

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a public equity shareholder(s) of Genus Prime Infra Limited. If you require any clarification about action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in Genus Prime Infra Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed (s) to the member of the stock exchange through whom the said sale was affected.

OPEN OFFER BY

Mr. Rajendra Kumar Agarwal, R/o 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur- 302001 (Phone: +91-141-7102400; along with **Mr. Jitendra Kumar Agarwal**, R/o A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001 (Phone: +91-141-7102400) and **Mr. Amit Agarwal**, R/o 224, Ist Floor, Sukhdev Vihar, New Delhi- 110025 (Phone: +91-9811189037) Fax: 0141- 7102503 (herein after referred as **"Acquirer" or "RKAO"**)

TO THE SHAREHOLDERS OF

M/S. GENUS PRIME INFRA LIMITED (herein after referred as **"Target Company" or "GPIL"**) **CIN: L24117UP2000PLC032010**; having registered office at: 9th K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh 251001. **Tel No.:** +91 -131- 3201231, **Fax No.:** +91-131-2661378; **Email:**cs.genusprime@gmail.com; **Website:** www.genusprime.com

TO ACQUIRE

Up to **36,59,110 Equity Shares** of Rs.2/- each, representing in aggregate 26% of Issued, Subscribed Capital of GPIL, at a offer price of **Rs.5.50/-** (Rupees Five only) per Equity Share payable in cash (**"Offer Price"**) in terms of Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SEBI (SAST) Regulations"**),

NOTE:

1. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
2. This Offer is made pursuant to the public announcement dated July 1, 2014 ("PA") and Detailed Public Statement dated July 8, 2014 made in terms of Regulations 3(1) & 4 of the SEBI (SAST) Regulations.
3. To the best of the knowledge of the Acquirer, there are no statutory approvals required for the purpose of this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
4. **This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.**
5. If there are competing offers, the public offers under all the subsisting bids shall open and close on the same date. As per the information available with the Acquirer / Target Company, no competitive bid has been announced as of the date of this Draft Letter of Offer.
6. Upward revision/withdrawal, if any, of the Open Offer would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement ("DPS") has appeared. The Acquirer is permitted to revise the Open Offer Price upwards only at any time prior to the last three working days before the commencement of the tendering period i.e. up to August 20, 2014. Such revised Open Offer Price would be payable for all the Shares validly tendered anytime during the tendering period of the Open Offer.
7. A copy of the Public Announcement, DPS and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website - www.sebi.gov.in

MANAGER TO THE OFFER



Mefcom Capital Markets Limited

Reg off.: 5th Floor, Sanchi Building, 77, Nehru Place,
New Delhi- 110019
Phone: 011-46500500, Fax No: 011- 46500550
SEBI Regn. No.- MB/INM000000016
Website: www.mefcom.in
Contact Person: **Mr. Anand Srivastava**
Email: anand@mefcom.in

Offer Opens On:

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (E), Mumbai - 400 072
Tel: +91-22-404 30 200
Fax: +91-22-2847 5207
SEBI Reg. No.: INR000001385
Website: www.bigshareonline.com
Contact Person :**Mr. Ashok Shetty**
E-Mail: openoffer@bigshareonline.com

Offer Closes On:

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Nature of Activity	Day & Date
Issue of PA	Tuesday, July 1, 2014
Publication of this DPS in newspapers	Tuesday, July 8, 2014
Last date for filing of the Draft Letter of Offer with SEBI	Tuesday, July 15, 2014
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, August 6, 2014
Identified Date*	Friday, August 8, 2014
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company	Thursday, August 14, 2014
Last date for upward revision of the Offer Price and/or the Offer Size	Wednesday, August 20, 2014
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Offer	Thursday, August 21, 2014
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where this DPS was published and notification to the SEBI, the BSE and the Target Company at its registered office	Friday, August 22, 2014
Commencement of tendering period	Monday, August 25, 2014
Closure of tendering period	Monday, September 8, 2014
Last date of payment of consideration to the public shareholders of the Target Company whose Equity Shares have been accepted in this Offer	Monday, September 22, 2014
Last date for issue of post-offer advertisement	Monday , September 29, 2014

(*) Identified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All shareholders (registered or unregistered) of equity shares of the Target Company (except Acquirer, Seller and other promoters who are not part of the SPA) are eligible to participate in the Offer any time before the closure of the Offer.

NOTE: Duly signed Form of Acceptance-cum-Acknowledgment/transfer deed(s) together with share certificate(s) (in case of physical shares) or copies of delivery instruction slips (in case of dematerialized shares) should be dispatched by registered post/courier or hand delivered to the Registrar to the Offer so as to reach on or before Closure of the Tendering Period (i.e. before Monday, September 8, 2014).

RISK FACTORS

RISKS RELATED TO THE OPEN OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER

RISK RELATED TO THE OFFER

1. The Offer involves an offer to acquire up to 26% of the Issued, Subscribed Capital of GPIL. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, 2011 acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
2. In the event that (a) there is any litigation leading to a “stay” of the Offer, or (b) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of the Target Company whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed.
3. Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the

- acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
4. The Shares tendered in the Offer will be held in trust by the Registrar until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of the Target Company. Accordingly, the Acquirer make no assurance with respect to the market price of the shares both during the tendering period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of the Target Company on whether to participate or not to participate in the Offer.

RISK IN ASSOCIATION WITH THE ACQUIRER

1. The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.
2. The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirer does not provide any assurance with respect to the market price of the equity shares of the Target Company before, during or after the Offer.

The risk factors set forth above, pertain to the Offer and associating with the Acquirer, and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS

Term	Description
Acquirer(s)	- Mr. Rajendra Kumar Agarwal, R/o 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. - Mr. Jitendra Kumar Agarwal, R/o A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. - Mr. Amit Agarwal, R/o at 224, Ist Floor, Sukhdev Vihar, New Delhi-110025.
BSE	Bombay Stock Exchange Limited
Depositories	NSDL And CDSL
Detailed Public Statement or DPS	Detailed Public Statement of the Open Offer made by the Acquirer, which appeared in the newspapers on July 8, 2014.
Depository Escrow a/c	The depository account opened with the name – “BSPL Escrow A/c- GPIL Open Offer” by the Registrar to the Offer with Bigshare Services Private Limited. The DP ID is IN301549 and the beneficiary client ID is 50024183.
DP	Depository Participant
Eligible Person(s)/ Eligible Shareholder(s) for the Offer	All shareholders / beneficial owners (registered or otherwise) of the shares of the Target Company except the Acquirer and the Seller.
Letter of Offer/LOO	This Draft Letter of Offer dated 15 th July, 2014.
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Escrow Bank	DCB Bank Limited, having registered office at 601& 602, 6th Floor, Peninsula Business Park, Tower A, Senapati Bapat Marg, Lower Parel, Mumbai-400013 , with its branch office at S-484, GK II, New Delhi, 110048.
Escrow Account	Escrow account opened in the name and style of “MCML-RKAO-OPEN OFFER ESCROW ACCOUNT” with DCB Bank Ltd, established in accordance with Regulation 17 of the SEBI (SAST) Regulations, 2011 by the Acquirers.
FEMA	Foreign Exchange Management Act, 1999
FOA	Form of Acceptance cum Acknowledgement
FOW	Form of Withdrawal cum Acknowledgement
LOO	Letter of Offer
MCML/Manager to the offer/ Merchant Banker	Mefcom Capital Markets Limited having Regd. Office at 5 th Floor, Sanchi Building, 77, Nehru Place, New Delhi-110 019
Genus Prime Infra Limited / GPIL / Target Company	A Company incorporated under the Companies Act, 1956 and having its registered office at 9TH K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh – 251001.
NSDL	National Securities Depository Limited
Offer	This “offer” being made by the Acquirers to the Shareholders of GPIL (other than Acquirers and other persons in the promoter group) to purchase upto 36,59,110 equity Shares at the Offer Price of Rs. 5.50/- per share payable in cash.
Offer Price	Price of Rs. 5.50/- (Rupee Five and fifty paise only) per equity share.
PA	Public Announcement dated 1 st July, 2014.
Seller(s)	- M/s Genus Paper & Boards Limited, having its Registered office at Kanth Road, Village Aghwanpur, Moradabad, Uttar Pradesh- 244001. - M/s Vivekshil Dealers Private Limited, having its registered office at DharamKanta, Harthala, Moradabad, Uttar Pradesh- 244001. - M/s Kailash Industries Limited, having its Registered Office at Opposite Taxi Stand, Rampur Road, Moradabad, Uttar Pradesh, 244001.
Persons Eligible to participate in the Offer	Equity shareholders of GPIL (other than Acquirers and other persons in the promoter group) whose names appear on the Register of the Members of GPIL at the close of business hours on 08/08/2014 (the “Specified Date”) and also to those persons who own the shares at any time prior to the closure of the offer, but are not the registered equity shareholders.
RBI	Reserve Bank of India
SEBI	Securities and Exchange Board of India
NEFT	National Electronic Funds Transfer

RTGS	Real Time Gross Settlement
Specified Date/ Identified Date	August 8, 2014
Target Company	Genus Prime Infra Ltd.(“GPIL”)
SEBI (SAST) Regulations 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and subsequent amendments thereof/ The “Regulations”
The Act	The Companies Act, 2013
Registrar/ Registrar to the Offer/RTA	Bigshare Services Private Limited, a company incorporated under the provisions of the Companies Act,1956 and having its office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.
Regulations / SEBI (SAST)Regulations,2011 /SAST Regulations/ Takeover Code	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Share(s)	Equity Shares of face value of Rs.2/- (Rupee Two only) each of the Target Company.
SPA / Share Purchase Agreement	Share Purchase Agreement dated July 1, 2014 entered amongst the Acquirer, Seller and Target Company.
Tendering period	10 (Ten) working days period from the date of opening of offer on August 25, 2014 to closing of offer on September 8, 2014.
Working Day	A working day of SEBI.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF GENUS PRIME INFRA 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 FOR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT 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 DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER MEFCOM CAPITAL MARKETS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 14, 2014 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 and is being made as a result of a direct substantial acquisition of Equity Shares and voting rights in and control over the Target Company by the Acquirer, pursuant to the Share Purchase Agreement.
- 3.1.2 The Acquirer has entered into a Share Purchase Agreement ("SPA") on July 1, 2014, with the Sellers and the Target Company, wherein it is proposed that the Acquirer shall purchase 94,47,731 fully paid up equity shares of the Target Company of face value Rs.2/- each, which constitutes 67.13% of the total Issued, Subscribed Capital of the Target Company as on July 1, 2014. The said sale is proposed to be executed at a price of Rs 4/- (Rupees Four only) per fully paid-up equity share ("Negotiated Price") aggregating to Rs. 3,77,90,924/- (Rupees Three Crore, Seventy Seven Lakhs, Ninety Thousand and Nine Hundred & Twenty Four Only) ("Purchase Consideration") payable in cash. Consequent to the changes in control and management of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with Regulation 3(1), 4 and other applicable provision of SEBI (SAST) Regulations, 2011.

Name of the Seller	Address of the Seller	No. of Shares sold	Percentage of Issued Voting Share Capital
M/s Genus Paper & Boards Limited	Kanth Road, Village Aghwanpur, Moradabad, Uttar Pradesh- 244001	80,28,826	57.049%
M/s Vivekshil Dealers Private Limited	Dharam Kanta, Harthala, Moradabad, Uttar Pradesh- 244001	14,11,405	10.029%
M/s Kailash Industries Limited	Opposite Taxi Stand, Rampur Road, Moradabad, Uttar Pradesh, 244001.	7,500	0.053%

- 3.1.3 The details regarding the Shares each of the Acquirers will be acquiring under the SPA is as follows:

Name of the Acquirer	No. of shares acquired	Percentage (%) of Voting Share Capital
Mr. Rajendra Kumar Agarwal	37,79,731	26.85%
Mr. Jitendra Kumar Agarwal	28,34,000	20.14%
Mr. Amit Agarwal	28,34,000	20.14%

- 3.1.4 The salient features of the SPA dated 1st July, 2014 are laid down as under:
- a) In consideration for 94,47,731 fully paid up equity shares of the Target Company of face value Rs.2/- each, the Acquirer shall pay an amount of Rs. 4/- per Equity Share aggregating to Rs. 3,77,90,924/- (Rupees Three Crore, Seventy Seven Lakhs, Ninety Thousand and Nine Hundred & Twenty Four Only) in cash ,to the Seller.
 - b) On the Closing Date (which is not later than 7 working days from the date of confirmation of conditions precedent for sale of shares as per the SPA), simultaneously with the transfer of the Sale Shares by the Seller to the Acquirer, the Purchase Price, shall be released to the Seller by way of wire transfer and the Target Company shall convene a Board Meeting for appointment of the Acquirer’s nominees as additional directors on the Board of Directors, subject to compliance with Regulation 24 of the Takeover Code.
 - c) From the date of SPA up to the Closing Date, the Seller will not sell or otherwise transfer or agree to sell or otherwise transfer, any of the Shares of Target Company owned by the Seller or incur or permit to exist any Encumbrances, equities or claims whatsoever on such Shares.

- d) The Seller during the term of the Agreement and for a period of Five (5) years from the date of cessation as shareholder in the Company, whichever is later, they shall not, without the prior written consent of the Acquirer, directly or indirectly, engage in any of the following, in any part of the world: (i) work for or with any Person which conducts a competing Business carried on by the Company; (ii) engage, set up, promote, finance or invest in a business, venture or company which deals with or offers the same or similar products or services as the Business; (iii) enter into any agreement or arrangement with any Person in a business identical with the Business, or participate in the management, operation, or control of, or be financially interested, in any business that competes with the Business; (iv) employ, engage, attempt to employ or engage, or arrange the employment or engagement by any other Person, of any Person who was during his/her/its association in the last 2 (two) years from the date of cessation as shareholder in the Company, an employee employed in a skilled or managerial capacity in the Company; (v) provide any know-how or technical assistance to any Person in relation to the Business and/or any business similar or identical thereto; (vi) divulge or disclose to any Person any information (other than information available to the public or disclosed or divulged pursuant to an order of a court of competent jurisdiction) relating to the Business the identity of its customers, vendors, its products, finance, contractual arrangements, business or methods; (vii) engage in or agree to engage in any other act or thing analogous to the foregoing that would prejudice the interests of the Company.
- e) The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations, 2011 and in case of non compliances with the provisions of SEBI (SAST) Regulations, 2011 this SPA shall not be acted upon.
- f) The Seller(s) are legal and beneficial owner of 94,47,731 fully paid up Equity Shares of Rs. 2/- each, constituting 67.13% of the paid-up & voting share capital of the Target Company.
- g) The Seller has agreed to sell to the Acquirers, to the extent of his shareholding in the Target Company and the Acquirers have, relying on the representations and warranties of the Seller and subject to the regulatory approvals, agreed to purchase from the Seller, such Seller's shareholding in the Target Company.
- h) As a consequence of the sale and purchase of the equity shares of the Target Company, the Seller shall cease to be the Promoter of the Company and the Acquirers shall become the Promoters of the Company under the provisions of the SEBI (SAST) Regulations, 2011.
- i) On the Closing Date, a Board Meeting of the Target Company shall be called, convened and conducted to transact the following business:
 - a. To appoint the nominees of the Acquirers as Additional Directors, if any;
 - b. To take on record the letters of resignation of the directors nominated by the Seller on the Company's Board of Directors with effect from the close of such Board Meeting;
 - c. To appoint new Independent Directors as Additional Directors of the Company, if required.
 - d. To approve transfer of Sale shares in the name of the Acquirers.
- j) In the event of any representation being found to be incorrect, the Seller shall indemnify and shall save, keep harmless and indemnified the Acquirers from and against all actions, proceedings, demands, loss, claims, damages, costs, charges and expenses which the Acquirers may suffer or incur as a result of such incorrect representation.
- k) The Acquirer shall complete all the formalities of purchase of Shares pursuant to the public announcement of Open Offer as prescribed in the Takeover Code and the Company shall meet its obligations as per Regulation 26 of the Takeover Code and the Directors of the Company shall meet their obligations as per Regulation 24 of the Takeover Code and the Seller along with the Company shall provide all assistance and co-operate with the Acquirer and provide any documents/information as may be required by the Acquirer to file the Offer Document with the SEBI and to complete the formalities of purchase of Shares under the Takeover Code.
- l) The Seller shall indemnify and hold the Acquirer, its Affiliates nominees/observes on the Board, or directors, officers or employees (jointly, the "Indemnified Parties") harmless against and in respect of any and all direct and indirect Damages, losses, liabilities, obligations, costs and expenses (including attorneys' fees) that the Indemnified Parties may suffer or incur, as per the terms of SPA.

For some of the above terms more specifically defined in the SPA and other details of the SPA, shareholders of the Target Company may refer the SPA which would be available to them for inspection during the period between the Tendering Period at the office of the Manager to the Offer.

- 3.1.5 There is no Person Acting in Concert with the Acquirer for the present Offer.
- 3.1.6 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

- 3.1.7 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act, 1992, as amended or under any regulations made thereunder.
- 3.1.8 The Acquirer intends to take control and management over the Target Company subsequent to the completion of Open Offer and as per the terms of SPA.
- 3.1.9 As per Regulation 26(6) and 26(7) of SEBI (SAST) Regulations, 2011, the Board of Directors of the Target Company upon receipt of the DPS is required to constitute an independent committee of its Board of Directors to provide written reasoned recommendations on the Open Offer to the Shareholders and such recommendations shall be published at least two Working Days prior to the commencement of the Tendering Period in the same newspapers where the DPS was published and simultaneously a copy of such recommendation is required to be sent to SEBI, BSE and to the Manager to the Open Offer.

3.2 Details of the Proposed Offer

- 3.2.1 The Acquirer is making this Open Offer under the SEBI (SAST) Regulations, 2011 to acquire up to 36,59,110 Equity Shares of Rs. 2/- each representing up to 26% of the total Issued, Subscribed Capital of the Target Company, from the Shareholders of the Target Company on the terms and conditions set out in this LOO, at a price of Rs. 5.50/- (Rupees Five and Fifty paise only) per Equity Share. This Offer Price will be paid in cash in accordance with Regulation 9(1) (a) of the SEBI(SAST) Regulation.
- 3.2.2 The Acquirer has made the public announcement in relation to this Offer dated July 1, 2014 ("PA") made in terms of Regulations 3(1) & 4 of the SEBI (SAST) Regulations and sent on July 1, 2014 to the BSE Limited ("BSE") and filed with the Securities and Exchange Board of India ("SEBI") and sent to the Target Company at its registered office on July 1, 2014.
- 3.2.3 The Acquirer has made Detailed Public Statement pursuant to Public Announcement in the following newspapers in accordance with Regulation 14(3) and pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations, 2011.

Name of the Newspaper	Edition	Date
Business Standard (English)	All Editions	July 8, 2014
Business Standard (Hindi)	All Editions	July 8, 2014
Mumbai Lakshdeep (Marathi)	All Editions	July 8, 2014

- 3.2.4 A copy of the Public Announcement and Detailed Public Statement for the Open Offer is also available on the SEBI website (www.sebi.gov.in)
- 3.2.5 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 3.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of SEBI (SAST) Regulations.
- 3.2.7 There are no Persons acting in Concert in relation to this Offer and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer(s) only.
- 3.2.8 The Manager to the Offer, Mefcom Capital Markets Limited does not hold any Equity Shares in the Target Company as on the date of PA. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.9 The Acquirers have not acquired any shares of the Target Company after the date of PA i.e. July 1, 2014, up to the date of this LOO.
- 3.2.10 As per Clause 40A of the listing agreement read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE Limited and read with Rule 19A of the SCRR, the Acquirer hereby undertake that its shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

3.3 Object of the Acquisition

- 3.3.1 This Offer is being made to the shareholders of Target Company pursuant to and in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.
- 3.3.2 The Offer to the Shareholders of GPIL is for the purpose of acquiring up to 26% of Issued, Subscribed capital of the Target Company. After the completion of this Open Offer and pursuant to the transfer of the shares so acquired, the Acquirer shall hold the majority of Equity Shares by virtue of which they will be in a position to exercise effective management and control over the Target Company.
- 3.3.3 The Acquirer intends to take control and management over the Target Company subsequent to the completion of this Offer in accordance hereof. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the offer. Further after successful completion of takeover, the Acquirer has no intention to change the existing line of business of Target Company.
- 3.3.4 The Acquirers propose to continue the existing business of the Target Company in future. The Acquirers intend to expand the Target Company’s business activities in same line through exercising the effective management and control over the Target Company. However, no firm plan in this regard has been taken or proposed so far.
- 3.3.5 The Acquirer has no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business of the Target Company. The Target Company’s future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRER

- 4.1. **Mr Rajendra Kumar Agarwal**, son of Sri I.C Agarwal, aged 38 years is residing at 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. Phone No.: +91-141-7102400. He holds a Bachelors’ degree and has gained rich experience in Operational Management, Risk Management & Technology Development.

The Net worth of Mr. Rajendra Kumar Agarwal is Rs. 4,51,89,000/- (Rupees Four Crores Fifty One Lakh and Eighty Nine Thousand only), as certified by M/s. D.Khanna & Associates., Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: +91-141-2372701, 2372752, Fax: +91-141-2372702.

Mr. Rajendra Kumar Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is brother of Mr Amit Agarwal, one of the Directors of the Target Company and also a Co Acquirer. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. He is a director in below mentioned Companies:

Sl. No.	Name of the Company	Current Designation
1.	Genus Power Infrastructures Ltd.	Mg. Director
2.	Hi-Print Electromack Pvt. Ltd	Director

- 4.2. **Mr. Jitendra Kumar Agarwal**, son of Sri I.C Agarwal, aged 36 years is residing at A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. Phone No.: +91-0141-7102400/500. He holds a Masters degree in Business Administration (Marketing) and has wide experience in diversified business activities.

The Net worth of Mr. Jitendra Kumar Agarwal is Rs. 4,03,89,000/- (Rupees Four Crores Three Lakh and Eighty Nine Thousand only), as certified by M/s. D.Khanna & Associates., Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: +91-141-2372701, 2372752, Fax: +91-141-2372702.

Mr. Jitendra Kumar Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is brother of Mr Amit Agarwal, one of the Directors of the Target Company and also a Co Acquirer. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. He is a director in below mentioned Companies:

Sl. No.	Name of the Company	Current Designation
1.	Genus Power Infrastructures Ltd.	Whole Time Director
2.	Genus International Commodities Ltd.	Director
3.	Indian Electrical & Electronics Manufacturers Association	Director

- 4.3. **Mr. Amit Agarwal**, son of Sri I.C Agarwal, aged 40 years is residing at 224, Sukhdev Vihar, New Delhi – 110 025 Phone No.: +91 9811189037. He holds a Bachelors degree in Commerce and has more than ten years experience in Apparel business.

The Net worth of Mr. Amit Agarwal is Rs. 3,18,69,840/- (Rupees Three Crore Eighteen Lakhs and Sixty Nine Thousand Eight hundred forty only), as certified by M/s.Pradeep Hari & Co., Chartered Accountants (Firm Registration No. 006542C), having office at Opposite Reserve Police Lines, 10, Civil Lines, Moradabad 244001. Phone: +91-591-3295849, Fax: +91-591-2436415.

Mr. Amit Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is one of the Directors of the Target Company. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. Besides the Target Company, he is also a director in below mentioned Companies:

Sl. No.	Name of the Company	Current Designation
1.	Genus Apparels Ltd.	Director
2.	Genus International Commodities Ltd.	Director
3.	J C Textiles Pvt. Ltd.	Director
4.	True Home Décor Pvt. Ltd.	Director

- 4.4. Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal are family members.
- 4.5. There is no person acting in concert with the Acquirer for the purpose of this Open Offer within the meaning of regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.
- 4.6. As on the date of DPS, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal do not hold any equity shares in the Target Company.
- 4.7. The Acquirers are not forming part of the Promoter Group of the Target Company.
- 4.8. The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this Offer and are acting together under an informal understanding to acquire the shares equally.
- 4.9. None of the Acquirers have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.
- 4.10. The acquirer Mr. Amit Agarwal is a whole time director of the Target Company. He has given an undertaking that pursuant to Regulation 24(4) of the SEBI (SAST) Regulations; he will not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Offer.
(Source: Acquirer)

5. BACKGROUND OF THE TARGET COMPANY

- 5.1 Genus Prime Infra Limited, the Target Company was incorporated with the name 'Gulshan Chemfill Limited' on October 20, 2000, as a public limited company having CIN L24117UP2000PLC032010, under the Companies Act, 1956 and got Certificate of Commencement of Business on 24th October, 2000. Subsequently, the name of the Target Company was changed to its current name, i.e., 'Genus Prime Infra Limited' (GPIL) on 21st February, 2008.

The Registered office of the Target Company is located at 9TH K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh - 251001. Phone No.: +91-131-3201231, Fax No.: +91-131-2661378.

The Target Company has been engaged in the business of infrastructure projects and real estate development.

The Equity Shares (ISIN: INE256D01014) are listed on the BSE (Scrip Code: 532425) and the shares are not traded frequently on the BSE in terms of Regulation 8(2) (e) of the SEBI (SAST) Regulations.

Pursuant to the Scheme of Arrangement and demerger between the Target and Gulshan Sugars And Chemicals Limited ("GSCL") as sanctioned by the Hon'ble High Court of Uttar Pradesh at Allahabad vide its Order Dated 28th February 2001 with rectification order 12th April 2001.The PCU division of GSCL was demerged to Gulshan Chemfill Limited with effect from 4th March, 2001.

On March 2005, under the scheme of merger/amalgamation, GPIL acquired the assets and liabilities of Gulshan ChemCarb Limited, a company incorporated under the Companies Act 1956. Scheme of amalgamation was sanctioned by the Hon'ble High Court of Himachal Pradesh at Shimla vide its order Dated 4th March 2005.

- 5.2
- The authorized share capital of GPIL as on date of PA is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 3,00,00,000 (Three crore) Equity Shares of Rs. 2/- (Rupee Two Only) each. The current Issued, Subscribed capital of the Target Company is Rs. 3,81,47,000 /- consisting of 1,40,73,500 Equity Shares of Rs. 2/- each and 1,00,000 Redeemable Preference shares of Rs. 100/- each.
- The equity share capital structure of the Target Company is as follows:

Paid up Equity shares of Target Company	No. of shares/voting rights	% of shares/voting rights
Fully Paid-up Equity Shares	1,40,73,500	100%
Partly Paid up equity shares	Nil	Nil
Total paid up equity shares	1,40,73,500	100%
Total Voting rights in Target Company	1,40,73,500	100%

(Source: Target Company)

- 5.3
- The Equity shares of the Target Company are currently listed on the BSE.
- 5.4
- The Target Company does not have any outstanding convertible instruments to be exercised at a later date.
- 5.4
- The Board of Target Company as on the date of this Draft Letter of Offer, comprises of 4 (Four) Directors. The detail of composition of the Board of Directors of GPIL is given below:

Name	Designation	DIN	Date of Appointment	Residential Address
Dharam Chand Agarwal	Independent Director	00014211	10/04/2010	C-36, Vaishali Nagar, Jaipur - 302021, Rajasthan
Rameshwar Pareek	Independent Director	00014224	31/07/2008	C-222, Vaishali Nagar, Jaipur, 302021, Rajasthan
Amit Agarwal	Whole-time Director	00016133	15/08/2011	224, Ist Floor, Sukhdev Vihar, New Delhi, 110025.
Kamal Kant Agarwal	Independent Director	01641506	10/04/2010	B-8, Govind Marg, Raja Park, Jaipur, 302004, Rajasthan

Note: As on the date of this Draft Letter of Offer, Mr. Amit Agarwal, representing the Acquirer(s), is on the Board of Directors of the Target Company. He has given an undertaking that pursuant to Regulation 24(4) of the SEBI (SAST) Regulations; he will not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Offer.

- 5.5
- There has been no merger, de-merger and spin off in the last three years in the Target Company.

5.6 **Financial Information:**
 Brief financial information of the Target Company, based on audited financials for the years ending March 31, 2014, 2013 and 2012, is as follows:-

Profit & Loss Statements:

(Rs in Lakhs)

Particulars	Year ended		
	31.03.2014 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
Income from Operations	0.00	0.00	0.00
Other Income	0.00	0.00	0.00
Total Income	0.00	0.00	0.00
Total Expenditure	4.72	5.39	5.07
Profit/(Loss) before other income, Interest, Finance Cost & Exceptional Items	(4.72)	(5.39)	(5.07)
Other Income	0.00	0.00	0.00
Profit/(Loss) before Interest, Finance Cost & Exceptional Items	(4.72)	(5.39)	(5.07)
Finance Cost	0.00	0.00	0.00
Profit/(Loss) after Finance Cost but before Exceptional Items	(4.72)	(5.39)	(5.07)
Exceptional Items	0.00	0.00	0.00
Profit/(Loss) before Tax	(4.72)	(5.39)	(5.07)
Tax Expense	0.00	0.00	0.00
Net Profit/(Loss) after Tax	(4.72)	(5.39)	(5.07)

Balance Sheet Statement:

(Rs in Lakhs)

Particulars	As at		
	31.03.2014 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
Sources of Funds			
Paid up Share Capital	381.47	381.47	381.47
Reserves and Surplus	(68.96)	(64.24)	(58.85)
Net Worth	312.51	317.23	322.62
Long Term Liabilities	0.00	0.00	0.00
Current Liabilities	74.97	77.66	76.71
Total	387.48	394.89	399.33
Uses of Funds			
Net Fixed Assets	82.41	82.41	82.41
Investments	192.62	78.62	0.00
Net Current Assets	5.11	5.52	41.96
Long term loan &Advances	52.90	173.90	220.51
Deferred Tax Asset/ (Liability)	54.44	54.44	54.44
Total	387.48	394.89	399.33

(Source: Annual reports of Target Company)

Target Company has no contingent liabilities as on 31st March, 2014 (Source: Annual report of Target Company)

5.7 Pre and Post-Offer shareholding pattern of the GPIL is as per the following table:-

Shareholder's Category	Shareholding & prior to the agreement/ acquisition and Offer		Shareholding & Voting Rights acquired through SPA		Shares/Voting rights to be acquired in open offer (assuming full acceptances)		Share holding / voting rights after the acquisition and offer	
	No	%	No	%	No	%	No	%
(1) Promoter Group								
a. Parties to agreement, if any								
i. Genus Paper & Boards Limited	80,28,826	57.049%	(80,28,826)	(57.04%)	Nil	Nil	Nil	Nil
ii. Vivekshil Dealers Private Limited	14,11,405	10.029%	(14,11,405)	(10.029%)	Nil	Nil	Nil	Nil
iii. Kailash Industries Limited	7,500	0.053%	(7,500)	(0.053%)	Nil	Nil	Nil	Nil
b. Promoter other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total 1 (a+b)	94,47,731	67.13%	(94,47,731)	(67.13%)	Nil	Nil	Nil	Nil
(2) Acquirers								
I. Mr. Rajendra Kumar Agarwal	Nil	Nil	37,79,731	26.86%	12,19,704	8.67%	49,99,435	35.53%
II. Mr. Jitendra Kumar Agarwal	Nil	Nil	28,34,000	20.14%	12,19,703	8.67%	40,53,703	28.80%
III. Mr. Amit Agarwal	Nil	Nil	28,34,000	20.14%	12,19,703	8.67%	40,53,703	28.80%
Total 2 (I+II+III)	Nil	Nil	94,47,731	67.13%	36,59,110	26.00%	1,31,06,841	93.13%
(3) Parties to agreement other than (1) & (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(4) Public (other than parties to agreement, & Acquirers)								
a. Institutions (Mutual Funds / UTI, FIs/ Banks/FIIs/FVCI etc)	200	0.001%	Nil	Nil			9,66,659	6.86%
b. Others	46,25,569	32.87%	Nil	Nil				
Total 4 (a+b)	46,25,769	32.87%	Nil	Nil	(36,59,110)	(26.00%)		
Grand Total (1+2+3+4)	1,40,73,500	100%	94,47,731	67.13%	Nil	Nil	1,40,73,500	100%

5.8 The number of shareholders in GPIL in public category is 5,598 as on June 13, 2014, in the Company.

5.9 The Target Company and its Promoter Group has complied with the provisions of Chapter V of SEBI Takeover Regulations and Chapter II of erstwhile SEBI Takeover Regulations.
(Source: Target Company)

Compliance Officer

Mr. Piyush Goyal – Company Secretary

Address : D-116 Okhla Industrial Area,
Phase-1, Okhla, New Delhi-110020

Tel : +91-11-47114800

Email : cs.genusprime@gmail.com

Website : www.genusprime.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 The Equity Shares of the Target Company are listed on BSE. The Equity Shares of GPIL are not frequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. As per the data maintained on the website of the BSE i.e. www.bseindia.com during Twelve (12) calendar months preceding the month in which the PA was made, total annual turnover is less than the prescribed limits of 10% of Total Shares, as shown below:

Sl.No	Trading turnover for Preceding 12 months	Turnover / % turnover
1.	Prescribed Turnover for frequently traded shares	1407350 (10% of Total Shares)
2.	Actual Turnover of the Company’s Shares	1070350 (7.61% of Total Shares)

(Source: www.bseindia.com)

6.1.2 The Offer Price of Rs.5.50/- (Rupees Five and Fifty paisa only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:-

Parameters prescribed under the SEBI (SAST) Regulations for the determining the offer price in case of direct acquisitions, where the equity shares of the Target Company are not frequently traded	Price in Rs	
(a) Highest negotiated price per Equity Share under the Share Purchase Agreement.	4.00	
(b) Volume- Weighted average price paid by the Acquirers during 52 weeks immediately preceding the date of PA	Not applicable	
(C) Highest price paid or payable for any acquisition, whether by the Acquirers during 26weeks immediately preceding the date of the PA	Not applicable	
(d) Volume- weighted average Market Price of the Equity Shares for a period of 60 days immediately preceding the date of the PA as traded on the Stock Exchange where the Maximum volume of trading in Equity shares are recorded during such period.	Not Applicable	
(e) The price determined by taking into account valuation parameters including book value, comparable trading multiple, and such other parameters as are customary for valuation of shares of such Co.s.	Year ended March 31, 2014	Year ended March 31, 2013
Other Financial Parameters		
Return on Net Worth (%)	-	-
Book value per share (Rs.)	1.51	1.54
Earnings per Share (Rs.)	(0.03)	(0.04)
Current Market Price (as on 30 th June)	4.80	
Average Market Value (Last 12 Days)	5.20	

In view of the above, in the opinion of the Acquirers and Manager to the Offer, the Offer price of Rs. 5.50/-per equity share being the highest of the prices mentioned above is justified in terms of regulation 8(2) of the SEBI (SAST) Regulations, 2011.

(Source: CA certificate dated July 1, 2014 issued by D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: 141-2372701, 2372752, Fax: 141-2372702)

6.1.3 In the event of further acquisition of Shares of the Target Company by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer

Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

- 6.1.4 If there is any revision in the Offer Price on account of future purchases / competing offers, such revision will be done only up to the period prior to three (3) working days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amounts; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision. The revised Offer Price would be paid for all Shares accepted under the Offer.
- 6.1.5 If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (Twenty six) weeks after the Closure of Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all public shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the BSE, not being negotiated acquisition of Equity Shares of the Target Company whether by way of bulk deals, block deals or in any other form.

6.2 Financial Arrangements:

- 6.2.1 The total funds required by the Acquirer for implementation of the Offer (assuming full acceptances) aggregate to Rs. 2,01,25,105/- (Rupees Two Crore, One Lakh, Twenty Five Thousand, One Hundred and Five Only).
D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: 141-2372701, 2372752, Fax: 141-2372702; have certified vide their certificate dated July 1, 2014 that Mr. Rajendra Kumar Agarwal & Mr. Jitendra Kumar Agarwal have firm and adequate financial arrangements through cash and cash equivalents to meet the payment obligations under the Offer and will be able to implement the Offer. Also, M/s.Pradeep Hari & Co., Chartered Accountants (Firm Registration No. 006542C), having office at Opposite Reserve Police Lines, 10, Civil Lines, Moradabad 244001, Phone: +91-591-3295849, Fax: +91-591-2436415 certify that Mr. Amit Agarwal has sufficient resources for fulfilling the obligations under this Offer in full.

By way of security for performance of the Acquirer obligations under the SEBI (SAST) Regulations, 2011, the Acquirer has created an Escrow Account named "MCML RKAO Open Offer Escrow Account" (the "Escrow Account") with DCB Bank, Branch at S-484, GK II, New Delhi 110048 (the "Escrow Bank"), and has deposited a sum of Rs. 51,00,000/- (Rupees Fifty One Lakh only) in the Escrow Account as confirmed and certified by the Escrow Agent vide their letter dated July 7, 2014, which represents more than 25% of the Offer Size.

The Manager to the Open Offer has entered into the Escrow Agreement pursuant to which the Acquirer has solely authorized the Manager to the Open Offer to operate the Escrow Account as per provisions of the SEBI (SAST) Regulations, 2011.

- 6.2.2 In terms of Regulation 17(10)(e), in case of non-fulfillment of obligations by the Acquirer, the Manager to the Offer shall ensure realization of escrow amount by way of forfeiture.
- 6.2.3 The Acquirer has duly empowered **Mefcom Capital Markets Limited**, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.4 The Manager to the Open Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.
- 6.2.5 The Manager to the Offer, M/s. Mefcom Capital Markets Limited, hereby confirms that the Acquirer is capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations, 2011.

7. TERMS AND CONDITIONS OF THE OFFER

7.1.

- a. The tendering period under this Offer will commence on Monday, August 25, 2014 and will close on Monday, September 8, 2014.
- b. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
- c. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
- d. **The Identified date for this Offer is August 8, 2014.**
- e. The Marketable lot for the Shares of GPIL for the purpose of this Offer shall be 1(one only).

7.2. Locked in Shares: No Equity Shares are under lock in.

7.3. Eligibility for accepting the Offer

- 7.3.1 The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares (except parties to the SPA) whose names appear in register of Target Company as on the Identified Date, i.e. August 8, 2014.
- 7.3.2 All Equity Shareholders (except parties to the SPA) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.
- 7.3.3 The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, **Bigshare Services Private Limited**, having its Office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel: +91-22-404 30 200 Fax: +91-22-2847 5207 either by registered post / courier or by hand delivery on Monday to Friday between 10.00am to 5.00pm and on Saturday between 10.00 am to 2.00pm, on or before the date of closure of the Open Offer i.e., **Monday, September 8, 2014.**
- 7.3.5 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 the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer and/or the Form of Acceptance from the SEBI's website for applying in the Offer.
- 7.3.6 The acceptance of this Offer by the Equity Shareholders of GPIL must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.3.7 The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s) of GPIL.
- 7.3.8 The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms, Share Transfer Deed etc. during transit and the Equity Shareholders of GPIL are advised to adequately safeguard their interest in this regard.
- 7.3.9 The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.3.10 The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.
- 7.3.11 Accidental omission to dispatch this Letter of Offer to any person to whom the Offer has been made or non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.
- 7.3.12 The Acquirer shall accept the Shares tendered pursuant to the Offer subject to the following:

- a. Applications in respect of Shares that are the subject matter of litigation or any proceedings before statutory authorities, wherein the Public Shareholders may be prohibited from transferring the Shares during the pendency of the said litigation, are liable to be rejected if directions or orders regarding these Shares are not received together with the Shares tendered under the Offer. The applications in some of these cases may be forwarded (as per the discretion of the Acquirer) to the concerned statutory authorities for further action by such authorities. Shares that are subject to any charge, lien or encumbrance are liable to be rejected in the Offer.
 - b. The Acquirer will only acquire Shares which are free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.
- 7.3.13 If the Equity Shares tendered in the Offer are more than the Offer Size, the acquisition of Equity Shares from each shareholder will be on a proportionate basis, which shall be determined in consultation with the Manager to the Offer, 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 the 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. The marketable lot of the Target Company is 1(One) Equity Share.
- 7.3.14 There has been no revision in the Offer Price or the Offer Size as of the date of this Draft Letter of Offer. In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- 7.3.15 The Manager to the Offer shall submit a final report to SEBI within 15 working days from the expiry of the tendering period in accordance with Regulation 27 (7) of the Regulations.
- 7.3.16 For any assistance please contact Mefcom Capital Markets Limited (Manager to the Offer) or the Acquirer or the Registrar to the Offer.

7.4. Statutory Approvals

- 7.4.1 NRI/OCB Shareholders who wish to tender their Shares in the Offer will be required to submit all the previous RBI approvals (Specific and general) that they would have obtained for acquiring the Shares of Target Company. In case the previous RBI approvals are not being submitted, the Acquirer reserves the right to reject the Shares tendered in the Offer.
- 7.4.2 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.3 As on the date of this DLOO, to the best of the knowledge of Acquirer, there are no statutory or other approvals which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary application for such approvals.
- 7.4.4 The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 7.4.5 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirer for payment of consideration to Shareholders subject to Acquirer agreeing to pay interest for delayed period as directed by SEBI.
- 7.4.6 The Acquirer shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders who have accepted the open offer within 10 working days from the last date of the tendering period.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1.1 The Acquirer has appointed M/s. **Bigshare Services Private Limited**, as the Registrar to the Offer.
- 8.1.2 All eligible Equity Shareholders of GPIL, registered or unregistered who wish to avail and accept the Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LOO at below mentioned address on or before closure of the Offer i.e. Monday, September 8, 2014. The documents shall be tendered at the below mentioned centre on all working days i.e. from Monday to Friday between 10.00am to 5.00pm and on Saturday between 10.00 am to 2.00pm, on or before the date of closure of the Open Offer i.e., Monday, September 8, 2014.

Address of Collection Centre	Name of the Contact Person, Tel No., Fax No. and Email	Mode of Delivery
BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072	Contact Person :Mr. Ashok Shetty Tel: +91-22-404 30 200 Fax: +91-22-2847 5207 Email : openoffer@bigshareonline.com	Hand Delivery /Registered Post

Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects; otherwise the same are liable to be rejected. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.

- 8.1.3 Shareholders should send all the relevant documents mentioned herein.

I For equity shares held in physical form – Documents to be delivered:

A Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s)
- Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with GPIL and duly witnessed at the appropriate place. A Share Transfer form is enclosed along with this LOO.
- Self attested copy of the PAN card.

B Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s).
- Original Broker Contract Note.
- Valid Share Transfer form(s) as received from the market.
- Self attested copy of the PAN card of all the proposed transferees.

II For Equity shares held in demat form:

C. Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

- For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depository Account. The credit in the Special Depository Account should be received on or before 5.00 pm as on the date of closure of the Offer, i.e., Monday, September 8, 2014.

The Delivery Instructions to be given to the DP should be in "Off-Market" mode only. A special depository account has been opened, details thereof are as under:

Account Name	BSPL Escrow A/c- GPIL Open Offer
Depository	National Securities Depository Limited (NSDL)
DP Name	HDFC Bank Limited
DP ID Number	IN301549
Client ID Number	50024183
Mode	Hand Delivery/ Registered Post

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall be required to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account created with NSDL. In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.

Applicants may send their documents only by Registered Post, at their own risk, if not hand delivered at the designated collection centre, to the Registrar at the addresses as mentioned in clause 8.1.2 during business hours indicated above other than on holidays. Please note that the Share Certificates/Delivery Instruction Slip and other documents in relation to the acceptance of the Offer should not be sent to the Acquirer or the Target Company. Such documents should not be sent to the Manager to the Offer.

- 8.1.4 Persons who have acquired the 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 not received the Letter of Offer, may participate in this Open Offer by submitting an application on a plain paper giving details set out above. Alternatively, such holders of the Equity Shares may apply in the form of acceptance-cum-acknowledgement in relation to this Open Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (www.sebi.gov.in). The application is to be sent to the Registrar, so as to reach the Registrar during business hours on or before 5:00 pm on the date of closure of the tendering period of this Open Offer.
- 8.1.5 No Indemnity is needed from Unregistered Shareholders.
- 8.2 If the aggregate of the valid responses to the Offer exceeds 36,59,110 fully paid up Equity Shares, then the Acquirer shall accept the valid applications received on a proportionate basis.
- 8.3 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirer for payment of consideration to Shareholders of GPIL, subject to Acquirer agreeing to pay interest for delayed period as directed by SEBI. If the delay in payment consideration is not due to the above reasons, then the amount held in the Escrow Account shall be subject to forfeiture as per Regulation 17(9) and dealt in the manner provided in Regulation 17(10) of the SEBI (SAST) Regulations, 2011.
- 8.4 Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders' sole risk to the sole/ first shareholder. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners' DP account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective depository participants when transferred by the Registrar to the Offer.
- 8.5 The Registrar to the Offer will hold in trust the shares/share certificates, Form of Acceptance cum Acknowledgment, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.

- 8.6 Payment of consideration for the applications accepted in the Offer shall be made within 10 working days from the last date of the tendering period. Credit for the consideration will be given to the shareholders whose Equity Shares have been accepted in the Open Offer by ECS, or crossed account payee cheques/pay orders/demand drafts, RTGS or NEFT.
- 8.7 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., not later than September 8, 2014 else the application would be rejected.
- 8.8 The consideration received by the shareholders for Equity Shares accepted in the Offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further, the securities transaction tax will not be applicable on Equity Shares accepted in this Offer.
- 8.9 Unaccepted equity share certificates, transfer deeds and other documents, if any, will be returned by registered post at the public shareholders'/unregistered public shareholders' sole risk to the sole/first public shareholder. The unaccepted Equity Shares held in dematerialized form will be credited back to the same account from which they were tendered. It will be the responsibility of the public shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. The public shareholders holding the Equity Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. It is advised that the demat account is maintained till the completion of the formalities relating to this Offer.
- 8.10. Payment to those public shareholders whose Equity Shares and other documents are found valid and in order and are approved by the Acquirer, will be by way of a bankers' cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS, so as to avoid fraudulent encashment in transit. In case of the public shareholder(s) holding the Equity Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at its own risk). For 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 from any details provided in the Form of Acceptance-cum- Acknowledgement. The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered in this Offer and (i) any corresponding payment for the acquired Equity Shares; and/or (ii) the equity share certificates for any rejected Shares, will be dispatched to the public shareholders by registered / speed post or by ordinary post as the case may be, at the Public Shareholder's sole risk. The Equity Shares held in dematerialized form to the extent not acquired will be credited back to the same account from which they were tendered.
- 8.11 For public shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through NECS / NEFT / RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the public shareholder's sole risk.
- 8.12. All bankers' cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the public shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.

8.13 Non Resident Shareholders

- 8.13.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 8.1.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirer reserves the right to reject such equity shares.
- 8.13.2 While tendering the shares under the Offer, NRIs / OCBs / foreign shareholders, in addition to the documents specified in 8.1.3, will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to

reject such shares tendered.

8.13.3 While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by Acquirer under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

8.13.4 The above documents should not be sent to the Acquirer or to GPIL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at the address given in 8.1.2.

8.14 Tax Provisions

8.14.1 As per the provisions of Section 195(1) of the Income Tax Act, 1961, any person responsible for paying to a nonresident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). The consideration payable to the non-resident public shareholders for Shares accepted in the Offer may be chargeable to tax in India either as capital gains under Section 45 of the Income Tax Act, 1961 or as business profits, depending on the facts and circumstances in respect of such public shareholder. The Acquirer is required to deduct tax at source (including surcharge and education cess) at the applicable rate as per the Income Tax Act on such capital gains/business profits subject to benefit available to such public shareholder under the applicable Double Taxation Avoidance Agreement.

8.14.2 The payment of any interest by the Acquirer to a resident / non-resident public shareholder may be chargeable to tax, as interest income under the Income Tax Act, 1961. The Acquirer is required to deduct tax at source at the applicable rate under Section 194A of the Income Tax Act on such interest (paid for delay in payment of Offer Price, if any).

8.14.3 Based on the documents and information submitted by the public shareholders, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirer.

8.14.4 Taxes once deducted will not be refunded by the Acquirer under any circumstances.

8.14.5 The Acquirer shall deduct tax (if required) as per the information provided and representation made by the Public Shareholders. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the public shareholders, such public shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

8.14.6 All public shareholders are advised to consult their tax advisors for 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 to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

8.15 General

- a. The Form of Acceptance and instructions contained therein are integral part of this LOO.
- b. Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of GPIL.
- c. The Offer Price is denominated and payable in Indian Rupees only.
- d. All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole/first applicant, folio number / depository participant ID and client ID, Number of Equity Shares tendered, date of lodgment of the Form of Acceptance and other relevant particulars.
- e. If there is any upward revision in the Offer Price by the Acquirer at any time prior to

commencement of the last three working days before the commencement of the tendering period viz., August 20, 2014, the same would be informed by way of another Public Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published as per Regulation 18(7) of SEBI (SAST) Regulations, 2011.

- 8.16 For Shares held in physical form by resident Public Shareholders, the Acquirer may, in its sole discretion, deem the Shares to have been accepted under the Offer in case of non-receipt of the duly completed Form of Acceptance-cum- Acknowledgement, but receipt of other documents (including the original share certificates, valid transfer deeds and PAN), prior to the Closure of the Tendering Period.
- 8.17 For Shares held in electronic form by resident public shareholders, the Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Equity Shares only. In case of non-receipt of the documents mentioned in 8.1.3, but receipt of the Equity Shares in the Depository Escrow Account by the Registrar to the Offer, the Acquirer may, in his sole discretion, deem the Equity Shares to have been accepted under the Offer.
- 8.18 Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the application is being sent. Such documents may include, but are not limited to:
 - a) Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Public Shareholder) if the original Public Shareholder has expired;
 - b) Duly attested power of attorney if any person apart from the Public Shareholder has signed the application form and/or transfer deeds;
 - c) In case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
 - d) Banker's certificate certifying inward remittances of funds for acquisition of Shares; and
 - e) Any other relevant documents.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 5th Floor, Sanchi Building, 77, Nehru Place, New Delhi-110019 from 10.30 a.m. to 1.00 p.m. on all working days, except Saturdays, Sundays and Holidays until the closure of the Offer.

1. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
2. Escrow Agreement dated July 4, 2014, entered into by the Acquirer with Manager to the Offer and Escrow Bank.
3. Certificate dated July 1, 2014 from D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: 141-2372701, 2372752, Fax: 141-2372702; certifying the networth of Mr. Rajendra Kumar Agarwal & Mr. Jitendra Kumar Agarwal and that they have firm and adequate financial arrangements through cash and cash equivalents to meet the payment obligations under the Offer and will be able to implement the Offer. Also, Certificate dated 30th June, 2014 from M/s.Pradeep Hari & Co., Chartered Accountants (Firm Registration No. 006542C), having office at Opposite Reserve Police Lines, 10, Civil Lines, Moradabad 244001, Phone: +91-591-3295849, Fax: +91-591-2436415 certifying the Network of Mr. Amit Agarwal & that he has sufficient resources for fulfilling the obligations under this Offer in full.
4. Audited Financials of Genus Prime Infra Limited for the years ended March 31, 2014, 2013 and 2012.
5. Copy of letter dated July 07, 2014 from DCB Bank Limited confirming the cash deposit of Rs. 51,00,000 (Rupees Fifty One Lakhs Only) in the escrow account.
6. Copy of the SPA dated July 1, 2014 amongst the Acquirer, Seller and the Target Company for acquisition of 94,47,731 Equity Shares.
7. Copy of the PA dated July 1, 2014.
8. Published copy of the Detailed Public Statement which appeared in the newspapers on July 8, 2014.
9. Copy of the recommendation made by GPIL Board of Independent Directors.
10. Memorandum of Understanding dated June 23, 2014 between Lead Manager i.e. Mefcom Capital Markets Limited and Acquirer.
11. A copy of the agreement entered into with the DP for opening a special depository account for the purpose of the Open Offer.

10 **DECLARATION BY THE ACQUIRERS**

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company and the Seller, the Acquirer has relied on the information available from public sources or provided by the Target Company and/ or the Seller and the accuracy thereof has not been independently verified by the Acquirer and/or the Manager to the Offer. Subject to the aforesaid, the Acquirer, including the Board of Directors of GPIL accept full responsibility for the information contained in this Draft Letter of Offer and also accepts responsibility for the obligations of the Acquirer as laid down in terms of the SEBI (SAST) Regulations, 2011. All the information contained in this document is as on date of the Public Announcement, unless stated otherwise.

For Acquirers:

Sd/- Mr. Rajendra Kumar Agarwal	Sd/- Mr. Jitendra Kumar Agarwal	Sd/ Mr. Amit Agarwal
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Date: July 15, 2014
Place: Delhi

Encl.: Form of Acceptance-cum-Acknowledgement
Share Transfer Deed(s) in the case of shares held in physical mode.

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,

M/s. Bigshare Services Private Limited
E/2, Ansa Industrial Area,Saki Vihar Road,
Sakinaka, Andheri (E),
Mumbai – 400 072

Date:

OFFER	
Opens on	August 25, 2014, Monday
Closes on	September 8, 2014, Monday

Dear Sir,

Sub: Open offer ("Offer") for acquisition of up to 36,59,110 fully paid-up equity shares being 26% of total equity share capital of Genus Prime Infra Limited ("Target Company") by Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal ("Acquirers") at a price Rs 5.50/- ("Rupees Five and Paisa fifty only") per equity share (fully paid up).

I/We refer to the Letter of Offer dated 15.07.2014 for acquiring the equity shares held by us in Genus Prime Infra Limited.
I/We, the undersigned have read the Letter of Offer, understood its contents including the terms and conditions as mentioned therein.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below:

Sl. No.	Ledger Folio No.	Certificates No.	Distinctive No.		No. of Shares
			From	To	

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer.
I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.
I/We note and understand that the Shares would reside with the Registrar to the Offer until the time the Acquirer accepts the Shares Certificates and makes the payment of purchase consideration as mentioned in the LOO.
I/We confirm that the equity shares of Genus Prime Infra Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.
I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.
I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.
I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.
Yours faithfully,

Signed and Delivered

	Full Names of the holder(s)	Address & Phone No.	Signature
First/ Sole holder			
Joint holder 1			
Joint holder 2			
Joint holder 3			

Note : In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.
Place:
Date:

Tear along this line

Acknowledgement Slip

Ledger Folio No. _____ DP ID _____ Client ID _____
Received from _____an application for sale of _____ Equity Share(s) of M/s. Genus Prime Infra Limited together with _____ share certificate(s) bearing Certificate Numbers _____ and _____transfer deed(s)/ photocopy of Off Market delivery instruction duly acknowledged by the DP.

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt

Signature of the official

FOR EQUITY SHARES IN DEMATERIALIZED FORM

I/We holding the shares in the dematerialized form accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participants "DP" in respect of my/our shares as detailed below:

DP Name	DP ID	Client ID	ISIN No.	Beneficiary Name	No. of shares
Total No. of shares					

I/We have done an Off market transaction for crediting the Shares to the Special Depository Account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the Special Depository Account opened for the purpose of this Offer until the time the Acquirer accept the Shares and makes the payment of purchase consideration as mentioned in the LOO.

I/We confirm that the equity shares of Genus Prime Infra Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and Delivered

	Full Names of the holder(s)	Address & Phone No.	Signature
First/ Sole holder			
Joint holder 1			
Joint holder 2			
Joint holder 3			

Note : In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Place :

Date :

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Account Number: _____ IFSC Code of Bank _____

Savings/Current/Others; please specify): _____

Name of the Bank & Branch: _____

The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

	1 st Shareholder	2 nd Shareholder	3 rd Shareholder
Pan No.			

INSTRUCTIONS

- i. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.
- ii. The Form of Acceptance cum Acknowledgement should be filled-up in English only.
- iii. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- iv. Mode of tendering the Equity Shares Pursuant to the Offer:
 - (i)The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of GPIL.
 - (ii)Shareholders of GPIL to whom this Offer is being made, are free to Offer his / her / their shareholding in GPIL for sale to the Acquirer/ PAC, in whole or part, while tendering his / her / their equity shares in the Offer.