours of the secondary market during Tendering Period.

6. Separate Acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Shares as well as physical Shares.

7. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering period.

8. Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

9. **Procedure for tendering Equity Shares held in Dematerialised Form:**

a. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker /Selling Broker indicating to their broker the details of Equity Shares they intend to tender in Open Offer.

b. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.

c. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by NSE / Clearing Corporation, before the opening of the Offer.

e. Upon placing the bid, the Selling Broker(s) shall provide TRS generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Shares tendered etc.

f. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be required to fill the respective Form of Acceptances. Public Shareholders holding Equity Shares in physcial mode and Equity Shares under lock-in will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.

10. **Procedure for tendering Equity Shares held in Physical Form:**

a. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

(i) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;

(ii) Original share certificate(s);

(iii) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place;

(iv) Self attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors);

(v) Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature);

(vi) Self attested copy of address proof such as valid Adhaar Card, Voter ID, Passport or Driving License.

b. The Seller Broker(s) should place bids on the exchange platform with relevant details as mentioned on physical share certificate(s). The Seller Broker(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

c. The Seller Broker/ Investor has to deliver the shares & documents along with TRS to the RTA. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Broker.

d. Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

e. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

11. **Procedure for tendering Equity Shares under lock-in:**

a. The Equity Shareholders who are holding the Equity Shares under lock-in and who wish to accept the Offer and validly tender their Shares can send/deliver the Form of Acceptance duly signed along with all the relevant documents to the Registrar to the Offer, Bigshare Services Private Limited, at their registered office address provided in the Letter of Offer.

b. Shares should not be submitted/ tendered to the Manager to the Offer, the Acquirer or the Target Company.

c. The Equity Shareholders of the Target Company holding Equity Shares under lock-in must ensure that the credit for the Shares tendered is received in the Special Depository Account as specified below on or before December 8, 2015. If such Equity Shareholders of the Target Company hold their Shares through CDSL, their DP Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned below.

Depository Name	National Securities Depository Limited (NSDL)
Account Name	BSPL ESCROW A/C-ALSL OPEN OFFER
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Beneficiary Account Number	20024000
ISIN	INE563J01010
Market	Off-Market
Date of Credit	On or before December 8, 2015

d. Equity Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favor of the Depository Escrow Account with NSDL. In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Depository Escrow Account by the Registrar to the Offer, the Eligible Shareholder may be deemed to have accepted the Offer.

e. Procedure and Documents to be delivered by all Equity Shareholders holding Equity Shares under lock-in:

(i) Form of Acceptance, duly completed and signed in accordance with the instructions contained therein bysole/joint eligible shareholders whose name appear in the beneficiary account and in the same order therein, as per the records of the DP. The Form of Acceptance has to be executed by the beneficial holder of the Shares only;

(ii) Photocopy of the delivery instruction slip in “Off-market” mode or counterfoil of the delivery instruction slip in “Off-market” mode, duly acknowledged by the DP and filled in as per the details of the Special Depository Account that are given above;

(iii) It is the sole responsibility of the Equity Shareholder of the Target Company to ensure credit of their Shares in the depository account above, prior to the closure of the Offer;

(iv) Equity Shareholders are requested to note that in the event the tendered Shares are to be returned, they will be in dematerialized form and to the same account from which they were tendered. It is therefore advised that the demat account is maintained till the completion of the offer period;

(v) For each delivery instruction slip, the beneficial owner should submit a separate Form of Acceptance;

(vi) The Registrar to the Offer is not bound to accept those documents, for which corresponding Equity Shares have not been credited to the Special Depository Account or for Shares that are credited in the Special Depository Account but the corresponding Form of Acceptance has not been received on or before the date of closure of the Tendering Period.

12. **Acceptance of Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including Demat Shares, Physical Shares and locked-in Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

13. **Procedure for tendering the shares in case of non-receipt of Letter of Offer:**

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

The Letter of Offer along will be dispatched to all the eligible shareholders of the Target Company. Public Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be sent respective Form of Acceptances along with the Letter of Offer. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company.

The Letter of Offer along with the Form of Acceptance would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

14. **Settlement Process**

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

The direct credit of shares shall be given to the escrow demat account of the Acquirer indicated by the Acquirer's Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirer.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

15. **Settlement of Funds / Payment Consideration**

For Equity Shareholders holding Equity Shares in demat and physical mode

The settlement of fund obligation for demat and physical shares shall be effected through existing settlement accounts of Seller Brokers.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Seller Broker / Custodian Participant will receive funds payout in their settlement bank account. The Seller Brokers / Custodian Participants would pay the consideration to their respective clients.

The funds received from Buyer Broker by the Clearing Corporation will be released to the Seller Broker(s) as per secondary market pay out mechanism.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

For Equity Shareholders holding Equity Shares under lock-in

Payment to those Equity Shareholders whose documents are found valid and in order, will be made by way of a crossed account payee cheque/demand draft/pay order/ through Direct Credit (“DC”) / National Electronic Clearance System (“NECS”) / National Electronic Funds Transfer (“NEFT”) / Real Time Gross Settlement (“RTGS”). So as to avoid fraudulent encashment in transit, For Equity Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars, and not any details provided in the Form of Acceptance. Shares held in dematerialized form to the extent not acquired will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance.

For Equity Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/ not credited through DC/NECS/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Eligible Shareholder’s sole risk and the payment instruments shall be prepared based on the bank account details available with the Registrar to the Offer. In absence of bank account details, the Registrar to the Offer will incorporate the address available in their records on the payment instrument being dispatched.

All cheques / demand drafts / pay orders will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Shares, payment will be made in the name of the person stated in the contract note.

The Registrar to the Offer will hold in trust the Form of Acceptance, Equity Shares and/or other documents on behalf of the Equity Shareholders of the Target Company who have accepted the Offer, until the warrants/ cheques/ drafts for the consideration are dispatched and unaccepted Equity Shares, if any, are dispatched/ returned to the relevant eligible shareholders.

In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

16. **Note on taxation**

For Equity Shareholders holding Equity Shares in demat and physical mode

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

Tax deduction at source

1. **In case of Resident Shareholders**

   In absence of any specific provision under the Income Tax Act, the Acquirer shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Offer.

2. **In the case of Non Resident Shareholders**

   Since the Offer is through the stock exchange, the responsibility of discharge of the tax dueon the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians/ authorised dealers/ tax advisorsappropriately.

For Equity Shareholders holding Equity Shares under lock-in

The present transaction would not be carried out through the Stock Exchanges. The present transaction would not be subject to any securities transaction tax.

Thus, the gains arising on transfer of Shares by the Equity Shareholders would be chargeable to tax in their hands. The said gains would be chargeable to tax as capital gains or business income, as the case may be. The characterization of such gains as business income or capital gains would depend on the nature of holding and various other factors.

Under the present offer, the Acquirer would be required to pay consideration to the Equity Shareholders for transfer of Shares. Accordingly, the Acquirer shall deduct tax at the prescribed rate (including applicable surcharge and education cess) on the gross consideration payable to the Equity Shareholders, based on the information requested and submitted along with the Form of Acceptance.

Each Equity Shareholder shall certify its status (i.e. whether individual, firm, company, association of persons/ body of individuals, trust, any other, etc.) and tax residency status (i.e. whether resident or non-resident) by selecting the appropriate box in the Form of Acceptance.

All the Equity Shareholders (irrespective of their status and tax residency) are required to submit their PAN for income-tax purposes. In case the PAN is not submitted or is invalid or does not belong to the Equity Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% (as provided in Section 206AA of the I-T Act) or the rate, as may be applicable, to the category of the shareholder under the I-T Act, whichever is higher.

In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, the Acquirer, at its discretion would deduct taxes at the maximum prevailing rate.

Further, the Acquirer will not accept any request from any Equity Shareholder, under any circumstances, for non-deduction of tax at source or deduction of tax at a lower rate, on the basis of any self computation/computation by any tax consultant, of capital gain and/or interest, if any and tax payable thereon. The Equity Shareholders may obtain a certificate for deduction of tax at a lower rate under Section 197 of the Income Tax Act, clearly indicating the fact that the Acquirer is authorized to deduct tax at a lower rate on the sale consideration payable to the Equity Shareholder. Such a certificate shall be furnished to the Acquirer along with the Form of Acceptance.

In absence of any specific provision under the I-T Act, Acquirer shall not deduct tax on the consideration payable to resident Equity Shareholders for acquisition of Equity Shares.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES

VIII. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection by Public Shareholders at the office of the Manager at Kotak Mahindra Capital Company Limited, 27BKC, 1st floor, Plot no. C-27, “G” Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, between 10:30 a.m. and 3:00 p.m. on any Working Day (except Saturdays and Sundays) during the period from the date of commencement of the Tendering Period (November 24, 2015) until the date of closure of the Tendering Period (December 8, 2015).

1. Certified copies of the Memorandum and Articles of Association and certificate of incorporation of the Acquirer;

2. Certificate dated August 27, 2015 from Mr. Amit Nadkarni, Chartered Accountant, certifying that the Acquirer has adequate financial resources to fulfill their obligations under this Offer;

3. Certified copies of the annual reports and financial statements of the Acquirer for the three financial years ending on March 31, 2013, 2014 and 2015;

4. Certified copies of the annual reports of Target Company for the three financial years ending on March 31, 2013, 2014 and 2015;

5. Letter dated August 27, 2015 from the Open Offer Escrow Agent confirming the receipt of the cash deposit in the Open Offer Escrow Account;

6. Certified copies of the SPA executed between the Acquirer, the Sellers and the Target Company;

7. Copy of the Public Announcement submitted to the Stock Exchange on August 28, 2015;

8. Copy of the Detailed Public Statement published by the Manager on behalf of the Acquirer on September 4, 2015;

9. Copy of the Offer Opening Public Announcement to be published by the Manager on behalf of the Acquirer on October 23, 2015;

10. Published copy of the recommendation to be made by the committee of the independent directors of Target Company in relation to the Offer;

11. SEBI observation letter no. CFD/DCR/TO/CB/OWdated November 4, 2015 on the Draft Letter of Offer;

12. A copy of the documentation for opening a special depository account for the purpose of Offer; and

13. Open Offer Escrow Agreement dated August 27, 2015 between the Acquirer, the Manager and the Open Offer Escrow Agent.

IX. DECLARATION BY THE ACQUIRER

1. The Acquirer and its Board of Directors (as applicable) accept full responsibility for the information contained in the LoF (other than such information as has been obtained from public sources).

2. The Acquirer also accepts full responsibility for its obligations under the Offer and shall be solely liable for ensuring compliance with the SEBI (SAST) Regulations.

3. The person(s) signing this LoF are duly and legally authorized by the Acquirer, as applicable, to sign the LoF.

SIGNED FOR AND ON BEHALF OF GODREJ AGROVET LIMITED

Sd/-

Name: Vivek Raizada

(Associate Vice President – Legal & Company Secretary)

Place: Mumbai
Date: November 7, 2015