

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) of Gujarat Automotive Gears Limited ("Target Company"). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Open Offer or Registrar to the Open Offer as defined herein below. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed(s) to the Members of Stock Exchange through whom the said sale was effected.

CASH OPEN OFFER AT ₹ 1137/- (RUPEES ONE THOUSAND ONE HUNDRED THIRTY SEVEN ONLY) PER FULLY PAID UP EQUITY SHARE ("OPEN OFFER PRICE")

Pursuant to The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (the "SEBI (SAST) Regulations"/"Regulations") TO ACQUIRE

91,000 fully paid up equity shares of ₹ 10/- each representing 26 % of the equity share capital OF

Gujarat Automotive Gears Limited

Registered Office: Kalali, Vadodara 390 012, Gujarat (India). (Tel No. + 91-265-2680164; Fax No. + 91-265-2680984) ("Target Company")

BY

Him Teknoforge Limited ("Acquirer 1")

Registered Office: Village Billanwali, Labana, Baddi, District Solan, Himachal Pradesh -173205.

(Tel No. +91-1795-246351 and Fax no. +91- 1795-245467)

ALONG WITH

Globe Precision Industries Private Limited ("Acquirer 2"),

Registered Office: Plot No. 11, Industrial Area, Baddi, District Solan, Himachal Pradesh- 173205. (Tel No. +91-1795-654020)

&

Mr. Vinod Aggarwal ("Acquirer 3")

Resident Address: House No. 73, Sector 28-A, Chandigarh - 160002, India (Tel. No.: 91-172-2651526)

&

Mrs. Asha Aggarwal ("Acquirer 4")

Resident Address: House No. 73, Sector 28-A, Chandigarh - 160002, India (Tel No.: 91-172-2560630)

(Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 shall be collectively referred to as "Acquirers")

Note:

- This Open Offer is being made by the Acquirers pursuant to Regulations 3(1) & 4 of the SEBI (SAST) Regulations
- This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations
- As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers there are no statutory approvals required to acquire equity shares that are tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer
- This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations
- 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 Acquirers are permitted to revise the Open Offer Size and/or Open Offer Price upwards only at any time prior to the commencement of the last three working days before the commencement of the Tendering Period i.e. 7th August, 2013 (Wednesday). Such revised Open Offer Price would be payable by the Acquirers to all the shareholders who has validly tendered their shares anytime during the Tendering Period
- There has been no competing offer as of the date of this Draft Letter of Offer**
- A copy of the Public Announcement ('PA'), Detailed Public Statement ('DPS') and Draft Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website (www.sebi.gov.in)

MANAGER TO THE OPEN OFFER		REGISTRAR TO THE OPEN OFFER	
	SMC Capitals Limited		Bigshare Services Private Limited
	302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai- 400099. Tel: +91-22-6648 1818; Fax: +91-22-6648 1850 E-mail: gagloopenoffer@smccapitals.com Website: www.smccapitals.com Contact Person: Mr. Abhishek Gaur SEBI Registration No.: INM000011427		E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 Tel.: +91-22-4043 0200 Fax: +91-22-2847 5207 Email: openoffer@bigshareonline.com Website: www.bigshareonline.com Contact person: Mr. Jagdish Raul SEBI Registration No.: INR000001385

SCHEDULE OF ACTIVITIES OF THE OPEN OFFER IS GIVEN BELOW:

Activity	Date	Day
Public Announcement	24 th June, 2013	Monday
Publication of Detailed Public Statement in newspapers	1 st July, 2013	Monday
Last date of filing of draft Letter of Offer with SEBI along with soft copies of Public Announcement and Detailed Public Statement	8 th July, 2013	Monday
Last date for a Competing Offer	22 nd July, 2013	Monday
Identified date*	30 th July, 2013	Tuesday
Date by which Letter of Offer be posted to the shareholders	7 th August, 2013	Wednesday
Last date for upward revision of the Offer Price	7 th August, 2013	Wednesday
Last date for public announcement by the independent directors committee of the Target Company on their recommendation to the shareholders of Target Company for this Open Offer	12 th August, 2013	Monday
Date of publication of Open Offer opening public announcement	13 th August, 2013	Tuesday
Date of opening of the Open Offer	14 th August, 2013	Wednesday
Date of closure of the Open Offer	28 th August, 2013	Wednesday
Last date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	12 th September, 2013	Thursday
Last date for submission of the final report with SEBI	19 th September, 2013	Thursday

*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. It is clarified that all the shareholders holding equity shares of the Target Company (registered or unregistered) (except the parties to the Share Purchase Agreement dated 24th June, 2013 and promoter group entities of Target Company who are not parties to Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

RISK FACTORS:

Given below are the risks related to the transaction, proposed Open Offer and those associated with the Acquirers:

I. Relating to the Transaction:

1. The Open Offer is subject to the compliance of the terms and conditions as set out under the Share Purchase Agreement dated 24th June, 2013 (“SPA”). In accordance with the SPA, the transaction under the SPA shall be completed upon the fulfillment of conditions precedent agreed between the Acquirers and the Sellers in the SPA. In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn.
2. As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, there are no other statutory approvals required to implement the Open Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Open Offer, the Open Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval. In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent and other conditions as stated in section “Terms and Conditions of the Open Offer” are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn. The Acquirers reserves the right to withdraw the Open Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.

II. Relating to the Open Offer:

1. The Open Offer is an offer to acquire not more than 26% of the Voting Share Capital of the Target Company from the Eligible Shareholders (as defined in “Abbreviations/Definition”). In case of over-subscription in the Open Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Open Offer will be accepted.
2. In the event that either (a) the regulatory approvals are not received in a timely manner (b) there is any litigation to stay the Open Offer, or (c) SEBI instructs the Acquirers not to proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose shares have been accepted in the Open Offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
3. The Registrar to the Open Offer will hold in trust the equity shares lying in credit of the Special Depository Account, Share Certificates, Form of Acceptance, if any, and the Transfer Deed (s) on behalf of the shareholders of the Target Company who have accepted the Open Offer, till the process of acceptance of shares tendered and payment of consideration to the Shareholders is completed. Shares cannot be withdrawn once tendered, even if the acceptance of shares under the Open Offer and dispatch of consideration is delayed. During such period, there may be fluctuations in the market price of the equity shares of the Target Company. The Shareholders will not be able to trade in such shares which are in the custody of the Registrar to the Open Offer.
4. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

5. The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open 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 Acquirers and the Manager to the Open Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
6. The Acquirers and the Manager to the Open Offer accept no responsibility for the statements made otherwise than in the PA, the DPS, this Letter of Offer or in advertisements or any materials issued by or on behalf of the Acquirers and any person placing reliance on any other source of information (not released by the Acquirers or the Manager to the Open Offer) would be doing so at their own risk.

III. Relating to the Acquirers and the Target Company:

1. The Acquirers make no assurance with respect to the financial performance of the Target Company.
2. The Acquirers make no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirers cannot provide any assurance with respect to the market price of the equity shares of the Target Company before, during or after the Open Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Open Offer.

The risk factors set forth above pertain only to the Open Offer and are not intended to be a complete analysis of all risks in relation to the Open Offer or in association with the Acquirers or the Target Company, but are only indicative. 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 participation or otherwise by a Shareholder in the Open Offer. Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for analysing all the risks with respect to their participation in the Open Offer.

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ABBREVIATIONS / DEFINITIONS

Acquirers	Him Teknoforge Limited alongwith Globe Precision Industries Private Limited, Mr. Vinod Aggarwal and Mrs. Asha Aggarwal
Board of Directors	Board of Directors of Acquirers or the Target Company, as the case may be
BSE	BSE Limited
Companies Act	Companies Act, 1956, as amended or modified from time to time
DP	Depository Participant
Depositories	CDSL and NSDL
Depository Escrow Account	The depository account called “ BSPL ESCROW A/C GAGL OPEN OFFER ”, opened by the Registrar to the Open Offer with HDFC Bank Limited at NSDL. The DP ID is IN301549 and the beneficiary client ID is 38172303
DPS / Detailed Public Statement	Detailed Public Statement on behalf of the Acquirers to the Shareholders, which was published in all editions of Business Standard (English), all editions of Business Standard (Hindi), Navshakti (Marathi) – Mumbai, Gujarat Mitra (Gujarati) Vadodara on 1 st July, 2013
Eligible Equity Shareholders	All shareholders/beneficial owners (registered or otherwise) of shares (other than the parties to SPA & persons in promoter group of Target Company, who are not parties to SPA).
Escrow Agreement	Escrow Agreement dated 24 th June, 2013 between the Acquirers, Escrow Bank and Manager to the Open Offer
Escrow Banker	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investor registered with SEBI
Form of Acceptance	Form of Acceptance cum Acknowledgement, accompanying with this Letter of Offer
Identified Date	30 th July, 2013 being the date for the purpose of identifying Shareholders of the Target Company to whom the Letter of Offer will be sent
Income Tax Act	Income Tax Act, 1961, as amended from time to time
Manager / Manager to the Open Offer	SMC Capitals Limited, the Merchant Banker appointed by the Acquirers pursuant to the SEBI (SAST) Regulations
MICR	Magnetic Ink Character Recognition
NA	Not Applicable
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding equity shares of the Target Company
NRI	Non-Resident Indians
OCBs	Overseas Corporate Bodies
Offer/Open Offer	The Offer being made by the Acquirers for acquiring 91,000 equity shares representing 26% of the Voting Share Capital, from the Eligible Shareholders at the Offer Price payable in cash
Open Offer Price	₹ 1137/- (Rupees One Thousand One Hundred Thirty Seven only) per fully paid up equity share
Open Offer Size	91,000 equity shares representing 26% of the Voting Share Capital
PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirers on 24 th June, 2013
PAN	Permanent Account Number
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Bigshare Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended from time to time

Rs./ Re./Rupees/INR/ ₹	Indian Rupees
RTGS	Real Time Gross Settlement
Sale shares	1,92,500 equity shares of the Target Company, held by the Sellers, representing 55% of the Equity Share Capital of the Target Company
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (SAST) Regulations, 2011/ SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
SEBI (SAST) Regulations 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof
Sellers	Mr. Naresh Kothari and Mrs. Tejas Kothari
Share Purchase Agreement/ SPA	Share Purchase Agreement dated 24 th June, 2013 entered into between the Acquirers and the Sellers
Stock Exchange	BSE
Target Company/ GAGL	Gujarat Automotive Gears Limited
Tendering Period / Open Offer Period	Period within which Shareholders of Target Company may tender their equity shares in acceptance to the Offer i.e., the period between and including 14 th August, 2013 (Wednesday) and 28 th August, 2013 (Wednesday)
Offer / Offering period	Period from the date of release of Public Announcement to the date of payment of consideration
Voting Share Capital	Total voting equity share capital of the Target Company
Working Day	A working day of SEBI

I. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS 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. THIS 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 REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF GUJARAT AUTOMOTIVE GEARS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE 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 ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, SMC CAPITALS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 5TH JULY, 2013 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER.

II. DETAILS OF THE OPEN OFFER

A. Background of the Open Offer

1. The Open Offer is being made by Acquirers to the Eligible Equity Shareholders of the Target Company, pursuant to and in compliance with Regulation 3(1) & 4 and other applicable provisions of the SEBI (SAST) Regulations for substantial acquisition of shares/voting rights accompanied with the change of control and management of the Target Company. The Acquirers are making the Open Offer to the Shareholders to acquire up to 91,000 equity shares representing 26% of the Voting Share Capital of Target Company.
2. On 24th June, 2013, the Acquirers have entered into a SPA with the existing Promoters of the Target Company comprising Mr. Naresh Kothari and Mrs. Tejas Kothari (hereinafter referred to as "Sellers") for acquisition of 1,92,500 fully paid-up equity shares of ₹ 10/- each, representing 55% of total Voting Share Capital of Target Company ("Sale shares"), at a price of ₹ 1137/- (Rupees One Thousand One Hundred Thirty Seven Only) per equity share ("Negotiated Price"), aggregating to ₹ 21,88,72,500 (Rupees Twenty One Crores Eighty Eight Lacs Seventy Two Thousand Five Hundred Only) payable in cash, as detailed herein below:

Sr. No.	Name of Sellers	No. of shares / Voting Rights Through SPA	Percentage (%) of Share / Voting Rights to the total shares/Voting Through SPA
1.	Mr. Naresh Kothari	99,650	28.47
2.	Mrs. Tejas Kothari	92,850	26.53
	Total	1,92,500	55.00

3. The details regarding the ratio in which each of the Acquirers will be acquiring the shares under the SPA is as follows:

Name of the Acquirers	No. of shares / Voting Rights Through SPA	Percentage (%) of Share / Voting Rights to the total shares / Voting Rights
Him Teknoforge Limited	120,000	34.29
Globe Precision Industries Private Limited	55,000	15.71
Mr. Vinod Aggarwal	8,750	2.50
Mrs. Asha Aggarwal	8,750	2.50
Total	1,92,500	55.00

4. The salient features of the SPA dated 24th June, 2013 are as under:
- a. Under the terms of the SPA the Acquirers will purchase Sale shares of the Target Company from the Sellers at a price of ₹ 1137/- either as a block deal on the floor of stock exchange(s) or off-market transaction as may be mutually agreed between Acquirers and Sellers within ten days from the completion of the Open Offer process in terms of SEBI (SAST) Regulations.
 - b. The sale and purchase of the Sale shares under the SPA shall be completed subject to the fulfilment of the conditions precedent agreed between the Acquirers and the Sellers in the SPA including receipt of the statutory and other approvals as set out in section “Terms and Conditions of the Open Offer” of this Letter of Offer.
 - c. The Sellers have agreed to exercise their voting rights in relation to equity shares held by them in the Target Company in such a manner so as to ensure certain obligations including inter alia not to commence any new line of business that is not related to existing business of company, not to declare dividend, not to terminate employment of key employees etc. as set out in the SPA are fulfilled.
 - d. The SPA imposes a non-compete obligation on the Sellers and their respective affiliates, directors, officers and employees for a period of three years from the date of transfer of the Sale shares and imposes a restriction on undertaking business activities with any person that is engaged in the business competing with the business of the Target Company. No separate consideration has been paid to the Sellers in relation to the non-compete obligation of the Sellers under the SPA.
5. No other person / individual / entity are acting in concert with the Acquirers for the purposes of this Open Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.
6. After completion of all formalities relating to the acquisition and after complying with formalities required by the SEBI (SAST) Regulations, the Board of Directors of Target Company might be reconstituted to include nominee(s) of the Acquirers. The Acquirers propose to appoint their representatives on the Board of the Target Company after the completion of all formalities relating to Open Offer under SEBI (SAST) Regulations, 2011 as they may deem fit.
7. The Acquirers do not hold any shares/ voting rights of the Target Company other than the shares agreed and proposed to be acquired through the SPA.
8. The Acquirers, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
9. As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published.

B. Details of the Proposed Offer

1. Pursuant to Public Announcement dated 24th June, 2013, the Acquirers have published a Detailed Public Statement on 1st July, 2013, which appeared in the following newspapers, i) Business Standard- English (all editions), (ii) Business Standard-Hindi (all editions), (iii) Navshakti” (Marathi) being regional language daily of the place of the stock exchange where equity shares of the Target Company are most frequently traded and (iv) “Gujarat Mitra” (Vadodara, Gujarati) being regional language daily of the place where the registered office of Target Company is located.

The Public Announcement and Detailed Public Statement are also available on the SEBI website at www.sebi.gov.in.

2. Pursuant to the Open Offer, the Acquirers propose to acquire 91,000 equity shares representing 26% of the fully paid-up Voting Share Capital of the Target Company, as of the tenth (10th) working day from the

closure of the tendering period, at the Open Offer Price of ₹ 1137/- (Rupees One Thousand One Hundred Thirty Seven only) per equity share, to be paid in cash, in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions set out in the DPS and this Letter of Offer.

3. This Open Offer is being made to all the Shareholders of the Target Company (other than the parties to the SPA and other promoter group entities of the Target Company, who are not parties to the SPA). All shares validly tendered in the Open Offer will be acquired by the Acquirers in accordance with the terms and conditions set forth in the DPS and this Letter of Offer. There shall be no discrimination in the acceptance of locked-in and non locked-in shares in the Open Offer. The shares to be acquired under the Open Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
4. All the equity shares of the Target Company are fully paid up and there are no partly paid up equity shares in the Target Company.
5. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
6. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations. All shares (up to the maximum number set out above) validly tendered in the Open Offer will be acquired by the Acquirers in accordance with the terms and conditions contained in the DPS and this Letter of Offer. In the event that the shares tendered in the Open Offer by the Shareholders are more than the shares to be acquired under the Open Offer, the acquisition of shares from each Shareholder will be on a proportionate basis.
7. The Acquirers have not acquired any shares of the Target Company after the date of PA i.e. 24th June, 2013 and upto the date of this Draft Letter of Offer.
8. The Manager to the Open Offer does not hold any shares as on the date of this Draft Letter of Offer.
9. The Acquirers may withdraw the Open Offer in accordance with the conditions specified in section “Terms and Conditions of the Open Offer” of this Letter of Offer. In the event of such withdrawal, the same would be notified, in accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011, by way of a public announcement in the same newspapers in which the DPS had appeared and simultaneously inform in writing to SEBI, the BSE and the Target Company at its registered office.
10. Pursuant to the Open Offer (assuming full acceptance) and the completion of the acquisition of Sale shares as envisaged under the SPA, the Acquirers shall be identified as part of the promoter & promoter group of the Target Company and shall control 81% of the Voting Share Capital of the Target Company and have management control. In the event the shareholding of the Acquirers increases beyond the maximum permissible non-public shareholding limit of 75% as provided under the Securities Contracts (Regulations) Rules, 1957, as amended (SCRR), the Acquirers shall increase the level of public shareholding in the Target Company to the minimum level required under clause 40A of the Listing Agreement and Rule 19A of the SCRR within the time limits specified therein and through the permitted routes available under the Listing Agreement including any other such route as may be approved by SEBI from time to time.

C. Object of the Open Offer

1. This Open Offer is being made to the shareholders of Target Company pursuant to and in compliance with Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011.
2. The main purpose of takeover is to acquire control of the Company and thereafter the Acquirers propose to continue with the existing business of the Target Company. The objective is to expand the Company's business activities in the present line of activities. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be effected will be in accordance with the laws applicable. The Acquirers may reorganize and/or streamline various businesses for commercial reasons and operational efficiencies.
3. Upon the successful completion of all formalities under the SEBI (SAST) Regulations, 2011, the Acquirers will seek appointment of representative Directors on the Board of the Target Company and the Target Company will take effective steps to induct them on its Board.

4. The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of the Target Company for the next 2 (two) years, except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. The reconstituted Board of Directors of the Target Company will take appropriate decisions in these matters, as per the requirements of the business and in line with opportunities or changes in the economic scenario, from time to time. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company & subject to the provisions of the applicable law as may be required

III. BACKGROUND OF THE ACQUIRERS

This Open Offer is being made by Him Teknoforge Limited along with Globe Precision Industries Private Limited, Mr. Vinod Aggarwal and Mrs. Asha Aggarwal (collectively referred to as “Acquirers”) to the Eligible Equity Shareholders of the Target Company: The details of the Acquirers are mentioned below:

a) Him Teknoforge Limited (“HTL/ Acquirer 1”)

1. HTL, having Company Identification Number is U28910HP1989PLC008963 was originally incorporated as Him Teknoforge Private Limited on 11th January 1989. Subsequently the Company was converted into public limited company and the name of the company was changed to Him Teknoforge Limited w.e.f 26th November 1993. Its registered office is located at Village Billanwali, Labana, Baddi, District Solan, Himachal Pradesh-173205. The telephone number of HTL is 91-1795-246351 and fax number is 91- 1795-245467.
2. HTL is engaged in the business of production of forgings and finished components for automotive and engineering applications.
3. The list of the key shareholders being part of the promoter and promoter group of the HTL are Vinod Aggarwal, Vijay Aggarwal, Daya Rani, Urmil Aggarwal, Anju Aggarwal, P.C. Aggarwal, Rajiv Aggarwal, Asha Aggarwal, Rohan Aggarwal, Medha Aggarwal, Nitin Aggarwal, Mrinal Aggarwal, Aditya Aggarwal, Rajiv Aggarwal (HUF), , Vinod Aggarwal (HUF), Mukesh Kumar, Him Overseas Pvt. Ltd., Manan Aggarwal, Him Chemicals. & Fertilisers (P) Ltd. Vijay Aggarwal (HUF), P.C. Alloys Pvt. Ltd. and Globe Precision Inds. Pvt. Ltd.
4. HTL is promoted by Mr Vijay Aggarwal and Mr Rajiv Aggarwal
5. Presently, HTL, its directors and promoters do not have any ownership interest in the Target Company except for the transactions contemplated in the SPA.
6. The shareholding pattern of HTL as on date of the Letter of Offer is as follows:

Sr. No.	Category	No. of shares	% of Total paid up capital
A	Promoters		
1	Vijay Aggarwal	31,67,288	13.62%
2	Rajiv Aggarwal	42,53,453	18.29%
	Sub Total	74,20,741	31.90%
B	Promoter Group		
3	Vinod Aggarwal	22,05,313	9.48%
4	Daya Rani	3,89,141	1.67%
5	Urmil Aggarwal	5,10,151	2.19%
6	Anju Aggarwal	8,91,676	3.83%
7	P C Aggarwal	4,67,770	2.01%
8	Asha Aggarwal	17,69,459	7.61%
9	Rohan Aggarwal	62,445	0.27%
10	Medha Aggarwal	15,400	0.07%
11	Nitin Aggarwal	1,02,440	0.44%
12	Mrinal Aggarwal	28,809	0.12%
13	Aditya Aggarwal	25,705	0.11%

14	Rajiv Aggarwal (HUF)	22,020	0.09%
15	Ankur Aggarwal	97,700	0.42%
16	Vinod Aggarwal (HUF)	19,570	0.08%
17	Mukesh Kumar	400	0.00%
18	Him Overseas Pvt. Ltd.	6,93,380	2.98%
19	Manan Aggarwal	3,85,707	1.66%
20	Him Chem & Fert Pvt Ltd.	1,600	0.01%
21	Vijay Aggarwal (HUF)	20,900	0.09%
22	P.C. Alloys Pvt. Ltd.	2,22,573	0.96%
23	Globe Precision Inds. Pvt. Ltd.	14,00,000	6.02%
	Sub Total	93,32,159	40.12%
	Total Promoter & Promoter group holding	1,67,52,900	70.02%
C	Others		
24	Franklin Templeton Mutual Fund A/c Franklin India Prime Fund	1,70,000	0.73%
25	India Automotive Components Manufacturer Private Equity Fund -1- Domestic (IACM-1-D)	62,60,000	26.91%
26	Other Individuals	77,100	0.33%
	Sub Total	65,07,100	27.98%
	Grand Total (A+B+C)	2,32,60,000	100.00%

7. The Details of Board of Directors of HTL are given below:

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
1	Mr. Vijay Aggarwal, Chairman and Managing Director	00094141	11 th January, 1989	B.E (Mechanical Engineering) and has experience of more than 40 years in business of auto components and engineering goods
2	Mr. Rajiv Aggarwal, Whole-Time Director	00094198	1 st October, 1993	Chartered Accountant and Company Secretary. Has 19 years of business experience in auto component industry and 15 years of experience as Finance professional
3	Mr. Ravi Kant Dhawan, Director	00101878	1 st November, 2002	B.E (Mechanical Engineering) and PGDBM (Marketing) and has experience of more than 40 years in marketing and related area in auto industry
4	Mr. Purshotam Lal Sharma, Director	03509280	6 th June, 2011	B.E (Metallurgical Engineering), Diploma in Human Resources and Labour Welfare and has experience of more than 38 years in auto industry
5	Mr. Pradeep Kumar, Director	03052477	28 th March, 2012	B.Sc., CAIIB and has experience of more than 38 years in the banking industry
6	Mrs. Bhavna Sharma, Nominee Director	00956209	22 nd May, 2012	B.Sc. MCA, Post Graduation Diploma in Management and has experience of more than 20 years in Finance and related field

None of the above directors is a director of the Target Company as of the date of this Draft Letter of Offer

8. Brief financial details of HTL, as obtained from its audited financial statements as at and for the 12-month period ended March 31, 2012, March 31, 2011 and March 31, 2010 and the unaudited financial information, which has been subject to limited review by the HTL's auditor, as at and for the 12-month period ended March 31, 2013, are as follows:

Profit & Loss Account

(₹ in Lacs)

Particulars	For the Financial year ended March 31, 2013 (Unaudited)#	For the Financial year ended March 31,		
		2012 (Audited)	2011 (Audited)	2010* (Audited)
Income from operations	16,933.17	18,276.55	13,395.47	10,665.92
Other Income	13.23	223.96**	17.33	23.84
Total Income	16,946.40	18,500.61	13,412.80	10,689.76
Total Expenditure	14,859.32	15,806.77	11,721.27	9,405.10
Profit Before Depreciation Interest and Tax	2,087.08	2,693.84	1,691.53	1,208.89
Depreciation	353.13	399.21	351.75	264.88
Interest	1,210.34	1,295.93	865.36	578.93
Profit Before Tax	523.61	998.69	474.42	365.09
Provision for Tax	0.00	39.48	(24.85)	(35.50)
Profit After Tax	523.61	959.21	499.27	400.59

*Represents figures as per old schedule VI of the Companies Act, 1956

Unaudited financial information, which has been subject to limited review by HTL's Auditors

** Other income for FY 2012 includes extraordinary income of ₹ 201.00 lacs due to profit on sale of land

Balance Sheet Statement as of March 31, 2013(unaudited), 2012 & 2011(as per the new Schedule VI format)

(₹ in Lacs)

Particulars	As on the year ended March 31, 2013 (Unaudited)	As on the year ended March 31,	
		2012 (Audited)	2011 (Audited)
Sources of Funds			
Paid up Share Capital	2,326.00	2,325.00	1,660.00
Reserves and Surplus (Excluding Revaluation Reserves)	4,908.34	3,855.72	2,521.51
Networth	7,234.34	6,180.72	4,181.51
Non Current Liabilities	3,705.50	3,693.47	2,588.47
Current Liabilities	10,472.16	9,268.05	8,786.54
Revaluation Reserves	-	-	74.40
Total	21,412.00	19,142.25	15,630.92
Uses of Funds			
Non Current Assets	9,961.49	8,422.66	5,761.53
Current Assets	11,450.51	10,719.59	9,869.39
Total	21,412.00	19,142.25	15,630.92

Other Financial Data			
Dividend (%)	Nil	Nil	Nil
Earnings Per Share - (₹)	2.25	4.44	3.08

Balance Sheet Statement as on March 31, 2010 (as per the old Schedule VI format)

(₹ in Lacs)

Particulars	As on the year ended March 31, 2010
Sources of funds	
Paid up share capital	1,500.00
Reserves and Surplus (excluding revaluation reserves)	1,992.25
Networth	3,492.25
Share Application Money pending allotment	100.00
Secured loans	5,686.32
Unsecured loans	112.61

Deferred Tax Liabilities (Net)	121.39
Revaluation Reserve	74.40
Total	9,586.97
Uses of funds	
Net fixed assets (net of revaluation reserve)	4,388.85
Investments	12.98
Deferred Tax Assets (Net)	0.00
Net current assets	5,185.13
Total miscellaneous expenditure not written off	0.00
Total	9,586.97

Other Financial Data	
Dividend (%)	Nil
Earnings Per Share – Basic (₹)	3.05

9. HTL's major contingent liabilities as of 31st March, 2013 are-

		(₹ in lacs)
Sr. No.	Particulars	Amount
1	Bank Guarantee	141.10
2	Bill discounted with bank	898.29
3	Guarantee given by the HTL on behalf of third party	70.00
	Total	1109.39

(Source: As certified by HTL's Management)

10. The shares of HTL are not listed on any stock exchange

b) Globe Precision Industries Private Limited (“GPIPL/ Acquirer 2”)

- GPIPL is a private limited having Company Identification Number U29211HP1986PTC007017. GPIPL was incorporated on 17th September, 1986. Its registered office is located at Plot No. 11, Industrial Area, Baddi, District Solan, Himachal Pradesh- 173205. The telephone number of GPIPL is 91-1795-654020.
- GPIPL is engaged in the business of manufacturing of Auto Components & Auto Parts
- The list of the key shareholders being part of the promoter and promoter group of the GPIPL are P.C. Aggarwal, Vinod Aggarwal, Daya Rani, Rohan Aggarwal, Him Overseas Pvt. Ltd., Him Chemicals. & Fertilisers (P) Ltd., Urmil Aggarwal, Manan Aggarwal, Mrinal Aggarwal, Nitin Aggarwal, Ankur Aggarwal, Medha Aggarwal, Asha Aggarwal and Anju Aggarwal.
- GPIPL was originally promoted by Mr. Prem Lal and Mrs. Sharda Rani. Later, it was acquired by Mr. Vinod Aggarwal and Mrs. Urmil Aggarwal on 27th February, 1995.
- Presently, GPIPL, its directors and promoters do not have any ownership interest in the Target Company except for the transactions contemplated in the SPA
- GPIPL is a closely held company. The shareholding pattern of GPIPL as on date of this Letter of Offer is as follows:

Sr. No.	Category	No. of shares	% of Total paid up capital
A	Promoters		
1	Vinod Agarwal	6,94,550	49.61%
2	Urmil Aggarwal	1,07,090	7.65%
	Sub Total	8,01,640	57.26%
B	Promoter Group		
3	P C Aggarwal	62,870	4.49%

4	Daya Rani	27,900	1.99%
5	Rohan Aggarwal	9,180	0.66%
6	Him Overseas Pvt. Ltd.	76,600	5.47%
7	Him Chem & Fert Pvt Ltd.	15,000	1.07%
8	Manan Aggarwal	101,350	7.24%
9	Mrinal Aggarwal	1,180	0.08%
10	Ntin Aggarwal	1,820	0.13%
11	Ankur Aggarwal	1,540	0.11%
12	Medha Aggarwal	920	0.07%
13	Asha Aggarwal	2,00,000	14.29%
14	Anju Aggarwal	1,00,000	7.14%
	Sub Total	5,98,360	42.74%
	Grand Total	14,00,000	100.00%

7. The Details of Board of Directors of GPIPL are given below:

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
1	Mr. Vinod Aggarwal Director	00094164	27 th February, 1995	Graduate and has experience of more than 35 years in business of auto components & auto parts
2	Mrs. Urmil Aggarwal Whole-time Director	00094233	27 th February, 1995	Post Graduate and has experience of more than 15 years in the business of auto components and auto parts

None of the above Directors is a Director of the Target Company as of the date of this Draft Letter of Offer.

8. Brief financial details of GPIPL, as obtained from its audited financial statements as at and for the 12-month period ended March 31, 2012, March 31, 2011 and March 31, 2010 and the unaudited financial information, which has been subject to limited review by the GPIPL's auditor, as at and for the 12-month period ended March 31, 2013, are as follows:

Profit & Loss Account

(₹ in Lacs)

Particulars	For the Financial year ended March 31, 2013 (Unaudited)#	For the Financial year ended March 31,		
		2012 (Audited)	2011 (Audited)	2010* (Audited)
Income from operations	6825.48	6095.06	2549.19	1423.18
Other Income	9.20	10.99	0.42	2.11
Total Income	6834.68	6106.05	2549.61	1425.29
Total Expenditure	6293.80	5632.25	2168.84	1146.77
Profit Before Depreciation Interest and Tax	540.88	473.80	380.77	278.53
Depreciation	121.82	118.79	102.97	48.86
Interest	241.15	165.82	152.94	75.15
Profit Before Tax	177.91	189.19	124.86	154.52
Provision for Tax	0.00	30.23	0.00	0.65
Profit After Tax	177.91	158.97	124.86	153.87

*Represents figures as per old schedule VI of the Companies Act, 1956

Unaudited financial information, which has been subject to limited review by GPIPL's Auditor

(₹ in Lacs)

Balance Sheet Statement (as per the new Schedule VI format)	As on the year ended March 31, 2013 (Unaudited)	As on the year ended March 31,	
		2012 (Audited)	2011 (Audited)
Sources of Funds			
Paid up Share Capital	140.00	140.00	140.00
Reserves and Surplus (Excluding Revaluation Reserves)	1163.78	985.87	875.72
Networth	1303.78	1125.87	1015.72
Non Current Liabilities	1530.63	1042.78	874.79
Current Liabilities	1901.09	1889.12	1000.60
Total	4735.50	4057.79	2891.12
Uses of Funds			
Non Current Assets	1751.92	1629.91	1388.63
Current Assets	2983.58	2427.87	1502.48
Total Miscellaneous Expenditure to the extent not written off	0.00	0.00	0.00
Total	4735.50	4057.79	2891.12
Other Financial Data			
Dividend (%)	NA	280	Nil
Earnings Per Share - (Rs)	12.71	11.35	8.92

(₹ in Lacs)

Balance Sheet Statement (as per the old Schedule VI format)	As on the year ended March 31, 2010
Sources of funds	
Paid up share capital	140.00
Reserves and Surplus (excluding revaluation reserves)	719.35
Networth	859.35
Share Application Money pending allotment	
Secured loans	921.72
Unsecured loans	146.99
Deferred Tax Liabilities (Net)	0.00
Total	1928.07
Uses of funds	
Net fixed assets	1009.46
Investments	150.10
Deferred Tax Assets (Net)	0.00
Net current assets	768.50
Total miscellaneous expenditure not written off	0.00
Total	1928.06
Other Financial Data	
Dividend (%)	Nil
Earnings Per Share - (₹)	10.99

9. As certified by the management of GPIPL it has nil contingent liabilities as of 31st March, 2013

10. The shares of GPIPL are not listed on any stock exchange

c) Mr. Vinod Aggarwal (“Acquirer 3”)

- Mr. Vinod Aggarwal, aged 60 years, S/o Mr. P. C. Aggarwal, is residing at House No. 73, Sector 28-A, Chandigarh- 160002, India. His contact number is 91-172-2651526. He is a commerce graduate by qualification and has experience of more than 35 years in the business of manufacturing of auto components & auto parts.
- He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.

3. As per certificate dated 24 June 2013 issued by Baldev Kumar & Co., Chartered Accountants (FRN: 013148N), Partner - Mr. Pardeep Singla (Membership No. 098950), having their office at #3570, Sector 35-D, Chandigarh 160017; Mobile No. +91 9530802874, the networth of Mr. Vinod Aggarwal as on 15th June, 2013 is ₹ 615 lacs.
4. Currently he is on the Board of Directors of Globe Precision Industries (P) Ltd, Him Chemicals & Fertilizers (P) Ltd., Him Leathers (P) Ltd., Him Overseas (P) Ltd., Himachal Shots & Metals (P) Ltd., Metalchem India (P) Ltd., and P. C. Alloys (P) Ltd. Other than these he does not hold directorship in any other company.
5. He is part of the promoter group of HTL (Acquirer 1) and GPIPL (Acquirer 2). He is brother in-law of Mrs. Asha Aggarwal (Acquirer 4)
6. Presently, Mr. Vinod Aggarwal does not have any ownership interest in the Target Company except for the transactions contemplated in the SPA

d) Mrs. Asha Aggarwal (“Acquirer 4”)

1. Mrs. Asha Aggarwal, aged 47 years, W/o Mr. Rajiv Aggarwal is residing at House No. 73, Sector 28-A, Chandigarh - 160002, India. Her contact number is 91-172-2560630. She is a post graduate (M.A., M. Phil) by qualification and has experience of more than 15 years in the business of Auto Components & Auto Parts.
2. As per certificate dated 24th June 2013 issued by Baldev Kumar & Co., Chartered Accountants (FRN: 013148N), Partner Mr. Pardeep Singla (Membership No. 098950), having their office at #3570, Sector 35-D, Chandigarh - 160017; Mobile No. +91 9530802874, the networth of Mrs. Asha Aggarwal as on 15th June, 2013 is ₹ 610 lacs.
3. She is the director of Aarham Gears Pvt. Ltd. Other than this she does not hold directorship in any other company.
4. She is part of the promoter group of HTL (Acquirer 1) and GPIPL (Acquirer 2). She is sister in-law of Mr. Vinod Aggarwal (Acquirer 3)
5. Presently, Mrs. Asha Aggarwal does not have any ownership interest in the Target Company except for the transactions contemplated in the SPA.

There are no persons acting in concert in relation to the Open Offer within the meaning of Regulation 2(1)(q) of the Regulations

As, Acquirers do not hold any equity shares and have never held equity shares of the Target Company in the past, the provisions of chapter V of the SEBI (SAST) Regulations and chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable to them as far as the Target Company is concerned. One of the promoter group entities of Acquirer 1 and Acquirer 2, bought 36 equity shares of Target Company on 5th April 2013 and the same has been sold on 13th May 2013, for which provisions of chapter V of the SEBI (SAST) Regulations are not applicable. Acquirers have not acquired any equity shares of Target Company after the date of PA i.e. 24th June, 2013 and up to the date of this Letter of Offer; hence provisions of chapter V of the SEBI (SAST) Regulations are not applicable.

None of the Acquirers, its directors or promoters have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.

IV. BACKGROUND OF THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

1. The Target Company is Gujarat Automotive Gears Limited (CIN L29130GJ1971PLC001866). The Target Company was incorporated on 27th March, 1971 under the name Gujarat Automotive Gears Limited. The

Company obtained the Certificate for Commencement of Business on 30th March, 1971 from the Registrar of Companies, Gujarat. Its registered office is located at Kalali, Vadodara, Gujarat-390012. The telephone number of GAGL is +91-265-2680164 and fax number is +91-265-2680984.

2. GAGL is engaged in the business of manufacturing Auto and Tractor components under brand name “KAG”.
3. The authorized capital of GAGL is ₹ 100 lacs comprising of 4,25,000 equity shares of ₹ 10/- each, 7,500 – 9.5% Cumulative Redeemable Preference shares of ₹ 100/- each and 5,00,000 unclassified shares of ₹ 10/- each and Issued & fully paid up equity share capital of GAGL is ₹ 35 lacs consists of 3,50,000 equity shares of ₹ 10/- each. There are no partly paid up shares in GAGL.

The issued and paid up share capital structure of the Target Company is as follows:

Paid-up shares	No. of shares/Voting Rights	% shares/Voting Rights
Fully Paid-up equity shares	3,50,000	100%
Partly Paid-up equity shares	Nil	Nil
Total Paid-up equity shares	3,50,000	100%
Total voting rights in Target Company	3,50,000	100%

4. All the issued and fully paid up equity shares of the Target Company are listed on BSE Limited. The Target Company has voluntarily delisted its equity shares from the Ahmedabad Stock Exchange w.e.f. 16th January, 2004 and from Vadodara Stock Exchange Limited w.e.f. 25th January, 2011.
5. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares on any later date. There are no partly paid up shares in the Target Company. The Target Company does not have any equity shares under lock-in period.
6. As on the date of the draft Letter of Offer, the Directors representing the Board of Target Company are:

Sr. No.	Name of the Director	Address of Director	Date of Appointment	Qualifications	Experience	Nature of Experience	DIN
1.	Naresh Kothari	45, Alkapuri Society, Vadodara, Gujarat, India	27 th March, 1995	B.Com and Post Graduation in Marketing and Advertising	34 years	Experience of managing Company and operations	00049100
2.	Tejas Kothari	45, Alkapuri Society, Vadodara, Gujarat, India	1 st October, 1995	B. Com and Diploma in Business Administration	18 years	Overall office administration	00060294
3.	Dhiren Chandravadan Daftari	17, Sobhana Nagar, Syed Vasna Road, Vadodara, 390015, Gujarat, India	28 th April, 1999	B. E	27 years	Experience in manufacturing of auto components	00397922
4	Atul Haribhai Patel	1-2, Akshwan Housing Complex,, Gotri-Sevasi Road,, Vadodara, 391101, Gujarat, India	27 th March, 1995	B.E	37 years	Experience in manufacturing of Chemicals	00009587
5	Mukesh Dayabhai Patel	93, Urmi Society,, Productivity Road,, Vadodara, 390007, Gujarat, India	27 th March, 1995	B.Sc and B.S.	35 years	Experience in manufacturing of Chemicals	00009605
6	Niranjan Prabhudas Unadkat	60/61, Jaylaxmi Society,, Old Padra Road,, Vadodara, 390015, Gujarat, India	1 st May, 2007	Under Graduate	40 years	Experience in manufacturing of auto components	01442872

None of the above Directors are representative of the Acquirers

7. There has been no merger / de-merger or spin off in the Target Company during the past three years.
8. Brief financial details of the Target Company, as obtained from its audited financial statements as at and for the 12-month period ended March 31, 2013, March 31, 2012 and March 31, 2011:

Profit & Loss Statements

(₹ in Lacs)

Particulars	For the Financial year ended March 31,		
	2013 (Audited)	2012 (Audited)	2011 (Audited)
Income from operations	2,410.10	2,240.24	1,785.89
Other Income	89.99	61.32	26.77
Total Income	2,500.08	2,301.57	1,812.66
Total Expenditure	1,845.99	1,726.37	1,521.44
Profit Before Depreciation Interest and Tax	654.09	575.20	291.23
Depreciation	44.58	35.81	28.86
Interest	4.25	4.43	7.65
Exceptional Income/(Expense)	0.00	0.00	521.56
Profit Before Tax	605.26	534.95	776.28
Provision for Tax	197.36	175.86	186.58
Profit After Tax	407.90	359.09	589.70

Balance Sheet Statement

(₹ in Lacs, except per share data)

Balance Sheet Statement (as per the new Schedule VI format)	As on the year ended March 31,		
	2013 (Audited)	2012 (Audited)	2011 (Audited)
Sources of Funds			
Paid up Share Capital	35.00	35.00	35.00
Reserves and Surplus (Excluding Revaluation Reserves)	1368.78	973.17	817.47
Networth	1403.78	1008.17	852.47
Non Current Liabilities	62.04	67.41	48.54
Current Liabilities	399.32	591.20	522.42
Total	1865.14	1666.78	1423.42
Uses of Funds			
Non Current Assets	530.13	457.71	387.94
Current Assets	1335.01	1209.07	1035.49
Total	1865.14	1666.78	1423.42

Other Financial Data			
Dividend (%)	30	500	500
Earnings Per Share - (Rs)	116.54	102.60	168.49

9. Pre and Post-Offer Shareholding Pattern of the Target Company:

Shareholders' Category	Shareholding & Voting Rights prior to the SPA/ Acquisition and Offer		shares / Voting Rights agreed to be Acquired which triggered off the Regulations		shares/ Voting Rights to be Acquired in Open Offer (Assuming full acceptances)		Shareholding / Voting Rights after the Acquisition and Offer	
	(A)		(B)		(C)		(A)+(B)+(C) = (D)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter Group:								
a) Parties to Agreement								
i) Mr. Naresh Kothari	152,880	43.68	(99,650)	(28.47)	-	-	53,230	15.21
ii) Mrs. Tejas Kothari	92,850	26.53	(92,850)	(26.53)	-	-	-	-
b) Promoters other than (a) above	-	-	-	-	-	-	-	-
i) Mr. Atul H Patel	100	0.03	-	-	-	-	100	0.03
ii) Mr. Bhogilal J Kothari	1,000	0.29	-	-	-	-	1,000	0.29
iii) Mr. Dhiren C Daftari	200	0.06	-	-	-	-	200	0.06
iv) Mr. Mukesh D Patel	100	0.03	-	-	-	-	100	0.03

v) Mr. Niranjana Unadkat	50	0.01	-	-	-	-	50	0.01
Total 1 (a+b)	2,47,180	70.62	(1,92,500)	(55.00)	-	-	54,680*	15.62
2. Acquirers:								
a) Main Acquirers:								
i. Him Teknoforge Ltd	-	-	1,20,000	34.29	} 91,000	26.00	} 2,83,500	81.00
ii. Globe Precision Industries Pvt Ltd	-	-	55,000	15.71				
iii. Mr. Vinod Aggarwal	-	-	8,750	2.50				
iv. Mrs. Asha Aggarwal	-	-	8,750	2.50				
b) PACs	-	-	-	-	-	-	-	-
Total 2 (a+b)	-	-	1,92,500	55.00	91,000	26.00	2,83,500	81.00
3. Parties to Agreement other than (1) & (2) above	-	-	-	-	-	-	-	-
4. Public: (Other than parties to Agreement) #	550	0.16	-	-	} (91,000)	(26.00)	} 11,820	3.38
i) FIs/MFs/FIIs/Banks, SFIs								
ii) Bodies Corporate	5,275	1.51	-	-				
iii) Individuals	93,679	26.77	-	-				
iv) NRI	706	0.20	-	-				
v) HUF	2,610	0.75	-	-				
Total (a+b)	1,02,820	29.38	-	-	-	-	11,820	3.38
GRAND TOTAL (1+2+3+4)	3,50,000	100.00	-	-	-	-	3,50,000	100.00

* Post completion of Open Offer formalities balance shares held by Mr. Naresh Kothari and other shareholders of the promoter group shall not form part of the promoter group of the Target Company and will be classified as the public shareholders.

10. Target Company confirmed that they have complied with the listing requirements except for non compliance with disclosure requirements under Chapter II of SEBI (SAST) Regulations 1997 as mentioned below:

Sr. No.	Regulation/ Sub-Regulation	Due Date for compliance as mentioned in the regulation	Actual date of compliance*	Delay, if any (in No. of days)
1	6(2)	20 th May 1997	18 th May 2009*	4381
2	6(4)	20 th May 1997	18 th May 2009*	4381
3	8(3)	30 th April 1998	2 nd May 1998	2

Note : Date of Letters have been taken as actual date of compliance

* BSE vide its show cause notice dated 20th April, 2009 informed Target Company about non compliance with the provisions of Regulations 6(4) and/or 6(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 for year 1997. Target Company vide its letter dated 18th May, 2009 replied to BSE alongwith copies of the said disclosure.

SEBI may initiate appropriate action against the Target Company in terms of the SEBI (SAST) Regulations, 1997 and provisions of the SEBI Act for delayed compliance of Chapter II of SEBI (SAST) Regulations, 1997.

Further, on watchout investors (www.watchoutinvestors.com), name of the Target Company appears for non submission of shareholding pattern under provisions of clause 35 for the quarter ended 30th September, 2010. However the company confirmed that the same has been filed subsequently.

Further Target Company confirmed that there are no penal actions have been taken by the BSE.

11. The promoter group of the Target Company has not complied with certain provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, the details of which are as follows:

Name of the entity	Category	Nature of Transaction	Date of Transaction	No. of shares		Applicability of SEBI (SAST) Regulations, 1997	Compliance Status
				Qty	%		
Naresh Kothari	Promoter	Inter Se Transfer within promoter group	24 th August 1998	5,800	1.66	3(1)(e) & 3(4)	Not Complied with 3(4)
Tejas Kothari	Promoter	Inter Se Transfer within promoter group	24 th August 1998	15,200	4.34	3(1)(e), 3(3) & 3(4)	Not Complied with 3(3) & 3(4)
Tejas Kothari	Promoter	Inter Se Transfer within promoter group	25 th June 2002	17,300	4.94	3(1)(e) & 3(4)	Not Complied with 3(4)
Tejas Kothari	Promoter	Market Purchase	31 st January 2005	150*	0.04	11(2)	Not Complied with 11(2)
Tejas Kothari	Promoter	Market Purchase	23 rd February 2005	400*	0.11	11(2)	Not Complied with 11(2)
Tejas Kothari	Promoter	Market Purchase	31 st March 2005	200*	0.06	11(2)	Not Complied with 11(2)

* Date of transfer of shares has been taken into account from transfer register since date of acquisition of these shares is not available. The acquisition of these shares were reported under clause 8(3) filing for financial year 2008-2009

SEBI may initiate appropriate action against the aforesaid promoters of Target Company in terms of the SEBI (SAST) Regulations, 1997 and provisions of the SEBI Act for non compliance of SEBI (SAST) Regulations, 1997.

V. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A. Justification of Open Offer Price

1. This Open Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
2. The equity shares of the Target Company are listed on BSE Limited (BSE). The equity shares of the Target Company are frequently traded on BSE within the meaning of the Regulation 2(1) (j) of SEBI (SAST) Regulations. The annualized trading turnover in the equity shares of the Target Company on the BSE based on trading volume during the twelve calendar months prior to the month of PA (June, 2012 to May, 2013) is as given below:

Name of Stock Exchange	Total No. of shares traded during the 12 calendar months prior to the month of PA	Total No. of Listed shares	Annualized Trading turnover (in terms of % to total listed equity shares)
BSE	84,295	3,50,000	24.08%

(Source: www.bseindia.com)

3. Based on the parameters set out under Regulation 8(2) of the SEBI (SAST) Regulations for frequently traded stocks, the Open Offer Price of ₹ 1137/- (Rupees One Thousand One Hundred Thirty Seven only) per fully paid up Equity Share is justified in terms of the following:

S. No.	Particulars		₹
a)	Negotiated Price under the Agreement	:	1137.00
b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers or by any Person Acting in Concert with him, during 52 weeks immediately preceding the date of PA	:	985.83
c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any Person Acting in Concert with him, during 26 weeks immediately preceding the date of the PA	:	988.00
d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE	:	945.42

4. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
5. In view of the parameters considered and presented above, in the opinion of the Acquirers and Manager to the Open Offer, the Open Offer Price of ₹ 1137/-(Rupees One Thousand One Hundred Thirty Seven only) being the highest of the prices mentioned above, is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations
6. In the event of further acquisition of equity shares of the Target Company by the Acquirers during the Open Offer period, whether by subscription or purchase, at a price higher than the Open Offer Price, then the Open Offer Price will stand revised 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, 2011. However, they will not be acquiring any equity 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.
7. If the Acquirers acquire shares of the Target Company during the period of twenty six weeks after the closure of tendering period at a price higher than the Open Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Open Offer Price, to all Shareholders whose shares have been accepted in this Open 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 Stock Exchanges, not being negotiated acquisition of shares of the Target Company in any form
8. If there is any revision in the Open 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 Open Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers 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
9. Calculation of the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE as per Regulation 8(2) (d) of the SEBI (SAST) Regulations is as follows:

Sr. No.	Date	Total Traded Quantity (No. of shares)	Weighted Average Price (₹)	Total Turnover (₹)
1	21-Jun-13	10	925.00	9,250
2	20-Jun-13	100	950.50	95,050
3	19-Jun-13	17	970.41	16,497
4	17-Jun-13	6	959.00	5,754
5	14-Jun-13	40	961.00	38,440
6	13-Jun-13	53	961.00	50,933
7	6-Jun-13	2	911.00	1,822
8	5-Jun-13	231	978.42	226,015
9	4-Jun-13	170	980.68	166,716
10	3-Jun-13	89	984.91	87,657
11	31-May-13	814	1000.30	814,244
12	30-May-13	10	935.00	9,350
13	27-May-13	1	1014.00	1,014
14	24-May-13	179	960.64	171,955
15	23-May-13	5	1029.80	5,149
16	22-May-13	19	999.00	18,981
17	21-May-13	163	992.33	161,750
18	20-May-13	107	977.65	104,609
19	17-May-13	10	920.00	9,200
20	16-May-13	122	952.91	116,255
21	15-May-13	99	916.96	90,779
22	14-May-13	193	876.54	169,173
23	13-May-13	146	889.08	129,806

24	11-May-13	10	895.00	8,950
25	10-May-13	141	885.70	124,883
26	9-May-13	710	812.97	577,207
27	8-May-13	823	825.68	679,532
28	7-May-13	433	857.92	371,479
29	6-May-13	298	891.47	265,658
30	3-May-13	259	918.80	237,968
31	2-May-13	466	916.50	427,087
32	30-Apr-13	314	958.57	300,992
33	29-Apr-13	75	1032.00	77,400
34	26-Apr-13	50	1004.02	50,201
35	23-Apr-13	51	1020.00	52,020
36	22-Apr-13	124	1036.36	128,509
37	18-Apr-13	16	1026.13	16,418
38	17-Apr-13	35	950.69	33,274
39	15-Apr-13	20	1024.45	20,489
40	12-Apr-13	50	984.00	49,200
41	11-Apr-13	155	987.42	153,050
42	10-Apr-13	25	977.60	24,440
43	9-Apr-13	60	1011.50	60,690
44	8-Apr-13	15	1008.53	15,128
45	5-Apr-13	182	991.27	180,412
46	4-Apr-13	47	987.70	46,422
47	3-Apr-13	115	997.17	114,675
48	2-Apr-13	21	985.95	20,705
49	1-Apr-13	123	959.16	117,977
50	28-Mar-13	119	956.33	113,803
51	26-Mar-13	91	956.84	87,072
52	25-Mar-13	176	967.98	170,365
53	22-Mar-13	29	951.41	27,591
54	21-Mar-13	179	969.99	173,628
55	20-Mar-13	310	958.92	297,264
56	19-Mar-13	141	993.41	140,071
57	18-Mar-13	1492	1023.33	1,526,808
58	15-Mar-13	79	994.04	78,529
59	14-Mar-13	95	1007.17	95,681
60	13-Mar-13	107	1018.48	108,977
Total		10022		9,474,954
Volume Weighted Average Price				945.42

10. As on date there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

B. Details of Financial Arrangements

1. The total funds required for implementation of the Open Offer (assuming full acceptance), i.e., for the acquisition of 91,000 equity shares at a price of ₹ 1137/- (Rupees One Thousand One Hundred Thirty Seven only) per equity share is ₹ 10,34,67,000/- (Rupees Ten Crores Thirty Four Lacs Sixty Seven Thousand only) ("Maximum Consideration").
2. In accordance with Regulation 17 (1) of the SEBI (SAST) Regulations, the Acquirers have opened a "Escrow Account" in the name and style as "**GUJARAT AUTOMOTIVE GEARS LIMITED OPEN OFFER ESCROW ACCOUNT**" bearing Account No. 000405103230 with ICICI Bank Limited, Fort, Mumbai (hereinafter referred to as "Escrow Bank") and made a cash deposit of ₹ 10,50,000/- (Rupees Ten Lacs Fifty Thousand only) in the account in accordance with the Regulation 17(3)(a) read with Regulation 17(4) of the SEBI (SAST) Regulations, which represents 1% of the Open Offer Consideration. The cash deposit has been confirmed vide a confirmation letter dated 26th June, 2013 issued by ICICI Bank Limited. The Manager to the Open Offer has been duly authorized to realize the monies lying to the credit of the Open Offer Escrow Account in terms of the SEBI (SAST) Regulations.

3. In addition, HTL one of the Acquirers, has furnished a bank guarantee from State Bank of Patiala having Bank Guarantee No: 5058713BG0000051 for an amount of ₹ 2,59,00,000/- (Rupees Two Crores Fifty Nine Lacs Only) in favor of Manager to the Open Offer ("Bank Guarantee") which is 25.03% of the Open Offer Consideration in accordance with Regulation 17(3)(b) of the SEBI (SAST) Regulations.. The Manager to the Open Offer has been duly authorized to realize the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations . The Bank Guarantee is valid upto 24th December, 2013
4. The Acquirers have made firm financial arrangement for financing the acquisition of equity shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The source for funding the Open Offer shall be internal accruals of Him Teknoforge Limited and Globe Precision Industries Private Limited and personal sources of Mr. Vinod Aggarwal and Mrs. Asha Aggarwal.
5. Baldev Kumar & Co., Chartered Accountants (FRN: 013148N), Partner Mr. Pardeep Singla(Membership No. 098950) having their office at #3570, Sector 35-D, Chandigarh - 160017; Mobile No. +91 9530802874 vide their various certificates dated 24th June 2013 confirmed that all the Acquirers have made firm financial arrangement to meet the financial obligations under the Open Offer to be made to the shareholders of Target Company
6. On the basis of the aforesaid financial arrangements and the Chartered Accountant's certificate, the Manager to the Open Offer is satisfied about the ability of the Acquirers to implement the Open Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

VI. TERMS AND CONDITIONS OF THE OPEN OFFER

1. This Open Offer is being made by the Acquirers to all the Eligible Shareholders, to acquire up to 91,000 equity shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the tendering period, subject to the terms and conditions mentioned in the PA, DPS and this Letter of Offer.
2. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
3. There has been no revision in the Open Offer Price or the Open Offer Size as of the date of this Draft Letter of Offer. In the event of acquisition of the equity shares by the Acquirers during the Open Offer Period, whether by subscription or purchase, at a price higher than the Open Offer Price, then the Open 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 Acquirers 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.
4. An upward revision to the Open Offer Price or to the Open Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 Working Days before the commencement of the tendering period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall: (i) make further deposits into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform the Stock Exchange, SEBI and the Target Company at its registered office.
5. The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms of this Open Offer.
6. Accidental omission to dispatch this Letter of Offer to any Shareholder to whom this Open Offer has been made or non-receipt of this Letter of Offer by any such Shareholder shall not invalidate this Open Offer in any way.
7. Each shareholder to whom this Open Offer is being made is free to offer the equity shares in whole or in part while accepting this Open Offer.
8. The shareholders who tender their equity shares in this Open Offer shall ensure that the equity shares are free and clear from all liens, charges and encumbrances. The Acquirers shall acquire the equity shares that

are validly accepted in this Open Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereof.

9. The acceptance of this Open Offer is entirely at the discretion of the shareholders. The Acquirers will not be responsible for any loss of share certificate(s) and the Open Offer acceptance documents during transit and the shareholders are advised to adequately safeguard their interests in this regard.
10. The acceptance of this Offer must be unconditional, absolute and unqualified and should be sent with the attached Form of Acceptance-cum-Acknowledgement duly filled in, signed by the applicant Shareholder(s), which should be received by the Registrar to the Open Offer at the address mentioned in 8(d) below on or before 4:30 pm on 28th August, 2013, i.e., Closure of the tendering period. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by the shareholder, the Acquirers reserve the right to reject the acceptance of this Open Offer by such shareholder.
11. The shareholders who have accepted this Open Offer by tendering their equity shares and requisite documents in terms of the PA, DPS and this Letter of Offer, are not entitled to withdraw such acceptance during the tendering period for this Open Offer
12. In the event that the equity shares tendered in this Open Offer by the shareholders are more than the equity shares to be acquired in this Open Offer, the acquisition of the equity shares from each Shareholder will be on a proportionate basis.
13. There shall be no discrimination in the acceptance of locked-in and non locked-in shares in the Open Offer. To the best of the knowledge of the Acquirers, the Target Company has no equity shares that are currently locked-in. (Source: BSE website).
14. No indemnity would be required from unregistered shareholders regarding the title to the shares
15. The eligible persons can write to the Registrar / Manager to the Open Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Open Offer, on or before the Date of Closure of the Offer i.e. 28th August, 2013. Alternatively, the Letter of Offer alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
16. This Open Offer is subject to the receipt of the statutory and other approvals as mentioned under paragraph 'Statutory Approvals' of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Open Offer would stand withdrawn.
17. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Open Offer.
18. The Letter of Offer together with the Form of Acceptance and transfer deed (for Shareholders holding equity shares in the physical form) is being mailed to those shareholders of the Target Company whose names appear on the register of members of the Target Company and to the beneficial owners of the equity shares of the Target Company whose names appear as beneficiaries on the beneficial record of the respective depositories, at the close of business on the Identified Date i.e. 30th July, 2013. Owners of equity shares who are not registered as shareholder(s) are also eligible to participate in the Open Offer at any time prior to the Date of Closure of the tendering period.

19. Statutory Approvals

- a) Shareholders of the Target Company who are either non-resident Indians ("NRIs") or Overseas Corporate Bodies ("OCBs") and wish to tender their equity shareholding in this Open Offer shall be required to submit all the applicable approvals of Reserve Bank of India ("RBI") which have been obtained at the time of acquisition of equity shares of the Target Company. In the event such RBI

approvals are not submitted, the Acquirers reserve the sole right to reject the equity shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals for acquisition of equity shares by the Acquirers tendered by NRIs and OCBs, if any.

- b) As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, other than the above, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals also. The Acquirers will not proceed with the Open Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011. In the event of withdrawal, a public announcement will be made in the same newspapers in which DPS is made.
- c) In case of any delay in the receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations, 2011 shall be adhered to, i.e. extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company subject to the Acquirers agreeing to pay the interest as directed by SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of wilful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI (SAST) Regulations, 2011.
- d) In terms of Regulation 23 (1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA or approvals mentioned in this paragraph are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers have a right to withdraw the Open Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which DPS has been published and such public announcement will also be sent to SEBI, Stock Exchange and the registered office of the Target Company
- e) Subject to the receipt of statutory and other approvals, the Acquirers shall complete all procedures relating to this Open Offer within 10 working days from the date of closure of the tendering period to those shareholders whose share certificates and/ or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

VII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OPEN OFFER

1. The Acquirers have appointed Bigshare Services Private Limited as the Registrar to the Open Offer
2. This Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be mailed to the Eligible Shareholders, whose names appear on the register of members of the Target Company and to the beneficial owners of the equity shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on 30th July, 2013, i.e. the Identified Date
3. The shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from the SEBI website at www.sebi.gov.in
4. The shareholders who wish to accept this Open Offer can hand-deliver the Form of Acceptance-cum-Acknowledgement along with the other documents required to accept this Open Offer, at any of the collection centers mentioned below so as to reach the Registrar to the Open Offer during Business Hours on all Working Days or before 4:30 pm on 28th August, 2013, i.e., Closure of the tendering period, in accordance with the procedure as set out in this Letter of Offer:

Name & Address	Contact Person	Phone No.	Fax No.	Mode of Delivery
Bigshare Services Private Limited E2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai - 400 072	Mr. Jagdish Raul	+91 22 40430200	+91 22 28475207	Hand Delivery/By Post & Courier
Bigshare Services Private Limited C/o A B T Parcel Services Raipur Kotni, Rang Siddi Ni Pole, Raipur, Ahmedabad - 380 001	Mr. Sanjay Suthar	+91 9725012165		Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:30 PM, except public holidays

5. The equity shares and all other relevant documents should only be sent to the Registrar to the Open Offer and not to the Manager to the Open Offer, the Acquirers, or the Target Company.
6. Applicants who cannot hand deliver their documents at any of the collection centers referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Open Offer at its address: E/2 Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai 400 072; Tel: +91-22-40430200; Fax: +91-22-28475207; Email: openoffer@bigshareonline.com; and Contact Person: Mr. Jagdish Raul so as to reach the Registrar to the Open Offer on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period.
7. The shareholders who are holding the equity shares in physical form and who wish to tender their equity shares in this Open Offer will be required to duly complete, sign and send the Form of Acceptance-cum-Acknowledgement in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Open Offer. Original equity share certificate(s) and valid transfer deed(s), duly completed and signed, in accordance with the instructions specified in this Letter of Offer and the Form of Acceptance-cum-Acknowledgement along with self attested copy of PAN Card of all the transferors are required to be submitted.
8. Valid transfer deed(s) should be 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. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank
9. Notwithstanding that the signature(s) of the transferor(s) has been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such equity shares are liable to be rejected in this Open Offer.
10. Beneficial owners (holders of equity shares in dematerialized form) who wish to tender their equity shares in this Open Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the equity shares only.
11. The Registrar to the Open Offer has opened a special depository account with HDFC Bank Ltd called "BSPL ESCROW A/C GAGL OPEN OFFER" Open Offer Escrow Account ("Depository Escrow Account"). The shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their equity shares in the Depository Escrow Account:

Depository Participant Name	HDFC Bank
DP ID	IN301549
Client ID	38172303
Account Name	BSPL ESCROW A/C GAGL OPEN OFFER
Depository	National Securities Depository Limited (NSDL)
ISIN of the Target Company	INE705G01013

The Shareholders having their beneficiary account in Central Depository Services Limited (CDSL) shall use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favor of the Depository Escrow Account.

12. It is the sole responsibility of the shareholders to ensure credit of their equity shares in the Depository Escrow Account, on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period.

13. The Form of Acceptance-cum-Acknowledgement in respect of dematerialized equity shares not credited to the Depository Escrow Account before the Closure of the tendering period is liable to be rejected.
14. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance cum-Acknowledgement
15. The shareholders who have sent their equity shares for dematerialization, who wish to tender their equity shares in this Open Offer will be required to send their Form of Acceptance-cum- Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the shareholder's DP, in accordance with the instructions mentioned in paragraph 11 above. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein by the sole/joint Shareholder(s) whose name appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company

Such Shareholders need to ensure that the process of getting their equity shares dematerialized is completed in time for the credit in the Depository Escrow Account, to be received on or before 4:30 pm on 28th August, 2013 i.e. Closure of the tendering period, or else their application will be rejected. Alternatively, if the equity shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Equity Share certificate(s) in this Open Offer as per the procedure mentioned in paragraph 7 and 8 above.

16. Unregistered Shareholders can also send their application in writing to the Registrar to the Open Offer, on a plain paper stating the name, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio number, together with the original equity share certificates, valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their equity shares, either by hand delivery or by registered post, so that the same are received on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period. Valid share transfer deed(s), as received from the market, duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self attested copy of PAN card of all the transferees, should be submitted along with the application. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance. An additional valid share transfer deed should be duly signed by the unregistered owner(s) as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. No indemnity is required from the unregistered shareholders. In case the equity share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgement with, or receipt by, the Target Company/its transfer agents, of the equity share certificate(s) and the transfer deed(s). The shareholders should ensure that the equity share certificate(s) and above documents reach the designated collection centre on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period.
17. The shareholders should also provide all relevant documents, which are necessary to ensure transfer of the equity shares in respect of which the application is being sent. Such documents may include, but are not limited to:
 - Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original shareholder is no more;
 - Duly attested power of attorney if any person apart from the shareholder has signed the application form and/or transfer deeds;
 - In case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
 - Banker's certificate certifying inward remittances of funds for acquisition of equity shares; and
 - Any other relevant documents
18. In case of non-receipt of this Letter of Offer, the eligible persons may send their acceptance to this Open Offer to the Registrar to the Open Offer, on a plain paper stating the name, address, number of equity shares

held, number of equity shares offered, distinctive numbers, folio number, together with the documents as mentioned above so as to reach the Registrar to the Open Offer on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period, or in case of beneficial owners, send the application in writing to the Registrar to the Open Offer, on a plain paper stating the name, address, number of equity shares held, number of equity shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Open Offer, on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period. In case of physical equity shares, original equity share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The shareholders who have lodged their equity shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the equity shares. Shareholders who have sent their equity shares for dematerialization/re-materialization need to ensure that the process of getting equity shares dematerialized/rematerialized is completed well in time so that the credit in the Depository Escrow Account is received or physical equity share certificates are received by the Registrar to the Open Offer on or before 4:30 pm on 28th August, 2013, i.e. Closure of the tendering period, else their application would be rejected.

19. If the shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the equity shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the equity shares, to tender the equity shares held by them in this Open Offer, along with the other documents required to accept this Open Offer. If, the equity shares are held under general permission of the RBI, the non-resident shareholders should state that the equity shares are held under general permission and whether on repatriable or non-repatriable basis. In the event such approvals are not submitted, the Acquirers reserve the right to reject such equity shares tendered in this Open Offer. Apart from the above mentioned corporate approvals, as of the date of this Draft Letter of Offer, the Acquirers are not aware of any statutory approvals required by the Acquirers to complete this Open Offer or for effecting the transactions contemplated under the SPA.
20. If the aggregate valid responses to this Open Offer by the shareholders are more than the equity shares agreed to be acquired in this Open Offer, then the offers received from the shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Open 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 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 Equity Share. (Source: BSE website)
21. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
22. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders’ registered / unregistered owners’ sole risk to the sole/ first shareholder/ unregistered owner. equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Open Offer

Payment to those shareholders whose equity shares and other documents are found valid and in order and are approved by the Acquirers, 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 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 equity shares that are tendered in dematerialised 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 Open Offer and (i) any corresponding payment for the acquired equity shares; and/or (ii)

the equity share certificates for any rejected equity shares, will be dispatched to the shareholders by registered / speed post or by ordinary post as the case may be*, at the 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.

* Dispatches involving payment of a value in excess of ₹ 1,500 will be made by registered /speed post at the shareholder's sole risk. All other dispatches will be made by ordinary post at the shareholder's sole risk

23. For 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 shareholder's sole risk
24. 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 shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.
25. The Registrars to the Open Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Open Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.

26. Compliance with Tax Provisions

General

- (a) As per the provisions of Section 195(1) of the Income Tax Act, 1961 ("Income Tax Act"), read with part II of the First Schedule to the Finance Act, 2012, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable to the shareholders whose equity shares are validly accepted in this Open Offer would be chargeable to capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, the Acquirers are required to deduct taxes at source (including surcharge and education cess).
- (b) In case of delay in receipt of statutory approvals, as provided in section "Terms and Conditions of the Open Offer", as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time.
- (c) As per the provisions of Section 194A and 195 of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2012, a body corporate responsible for paying to residents and non-residents (including FIIs) any income by way of interest, is required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable). Since the interest payable to the shareholders on being directed by SEBI under Regulation 18(11) of the SEBI (SAST) Regulations will be chargeable to income tax under the Income Tax Act, the Acquirers, under Section 194A and 195 of the Income Tax Act, will be required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable) on such interest income.
- (d) In view of provisions of section 206AA of Income Tax Act, resident and non-resident shareholders (including FIIs) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the shareholder, Acquirers will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.
- (e) In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirers, it would be assumed that the shareholder is a non-resident shareholder and taxes shall be deducted at the maximum rate, as may be applicable to the relevant category to which the shareholder

belongs under the Income Tax Act, on the entire consideration and interest if any, payable to such shareholder.

- (f) Securities transaction tax will not be applicable to the equity shares accepted in this Open Offer.
- (g) Any shareholder claiming benefit under any Double Taxation Avoidance Agreement (“DTAA”) between India and any other foreign country should furnish ‘Tax Residence Certificate’ provided to him / it by the income tax authority of such other foreign country of which he / it claims to be a tax resident. The Tax Residence Certificate should specify all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962

27. Tax to be deducted in case of Non-Resident shareholders (other than FIIs)

- a) All non-resident shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the income tax authorities under Section 195(3) of the Income Tax Act or Section 197 of the Income Tax Act along with the Form of Acceptance-cum-Acknowledgement indicating the extent to which the tax is required to be deducted at source by the Acquirers before remitting the consideration to the shareholders whose equity shares have been validly accepted in this Open Offer. The Acquirers will arrange to deduct taxes at source in accordance with such certificate. In absence of such certificate under Sections 195(3) or 197, (b) and (c) below will apply.
- b) Except in the case falling under (c) below, the Acquirers will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, on the entire gross consideration and interest if any, payable to such shareholder. The Acquirers will not take into consideration any other details and documents (including self certified computation of tax liability or the computation of tax liability certified by any tax professionals including a Chartered Accountant etc.) submitted by the shareholder for deducting lower amount of tax at source.
- c) In case of an individual non-resident shareholder, who is either a citizen of India or a person of Indian origin, who has himself/ herself acquired equity shares with convertible foreign exchange and has also held such equity shares for at least 12 months prior to the date on which the equity shares, if any, are accepted under this Open Offer, the applicable rate of tax deduction at source would be 10.30% on the entire gross consideration paid to such shareholder. However, to be eligible for this lower rate of tax deduction at source, the shareholder will have to furnish a copy of his/ her demat account statement clearly reflecting the fact that equity shares held in that account are in repatriable mode. Further, the copy of the demat account statement should also reflect that the equity shares were held for more than 12 months prior to the date on which the equity shares, if any, are validly accepted under this Open Offer.

In case of equity shares being held in physical mode, the shareholder will have to furnish certificate from his/ her bank to the effect that the purchase consideration of these equity shares was paid out of non-resident external account of the shareholder concerned.

28. Tax to be deducted in case of Resident shareholders

- a) In absence of any specific provision under the Income Tax Act, the Acquirers will not deduct tax on the consideration payable to resident Shareholders for acquisition of equity shares.
- b) The Acquirers will deduct the tax at the stipulated rates on interest, if any, payable to resident shareholders, if the amount of interest payable is in excess of ₹ 5,000.
- c) The resident shareholder claiming that no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit along with the Form of Acceptance-cum- Acknowledgement, a certificate under Section 197 of the Income Tax Act from the income-tax authorities indicating the amount of tax to be deducted by the Acquirers or, in the case of resident shareholder not being a company or firm, a self declaration in Form 15G or Form 15H, as may be applicable. The self declaration in Form 15G or Form 15H would not be valid unless the shareholder furnishes PAN in such declaration. In case the aforesaid certificate under Section 197 of the Income Tax Act or Form 15G or

15H, if applicable, is not submitted, the Acquirers will arrange to deduct tax at the rate, as may be applicable to the category of the Shareholder under the Income Tax Act.

- d) No tax is to be deducted on interest amount in the case of resident Shareholder being a mutual fund as per Section 10(23D) of the Income Tax Act or a bank or an entity specified under Section 194A(3)(iii) of the Income Tax Act, if it submits a copy of the relevant registration or notification along with the Form of Acceptance-cum-Acknowledgement

29. Issue of Withholding Tax Certificate

- a) The Acquirers will issue a certificate in the prescribed form to the shareholders (resident and non-resident) who have been paid the consideration and interest, if any, after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars

30. Withholding Taxes in respect of overseas jurisdictions

- a) Apart from the above, the Acquirers will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdiction where the non-resident shareholder is a resident for tax purposes ("Overseas Tax").
- b) For this purpose, the non-resident shareholder shall duly represent in the Form of Acceptance cum-Acknowledgement, the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident shareholder is a tax resident and the Acquirers will be entitled to rely on this representation at their/its sole discretion.

VIII. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Open Offer at 302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai-99, on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Open Offer until the closure of this Open Offer:

- i. Copy of Share Purchase Agreement dated 24th June, 2013 entered into between the Acquirers and the Sellers.
- ii. Copy of the Open Offer Escrow Agreement dt. 24th June 2013
- iii. Certificate of Incorporation, Memorandum and Articles of Association of the Acquirers.
- iv. Annual Reports Him Teknoforge Limited and Auditor's Report of Globe Precision Industries Private Limited for the financial years ended 31st March, 2010, 31st March, 2011 and 31st March, 2012.
- v. Limited review reports from PRA Associates, Statutory Auditors of Him Teknoforge Limited and Globe Precision Industries Private Limited for financial year ended 31st March, 2013.
- vi. Annual Reports of the Target Company for the financial years ended 31st March, 2011, 31st March, 2012 and 31st March, 2013.
- vii. Firm financial arrangements certificates to fulfil the Open Offer obligations, all dated 24th June, 2013 from M/s Baldev Kumar & Co., Chartered Accountants.
- viii. Letter dated 26th June, 2013 from ICICI Bank Limited confirming the amount kept in the Escrow Account.
- ix. Copies of the Public Announcement dated 24th June, 2013 & Detailed Public Statement dated 1st July, 2013.
- x. Copy of the recommendation made by the Target Company's Board as required in terms of Regulation 26(7) of SEBI (SAST) Regulations.
- xi. Copy of the comments letter received from SEBI; (if any)
- xii. Copy of the confirmation regarding the opening of Special Depository Account for the purpose of the Open Offer.

IX. DECLARATION BY THE ACQUIRERS

For the purpose of disclosures in this Letter of Offer relating to the Target Company and the Sellers, the Acquirers have relied on the information provided by the Target Company and/ or the Sellers and has not independently verified the accuracy of details of the Target Company and/ or the Sellers. Subject to the aforesaid, the Acquirers, and the Directors of the Acquirers accept full responsibility for the information contained in this Letter of Offer and also accept responsibility for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations. The Acquirers shall be responsible for ensuring compliance with the SEBI (SAST) Regulations.

For and On Behalf of

Him Teknoforge Limited	Globe Precision Industries Private Limited	Mr. Vinod Aggarwal	Mrs. Asha Aggarwal
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Sd/-

Sd/-

Sd/-

Sd/-

Authorised Signatory

Authorised Signatory

Place: Mumbai

Date: 5th July, 2013

Enclosures:

(1) Form of Acceptance cum Acknowledgement

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Gujarat Automotive Gears Limited Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to any of the Collection Centres as mentioned in the Letter of Offer)

OFFER OPENS ON	:	14th August, 2013
OFFER CLOSES ON	:	28th August, 2013

To

The Acquirers:

Him Teknoforge Ltd.

Village Billanwali, Labana, Baddi, District Solan,
Himachal Pradesh -173205

Globe Precision Industries Pvt Ltd.

Plot No. 11, Industrial Area, Baddi, District Solan,
Himachal Pradesh-173205

Mr. Vinod Aggarwal

House No. 73, Sector 28-A,
Chandigarh-160002

Mrs. Asha Aggarwal

House No. 73, Sector 28-A,
Chandigarh-160002

Dear Sir,

Sub: **Open offer ("Offer") for acquisition of 91,000 equity shares of Gujarat Automotive Gears Limited ("GAGL/Target Company") of Rs. 10/-each at a price of Rs. 1137/- per equity share Him Teknoforge Limited alongwith Globe Precision Industries Private Ltd., Mr. Vinod Aggarwal and Mrs. Asha Aggarwal (hereinafter collectively referred to as "Acquirers"), in compliance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")**

I/We refer to the Public Announcement dated 24th June, 2013, Detailed Public Statement dated 1st July, 2013 and the Letter of Offer for acquiring the equity shares held by me/us in the Target Company.

I/We, the undersigned, have read the Public Announcement, Detailed Public Statement and Letter of Offer and understood their contents including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORMS OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT / EQUITY SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSURE OF THIS OFFER, i.e., AFTER 4:30 PM ON 28th August, 2013, SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

EQUITY SHARES IN DEMATERIALIZED FORM

I/We, holding Equity Shares in dematerialised form, accept this Open Offer and enclose a photocopy or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by my/our DP in respect of my / our Equity Shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares

I/We have executed an off-market transaction for crediting the equity shares to the Depository Escrow Account as per the details below:

- via a delivery instruction from my/our account with NSDL
- via an inter-depository delivery instruction from my/our account with CDSL

DP Name	HDFC Bank	Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.
DP ID	IN301549	
Client ID	38172303	
Account Name	BSPL ESCROW A/C GAGL OPEN OFFER	
Depository	National Securities Depository Limited (NSDL)	
ISIN of the Target Company	INE705G01013	

I/We note and understand that the equity shares will be held in the credit of the Depository Escrow Account by the Registrar to the Open Offer on behalf of the shareholders who have accepted this Open Offer, till completion of formalities relating to this Open Offer. I/We also note and understand that the consideration will be paid only to those shareholders whose equity shares are validly accepted in this Open Offer, in accordance with the terms of the Letter of Offer.

Enclosures (✓ whichever is applicable)

- ☐ Photocopy or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the Shareholders' DP, in favour of the Depository Escrow Account
- ☐ Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance-cum- Acknowledgement or equity share transfer deed(s)
- ☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
- ☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single shareholder), in case the original shareholder has expired
- ☐ Other relevant documents (please specify)

EQUITY SHARES IN PHYSICAL FORM

I/We accept this Offer and enclose the original equity share certificate(s) and duly signed equity shares transfer deed(s) in respect of my/our equity shares in physical form as detailed below:

Sr. No.	Ledger Folio No.(s)	Certificate No.(s)	Distinctive No.(s)		No. of Equity Shares
			From	To	
Total No. of certificate(s)			Total No. of Equity Shares		

(In case the space provided is inadequate, please attach a separate sheet with details and authenticate the same)

I /We note and understand that the original equity share certificate(s), valid equity share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement will be held in trust by the Registrar to this Open Offer, on behalf of the shareholders who have accepted this Open Offer, till completion of formalities relating to this Open Offer. I/We also note and understand that the consideration will be paid only to those shareholders whose equity shares are validly accepted in this Open Offer, in accordance with the terms of the Letter of Offer. In case of equity shares tendered in physical form, where the original equity share certificates are required to be split, all the documents will be returned only upon receipt of equity share certificates from the Target Company.

Enclosures (✓ whichever is applicable)

- ☐ Duly attested power of attorney, if any person apart from the shareholder, has signed the Form of Acceptance-cum-Acknowledgement or equity share transfer deed(s)
- ☐ Original equity share certificates
- ☐ Valid equity share transfer deed(s)
- ☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
- ☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single shareholder), in case the original shareholder has expired;
- ☐ Self attested copy of PAN card of all the transferor(s)
- ☐ Other relevant documents (please specify)

For all shareholders

I / We, confirm that our residential status for the purposes of tax under the Income Tax Act is:

- ☐ Resident
- ☐ Non-resident. If yes, please state country of tax residency - _____

I / We, confirm that our status is:

- ☐ Individual ☐ Association of Person / Body of Individual
- ☐ Firm ☐ Trust
- ☐ Company ☐ Any other - please specify _____

For FII and FII sub-account Shareholders

I/We, confirm that the income arising from the transfer of Equity Shares tendered by me/us in this Open Offer is in the nature of (select whichever is applicable):

- ☐ Capital gains ☐ Any other income

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ SEBI registration certificate for FII (including sub – account of FII)
- ☐ Tax Residency Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the income tax authority of foreign country of which the FII claims to be a tax resident, wherever applicable
- ☐ Certificate from the income-tax authorities under Section 195 (3) / 197 of the Income Tax Act, wherever applicable
- ☐ Previous RBI, FIPB or other regulatory approval, if any, for holding equity shares tendered in this Open Offer

For non-resident shareholders (other than FII and FII sub-account shareholders)

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ Copy of relevant pages of demat account statement in case of non - resident Shareholders (other than FII and FII sub-account Shareholders) if the equity shares are claimed to have been held for more than 12 months prior to the date of acceptance, if any, of the equity share under this Offer.
- ☐ Copy of relevant pages of demat account statement in case of a Shareholder claiming benefit of clause mentioned in paragraph H of the Letter of Offer. Also banker's certificate certifying inward remittances of funds for acquisition of Equity Shares.
- ☐ Tax Residency Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the income tax authority of foreign country of which the shareholder claims to be a tax resident, wherever applicable
- ☐ Certificate from the income-tax authorities under Section 195 (3) / 197 of the Income Tax Act, wherever applicable
- ☐ Previous RBI, FIPB or other regulatory approval, if any, for holding equity shares tendered in this Open Offer and RBI approval evidencing the nature of shareholding, i.e. repatriable or non-repatriable basis, if applicable

For Resident Shareholders

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ Self declaration form in Form 15G / Form 15H (in duplicate), if applicable (applicable only for interest payment, if any)
- ☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable ☐ For Mutual Fund/Banks/ Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, copy of relevant registration or notification (applicable only for interest payment, if any)
- ☐ Other relevant documents (please specify)

----- Tear along this line-----

ACKNOWLEDGEMENT SLIP

Gujarat Automotive Gears Limited– Open Offer
(To be filled in by the Shareholder) (Subject to verification)

Received from Mr. / Ms. / M/s. _____ a Form of Acceptance-cum-Acknowledgement for _____ Equity Shares along with:

- ☐ Copy of depository instruction slip from DP ID _____ Client ID _____
- ☐ _____ Equity Share certificate(s) _____ Equity Shares transfer deed(s) under folio number(s) _____ and other relevant enclosures for accepting this Offer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	
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For All Shareholders

I/We confirm that the equity shares, which are being tendered herewith by me/us under this Open Offer, are free from liens, charges and encumbrances of any kind whatsoever and are also not the subject matter of litigation, where under the transfer of equity shares may be prohibited during the pendency of such litigation.

I/We authorize the Acquirers to accept the equity shares so tendered by me/us or such lesser number of equity shares offered which it may decide to accept in consultation with the Manager to the Open Offer and in terms of the Letter of Offer. I/We further authorize the Acquirers to return to me/us, equity share certificate(s)/equity shares to the extent that the equity shares tendered by me /us are not accepted without specifying the reasons thereof, at my/our sole risk. I/We authorize the Acquirers/ Registrar to the Open Offer to split / consolidate the equity share certificates comprising the equity shares that are not acquired or accepted to be returned to me/us and for the aforesaid purposes the Acquirers/ Registrar to the Open Offer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We authorize the Acquirers, the Registrar to the Open Offer and the Manager to the Open Offer to send by Registered / Speed Post, as may be applicable (as described in the Letter of Offer) at my/our sole risk, the bankers' cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS as consideration, 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. In case I have tendered my equity shares in dematerialized form, I authorize the Acquirers, the Registrar to the Open Offer and the Manager to the Open Offer to use my details regarding my address and bank account details as obtained from my DP for the purpose of mailing the aforementioned instruments.

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding equity shares in physical form should provide details of bank account of the first/sole shareholder and the consideration payment will be drawn accordingly. For equity shares that are tendered in demat form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars, and not any details provided herein.

Sr. No.	Particulars Required	Details
I.	Name of the Bank	
II.	Name of the Branch with address	
III.	Account Type (Current Account/ Saving Bank/Others – please mention)	
IV.	Account No.	
V.	9 Digit MICR Code	
VI.	IFSC Code (for RTGS/NEFT/NECS transfers)	

Yours faithfully,

Signed and Delivered

	Full Name(s) of the Shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Address of First/Sole Shareholder _____

Place:

Date:

----- Tear along this line -----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID and Client ID

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
Website: www.bigshareonline.com
E-mail: openoffer@bigshareonline.com
Contact Person: Jagdish Raul

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT SHOULD BE SENT DIRECTLY TO THE ACQUIRERS / THE TARGET COMPANY/ THE MANAGER TO THE OPEN OFFER.

1. All queries pertaining to this Open Offer may be directed to the Registrar to the Open Offer.
2. **Shareholders holding registered equity shares** in physical form should submit the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the holders of the equity shares, along with the original equity share certificate(s) and valid equity share transfer deed(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the equity shares transfer deed(s).
3. **Shareholders holding equity shares in dematerialised form** should submit the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the equity shares, as per the records of the DP. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the equity shares only.
4. **In case of equity shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the equity shares transfer deed(s) as the order in which they hold equity shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
6. **Persons who own physical equity shares but are not the registered holders** of such equity shares and who desire to accept this Open Offer, will have to communicate their acceptance in writing to the Registrar to the Open Offer on a plain paper stating the name, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio number or Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein together with the original contract note issued by the broker through whom they acquired the equity shares, the equity share certificate(s), valid equity share transfer deed(s) as received from the market, duly executed in favour of the unregistered owner as the proposed transferee(s), along with self attested copy of PAN card of all the proposed transferee(s), an additional valid equity share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint shareholder(s) in the same order and duly witnessed at the appropriate place. The details of buyer should be left blank failing which the same will be invalid under this Open Offer. The details of the buyer will be filled by the Acquirers, upon verification of the Form of Acceptance-cum-Acknowledgement and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance. In case the equity share certificate(s) and equity shares transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form of Acceptance-cum-Acknowledgement shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the equity share certificate(s) and equity shares transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar to the Open Offer at their offices as mentioned below. The sole/first shareholder may also mention particulars relating to savings account /current account / Non-Resident External (NRE) account / Non-Resident Ordinary account (NRO) / others (please specify) number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form of Acceptance-cum-Acknowledgement, to enable the Registrar to the Open Offer to print the said details in the payment instrument after the name of the payee.
7. **Non-resident Shareholders** should enclose copy(ies) of permission received from the RBI to acquire equity shares held by them in the Target Company.
8. **Shareholders** are also advised to refer to paragraph G of the Letter of Offer regarding important disclosures on taxation of the consideration to be received by them.
9. NRIs, OCBs and other foreign Shareholders are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of equity shares of the Target Company.
10. **In case of bodies corporate**, certified copies of appropriate authorization (including board/shareholder resolutions, as applicable) authorizing the sale of equity shares along with specimen signatures duly attested by a bank must be annexed. The common seal of the body corporate should also be affixed.
11. **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the equity shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
 - a. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
 - b. Duly attested power of attorney if any person apart from the shareholder has signed the Form of Acceptance-cum-Acknowledgement or equity shares transfer deed(s).

The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted by the mode of delivery at any of the collection centers mentioned overleaf.

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OPEN OFFER, REFER TO THE LETTER OF OFFER.

The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted by the mode of delivery at any of the collection centers, as mentioned below:

Name & Address	Contact Person	Phone No.	Fax No.	Mode of Delivery
Bigshare Services Private Limited E2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai - 400 072	Mr. Jagdish Raul	+91-22-40430200	+91- 22- 28475207	Hand Delivery/By Post & Courier
Bigshare Services Private Limited C/o A B T Parcel Services Raipur Kotni, Rang Siddi Ni Pole, Raipur, Ahmedabad - 380 001	Mr. Sanjay Suthar	+91- 9725012165		Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:30 PM, except public holidays