DRAFT LETTER OF OFFER

"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION"

This Letter of Offer is sent to you as a shareholder(s) of Jyoti 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 Offer / Registrar to the Offer. In case you have recently sold your equity shares in the Target Company, please hand over the Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed to the member of stock exchange through whom the said sale was effected.

Open Offer

BY

MR. LAVJIBHAI DUNGARBHAI DALIYA ('ACQUIRER I')

residing at Mamta Park Society, Spinning Mill Compound, Kapodara, Surat – 395 006, Gujarat;
Tel. No.: +91-261-4002800

and

ANJANI RESIDENCY PRIVATE LIMITED ('ACQUIRER II')

registered office at 56, Maheshwari Soc., Near Guru Nagar, Opp. Baroda Pristage, Varachha Road, Surat – 395 006, Gujarat; Tel. No.: +91-261-4002800

(Acquirer I and Acquirer II are collectively referred to as 'Acquirers')

to acquire 1,28,46,744 (One Crore Twenty Eight Lacs Forty Six Thousand Seven Hundred and Forty Four) fully paid-up equity shares of Rs. 10/- each representing 75% of fully paid-up equity share capital and voting capital

of

JYOTI LIMITED ('TARGET COMPANY')

Registered Office: Nanubhai Amin Marg, Industrial Area, P O Chemical Industries, Vadodara – 390 003, Gujarat;
Tel. No.: +91-265-3054444; Fax No.: +91-265-2281871

at a price of Rs. 63/- (Rupees Sixty Three only) per fully paid-up equity share payable in cash pursuant to 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, 2011')

1. This Open Offer is being made by the Acquirers pursuant to regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights accompanied with change in control and management of the Target Company.
2. The Open Offer is not conditional upon any minimum level of acceptance in terms of SEBI (SAST) Regulations, 2011.
3. This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.
4. As on the date of this Draft Letter of Offer, there are no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all statutory approval(s) as may be required and/or may subsequently become necessary to acquire at any later date.
5. If there is any upward revision in the Offer Price/Offer Size at any time up to three (3) working days prior to commencement of the tendering period i.e. up to August 6, 2015 in terms of regulation 18 (4) SEBI (SAST) Regulations, 2011, the same would be informed by way of an announcement in the same newspapers where the Detailed Public Statement was published. Such revised Offer Price would be payable for all the Equity Shares validly tendered and accepted under the Open Offer. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the Detailed Public Statement was published.
6. **There is no Competing Offer as on the date of this Draft Letter of Offer.**
7. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including Form of Acceptance-cum-Acknowledgement) will be available on the website of Securities and Exchange Board of India ('SEBI') http:// www.sebi.gov.in.

All future correspondence, if any, should be addressed to the Manger to the Offer/ Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	**REGISTRAR TO THE OFFER**
INGA **Inga Capital Private Limited** Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013. Tel. No.: +91-22-4031 3489 Fax No.: +91-22-4031 3379 Email: jyoti.openoffer@ingacapital.com Contact Person: Mr. Ashwani Tandon	LINK INTIME INDIA PVT LTD **Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078 Tel No.: +91-22-61715400 Fax No.: +91-22-25960329 Email: jyoti.offer@linkintime.co.in Contact Person : Mr. Ganesh Mhatre

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement	June 22, 2015	Monday
Publication of Detailed Public Statement in newspapers	June 29, 2015	Monday
Last date for a Competing Offer	July 20, 2015	Monday
Identified Date*	July 29, 2015	Wednesday
Date by which the Letter of Offer will be dispatched to the shareholders	August 5, 2015	Wednesday
Last date of upward revision of Offer Price and/or Offer Size	August 6, 2015	Thursday
Last date of publication of recommendation by independent directors committee of the Target Company	August 10, 2015	Monday
Last Date of publication of Offer opening public announcement	August 11, 2015	Tuesday
Date of commencement of tendering period	August 12, 2015	Wednesday
Date of closing of tendering period	August 26, 2015	Wednesday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/ return of unaccepted shares	September 9, 2015	Wednesday

*Identified Date is the date falling on the 10^{th} working day prior to the commencement of the tendering period, for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.

RISK FACTORS RELATING TO THE TRANSACTION, THE PROPOSED OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRERS:

A. **Relating to transaction**

This Open Offer is subject to the provisions of the SEBI (SAST) Regulations, 2011 and in case of non-compliance with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirers shall not act upon the acquisition of Equity Shares under the Offer.

B. **Relating to the Offer**

a. In the event that (a) any statutory approvals being required by the Acquirers at a later date, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such approvals and in case of delay in receipt of any such statutory approvals; (b) there is any litigation leading to a stay on the Open Offer; or (c) SEBI instructs the Acquirers not to proceed with the Open Offer, then the offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of the Target Company whose Equity Shares have been accepted in this Open Offer as well as return of the Equity Shares not accepted by the Acquirers may be delayed. In case of delay, due to non - receipt of statutory approval(s) in accordance with regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant extension for the purpose of completion of this Open Offer subject to Acquirers agreeing to pay interest to the shareholders, as may be specified by SEBI.
b. The Acquirers will not proceed with the Open Offer in the event statutory approvals, if any required, are refused in terms of regulation 23(1)(a) of SEBI (SAST) Regulations, 2011.
c. The tendered Equity Shares and documents submitted therewith would be held in trust by the Registrar to the Offer until the process of acceptance of Equity Shares tendered and payment of consideration to the shareholders is completed. Equity Shares cannot be withdrawn once tendered, even if the acceptance of Equity Share under the Offer and dispatch of consideration is delayed. The shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer.
d. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
e. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in this Draft Letter of Offer, DPS, PA and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.

C. Relating to Acquirers

a. The Acquirers make no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Open Offer.
b. The Acquirers make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
c. The Acquirers do not 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 this Open Offer.
d. The Acquirers do not accept the responsibility with respect to the information contained in PA or DPS or DLOF or LOF or any other advertisement / publications made in connection with the Open Offer that pertains to the Target Company and has been compiled from publicly available resources.

The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative. The risk factors set forth above pertain to the transaction, acquisition and the Offer and not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, for further risks with respect to their participation in the Offer.

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1. DEFINITIONS

Acquirers	Mr. Lavjibhai Dungarbhai Daliya ('Acquirer I') and Anjani Residency Private Limited (Acquirer II)
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956, as amended from time to time and the (Indian) Companies Act, 2013 (to the extent applicable) as amended, substituted from time to time
Depositories	CDSL and NSDL
DLOF	This Draft Letter of Offer dated July 6, 2015
DPS	Detailed Public Statement published in newspapers on June 29, 2015
DIN	Director Identification Number
DP	Depository Participant
EPS	Earnings per share
Equity Share(s)	Fully paid-up equity shares of the Target Company of face value of Rs. 10/- each
Escrow Agreement	Escrow Agreement dated June 22, 2015 entered into between the Acquirers, Escrow Banker and Manager to the Offer
Escrow Banker	IndusInd Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII	Foreign Institutional Investor
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.
Income Tax Act	Income Tax Act, 1961
Letter of Offer or LOF	Letter of Offer dated [●]
Manager to the Offer	Inga Capital Private Limited
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
Offer or Open Offer	Open Offer for acquisition of upto 1,28,46,744 Equity Shares being 75% of fully paid-up equity share capital and voting capital of the Target Company at a price of Rs. 63/- (Rupees Sixty Three Only) per Equity Share payable in cash.
Offer Price	Rs. 63/- (Rupees Sixty Three Only) per Equity Share payable in cash
Offer Size	1,28,46,744 Equity Shares being 75% of fully paid-up equity share capital and voting capital of the Target Company
PA	Public Announcement dated June 22, 2015
PAT	Profit After Tax
RBI	The Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Rs. or Rupees	Indian Rupees
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
Special Depository Account	A demat account (details whereof mentioned in para 8.6 of this DLOF) opened by Registrar to the Offer for receiving Equity Shares during the Offer from equity shareholders who hold Equity Shares in demat form,
Target Company	Jyoti Limited
Tendering Period	Period commencing from August 12, 2015 (Wednesday) and closing on August 26, 2015 (Wednesday), both days inclusive.
VSE	Vadodara Stock Exchange Limited

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED HEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF JYOTI LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER 'INGA CAPITAL PRIVATE LIMITED' HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 6, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE 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 OFFER."

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1 This Open Offer is being made in accordance with regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Upon completion of the Offer, as a result of a substantial acquisition of Equity Shares and voting rights of the Target Company, the Acquirers will become the major shareholders by virtue of which they will be in a position to exercise effective management control over the Target Company.

3.1.2 The Offer is not a result of global acquisition resulting in indirect acquisition of Equity Shares of the Target Company.

3.1.3 As on the date of DLOF, the Acquirers do not hold any Equity Share in the Target Company.

3.1.4 The Acquirers have not entered into any share purchase agreement with the promoter and promoter group of the Target Company.

3.1.5 There is no Person Acting in Concert with the Acquirers for the purpose of this Open Offer in terms of regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

3.1.6 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act, 1992.

3.1.7 Upon the successful completion of all formalities under the SEBI (SAST) Regulations, 2011, the Acquirers will seek reconstitution of the board of directors of the Target Company, in accordance with the provisions contained in the SEBI (SAST) Regulations, 2011, Companies Act, 2013 and other applicable laws. On completion of the Offer and depending on the eventual shareholding acquired, the Acquirers will endeavor to be classified as "Promoters" of the Target Company.

3.1.8 The Acquirers may also consider working with the existing promoters of the Target Company to improve the financial and business performance of the Target Company.

3.1.9 As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 2011, the board of directors of the Target Company is required to constitute a committee of independent directors, to provide its written reasoned recommendation on the Offer to the shareholders of the Target Company and such recommendation shall be published at least two working days before the commencement of the Tendering Period, in the same newspapers where the DPS was published.

3.1.10 The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of this DLOF.

The Manager to the Offer further declares and undertakes, not to deal on their own account in the Equity Shares of the Target Company during the offer period.

3.1.11 Upon completion of the Open Offer, assuming full acceptances, the public shareholding of the Target Company will not fall below minimum level of public shareholding as required to be maintained as per Rule 19A(1) of the Securities Contract (Regulation) Rules, 1957 as amended and Clause 40A of the Listing Agreement.

3.2. Details of the Proposed offer

3.2.1 In accordance with regulation 14(3) of SEBI (SAST) Regulations, 2011, the DPS was published in the following newspapers on June 29, 2015.

Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition
Gujarat Pravah	Gujarati	Vadodara Addition

(The Detailed Public Statement is also available on the website of SEBI http://www.sebi.gov.in)

3.2.2 The Acquirers are making an Open Offer to the shareholders of the Target Company, to acquire up to 1,28,46,744 (One Crore Twenty Eight Lacs Forty Six Thousand Seven Hundred and Forty Four) Equity Shares, being 75% of fully paid-up equity share capital and voting capital of the Target Company at a price of Rs. 63/- (Rupees Sixty Three only) per Equity Share payable in cash, subject to the terms and conditions set out in the PA, DPS and this DLOF.

3.2.3 There are no partly paid-up Equity Shares in the Target Company.

3.2.4 This Open Offer is not a competing offer and there is no competing offer as on the date of this DLOF in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.

3.2.5 The Offer is not conditional upon any minimum level of acceptance from the equity shareholders of the Target Company in terms of regulation 19(1) of the SEBI (SAST) Regulations, 2011.

3.2.6 The Acquirers have not acquired any Equity Share of the Target Company after the date of PA i.e. June 22, 2015 and upto the date of this DLOF.

3.3. Object of the Offer

3.3.1 This Open Offer is being made in accordance with regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Upon completion of the Offer, as a result of a substantial acquisition of Equity Shares and voting rights of the Target Company, the Acquirers will become the major shareholders by virtue of which they will be in a position to exercise effective management control over the Target Company.

3.3.2 The Acquirers are desirous of diversifying their financial and business interests. The prime objective of the Acquirers for this Open Offer is substantial acquisition of Equity Shares and voting rights accompanied with control over the management of the Target Company. The Acquirers believe that the Target Company has an established business with substantial assets, the performance of which can be improved with appropriate direction and management.

3.3.3 The Acquirers propose to acquire voting rights and management control of the Target Company. Considering the present financial position of the Target Company the Acquirers may reorganize business operations and/or monetise the non–core assets in the best interest of the Target Company and its shareholders. The Acquirers do not have any specific plans for such re-organisation or monetisation of non-core assets at present. It may be noted that re-organisation of business operations may require the Target Company to alienate material assets whether by way of sale, lease, encumbrance or otherwise outside the ordinary course of business. The Target Company's future policy for disposal of material assets, if any, will be decided by its board of directors subject to the applicable provision of the law and in line with regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRERS

4.1. Mr. Lavjibhai Dungarbhai Daliya (Acquirer I)

4.1.1. Acquirer I, aged 42 years, son of Mr. Dungarbhai Daliya, having his address at Mamta Park Society, Spinning Mill Compound, Kapodara, Surat – 395 006, Gujarat, Tel. No.: +91-261-4002800. He is having an experience of over two decades in the field of real estate and construction under the trade name of 'Avadh'. He is involved in various educational and health care social activities in the capacity of a donor and trustee.

4.1.2. Acquirer I is a director and controlling shareholder of Acquirer II. Acquirer I is not part of any group.

4.1.3. There is no person acting in concert with the Acquirer I for the purpose of this Open Offer in terms of regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

4.1.4. The net worth of Acquirer I is Rs. 1,22,58,57,894/- (Rupees One Hundred Twenty Two Crore Fifty Eight Lacs Fifty Seven Thousand Eight Hundred and Ninety Four only) as certified vide certificate dated June 22, 2015 issued by Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W), having office at 410, Kashi Plaza, Near Children Hospital, Majura Gate, Surat – 395 001, Gujarat; Tel. No.: +91-261-2474817.

4.1.5. Acquirer I does not hold any Equity Shares or voting rights in the Target Company at any time, accordingly, the provisions of Chapter II of the SEBI (SAST) Regulations, 1997 or Chapter V of the SEBI (SAST) Regulations, 2011 were not applicable to Acquirer I.

4.1.6. Acquirer I does not hold any position on the board of directors of any listed company. Further, Acquirer I does not hold position of whole time director in any company.

4.2. Anjani Residency Private Limited (Acquirer II)

4.2.1. Acquirer II was incorporated as 'Anjani Residency Private Limited' on October 21, 2010, as a private limited company, under the provisions of Companies Act, 1956. The corporate identity number of Acquirer II is U45200GJ2010PTC062706. There has been no change in the name of Acquirer II since incorporation.

4.2.2. The registered office of Acquirer II is situated at 56, Maheshwari Soc., Near Guru Nagar, Opp. Baroda Pristage, Varachha Road, Surat – 395 006, Gujarat, and business office is situated at 601-604 IBC Building, Nr Big Bazar Piplod, Surat – 395 007, Gujarat; Tel. No.: +91-261-4002800. Acquirer II is not part of any group. The shares of Acquirer II are not listed on any stock exchange.

4.2.3. As per the memorandum of association, the main object of the Acquirer II is to carry on the business of and act as promoters, organizers, developers and agents, lands, estate, property industrial estate housing schemes, shopping/office complexes, townships, warehouses, farms, farm houses, holiday resorts and building for hotels, motels, factories and to deal with purchase, sell, exchange, to improve such properties either as an owner and/or agents.

4.2.4. Acquirer I is a director and controlling shareholder of Acquirer II. The shareholding pattern of the Acquirer II as on date of DLOF is as follows:

Sr. No.	Shareholder's Category	No. of Shares held	Percentage
1	Promoters	10,000	100%
2	FIIs/Mutual-Funds/FIs/Banks	Nil	NA
3	Public	Nil	NA
	Total Paid-up Capital (1+2+3)	**10,000**	**100%**

4.2.5. There is no person acting in concert with the Acquirer II for the purpose of this Open Offer in terms of regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

4.2.6. The details of Board of Directors of the Acquirer II as on date of DLOF is as follows:

Name (Designation)	DIN	Qualification & Experience	Date of Appointment
Ravindra Bhupatbhai Chitaliya (Director)	06830700	He has a diploma in textile engineer. He has an experience of 20 years in the field of construction, land organizer, land dealing and land investment.	April 29, 2014
Vishalbhai Tulshibhai Chitaliya (Director)	06830697	He does not possess any formal educational qualification. However, he has an experience of 10 years in the field of construction, land organizer, land dealing and land investment.	April 29, 2014

Name (Designation)	DIN	Qualification & Experience	Date of Appointment
Lavjibhai Dungarbhai Daliya (Director)	03451464	He does not possess any formal educational qualification. However, he has an experience of 25 years in the field of construction, land organizer, land dealing and land investment.	May 02, 2011
Prakash Jerambhai Narola (Director)	07206749	He does not possess any formal educational qualification. However, he has an experience of 10 years in the field of diamond industry.	June 10, 2015

None of the directors of Acquirer II are on the Board of Directors of the Target Company.

4.2.7. The brief details of financials of the Acquirer II are given as under:

(Amount in Rs.)

Particulars	March 31, 2013	March 31, 2014	March 31, 2015
	Audited	**Audited**	**Audited**
Months	**12**	**12**	**12**
Profit & Loss Statement			
Income from operations	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	**Nil**	**Nil**	**Nil**
Total Expenditure	Nil	Nil	Nil
Profit before Depreciation, Interest & Tax	**Nil**	**Nil**	**Nil**
Depreciation	Nil	Nil	Nil
Interest	Nil	Nil	Nil
Profit / (Loss) before Tax	**Nil**	**Nil**	**Nil**
Provision for Tax	Nil	Nil	Nil
Profit / (Loss) after Tax	**Nil**	**Nil**	**Nil**
Balance Sheet Statement			
Sources of Funds			
Paid up share capital	1,00,000	1,00,000	1,00,000
Reserves & Surplus (Excluding revaluation reserves)	Nil	Nil	Nil
Net Worth	**1,00,000**	**1,00,000**	**1,00,000**
Secured Loans	Nil	Nil	Nil
Unsecured Loans	1,45,05,000	1,45,05,000	1,45,05,000
Total	**1,46,05,000**	**1,46,05,000**	**1,46,05,000**
Uses of Funds			
Net Fixed Assets	62,61,308	62,61,420	62,61,666
Investments	Nil	Nil	Nil
Net Current Assets	82,56,192	82,56,080	82,55,834
Total Miscellaneous Expenditure not written off	87,500	87,500	87,500
Total	**1,46,05,000**	**1,46,05,000**	**1,46,05,000**
Other Financial Data			
Dividend (%)	Nil	Nil	Nil
Earnings Per Share - (Rs.)	Nil	Nil	Nil

(Source- Certificate dated June 22, 2015 issued by Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W))

4.2.8. There are no contingent liabilities as on the date of this DLOF.

4.2.9. Acquirer II does not hold any Equity Shares or voting rights in the Target Company at any time, accordingly, the provisions of Chapter II of the SEBI (SAST) Regulations, 1997 or Chapter V of the SEBI (SAST) Regulations, 2011 were not applicable to Acquirer II.

5. BACKGROUND OF THE TARGET COMPANY – JYOTI LIMITED

(Information relating to the Target Company has been obtained from information available in public domain, received from Target Company and neither the Acquirers nor the Manager to the Offer has independently verified the same)

5.1. Jyoti Limited ('Target Company') was originally incorporated on January 1, 1943, as 'The Jyoti Limited'. The Target Company was converted into a public limited company on June 2, 1949. The name of Target Company was changed to 'Jyoti Limited' vide certificate of change of name dated June 1, 1964, issued by the Registrar of Companies, Gujarat. The registered office of the Target Company is situated at Nanubhai Amin Marg, Industrial Area, P O Chemical Industries, Vadodara – 390 003, Gujarat; Tel. No.: +91-265-3054444; Fax No.: +91-265-2281871. The ISIN of Equity Share of the Target Company is INE511D01012. There has been no change in name of the Target Company in the last three years. *(Source: www.mca.gov.in & www.bseindia.com).*

5.2. The Target Company is involved in manufacturing and marketing of electrical and hydraulic engineering equipment. The product and services of Target Company includes Engineered Pumps & Projects, Hydel, Rotating Electrical Machine, switchgear and Electronics & Control System. *(Source: www.jyoti.com)*

5.3. The authorised share capital of the Target Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) comprising of 2,50,00,000 Equity Shares of Rs. 10/- each. Issued, subscribed and paid-up share capital of the Target Company is Rs. 17,12,89,920/- (Rupees Seventeen Crore Twelve Lacs Eighty Nine Thousand Nine Hundred and Twenty Only) divided into 1,71,28,992 Equity Shares of face value of Rs. 10/- each. *(Source: www.mca.gov.in & www.bseindia.com).*

5.4. Share capital structure of the Target Company as on the date of DLOF is as follows-

Paid-up Equity Shares of Target Company	No. of Equity Shares/voting rights	% of Equity Shares/ voting rights
Fully paid-up Equity Shares	1,71,28,992	100%
Partly paid-up Equity Shares	NIL	NIL
Total paid-up Equity Shares	1,71,28,992	100%
Total voting rights in Target company	1,71,28,992	100%

An amount of Rs. 1,980/- lacs is reflected as share application money pending allotment, in the financial statements of the Target Company for the year ended March 31, 2014 and March 31, 2015. *(Source: www.mca.gov.in & www.bseindia.com).*

5.5. The Equity Shares of the Target Company are listed on BSE and VSE. The Equity Shares are placed under Group 'B' on BSE Limited having a Scrip Code of 504076 and company code 299 on VSE. *(Source: www.bseindia.com & www.vselindia.com)*

5.6. There are no Equity Shares of the Target Company that are issued, allotted but not listed on the BSE and VSE.

5.7. As on date the Target Company does not have any partly paid-up Equity Shares and there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.

5.8. Currently, trading of Target Company's Equity Shares are not suspended from BSE and VSE.

5.9. The Board of Directors of the Target Company as on the date of DLOF are as under:

Name	Designation	Date of Appointment	DIN
Nata Rajan Subramanian	Director	July 25, 2013	00105864
Uresh Vivekchandra Desai	Director	January 29, 1995	00236530
Rahul Nanubhai Amin	Managing director	June 25, 1997	00167987
Bharat Jayantilal Patel	Director	October 28, 2010	01100361
Rajesh Mansukhlal Khajuria	Additional director	October 30, 2014	06980213
Shrikar Shriram Bhattbhatt	Additional director	October 30, 2014	00144208
Tushar Charandas Dayal	Additional director	October 30, 2014	01055037
Marutkumar Pambhai Patel	Additional director	October 30, 2014	06980022
Vijaykumar Omprakash Gulati	Additional director	October 30, 2014	02127750
Tejal Rahul Amin	Additional director	March 31, 2015	00169860

No Acquirers or their representatives are on the Board of Directors of the Target Company.
(Source: www.mca.gov.in)

5.10. There has been no merger/de-merger, spin off during last 3 years involving the Target Company. *(Source:*

www.bseindia.com)

5.11. Brief summary of the audited financial statements for the financial years ended on March 31, 2013, March 31, 2014, March 31, 2015 are as follows:

(Amount in Lacs except other financial data)

Particulars	March 31, 2013	March 31, 2014	March 31, 2015
	Audited	Audited	Audited
Months	12	12	12
Profit & Loss Statement			
Revenue From Operations	41,709.15	23,408.16	23,479
Other Income	278.47	737.12	508
Total revenue (I)	**41,987.62**	**24,145.28**	**23,987**
Total Expenses (II)	**45,402.68**	**36,588.88**	**35,325**
Profit/(Loss) Before Tax (I)-(II)	**(3,415.06)**	**(12,443.60)**	**(11,338)**
Tax Expense	254.53	395.70	16
Profit/ (Loss) for the year	**(3,669.59)**	**(12,839.30)**	**(11,354)**
Balance Sheet			
Shareholders' Funds			
a. Share Capital	1,712.90	1,712.90	1,713
b. Reserves and Surplus	6,369.80	(6,481.84)	(17,939)
	8,082.70	**(4,768.94)**	**(16,226)**
Share Application Money Pending Allotment	**-**	**1,980.00**	**1,980**
Non-current liabilities			
a. Long-term borrowings	14,394.39	35,854.41	31,946
b. Deferred tax liabilities (Net)	646.51	1,001.48	832
c. Other long-term liabilities	4,551.74	4,484.11	3,719
d. Long-term provisions	853.75	766.71	798
	20,446.39	**42,106.71**	**37,295**
Current liabilities			
a. Short-term borrowings	16,641.50	18,774.59	19,984
b. Trade Payable	20,839.84	16,026.94	13,268
c. Other current liabilities	13,306.63	3,113.83	9,437
d. Short-term provisions	251.79	225.20	188
	51,039.76	**38,140.56**	**42,877**
TOTAL	**79,568.85**	**77,458.33**	**65,926**
ASSETS			
Non-current assets			
a. Fixed Assets	15,311.94	15,130.53	14,420
b. Non-current Investments	134.11	154.17	124
c. Long-term loans and advances	2,948.50	3,123.61	1,886
	18,394.55	**18,408.31**	**16,430**
Current Assets			
a. Inventories	8,530.41	9,659.40	7,849
b. Trade Receivables	46,512.79	39,185.81	34,998
c. Cash and Cash equivalents	2,723.48	4,739.72	1,745
d. Short-term loans and advances	3,115.37	5,212.24	4,627
e. Other current assets	292.25	252.85	277
	61,174.30	**59,050.02**	**49,496**
TOTAL	**79,568.85**	**77,458.33**	**65,926**
Other Financial Data			
Dividend %	-	-	-
Earning Per Share (Rs.)	(21.42)	(74.96)	(66.28)
Return on Net Worth (%)	(45.40)	-	-
Book value per share (Rs.)	47.19	(27.84)	(94.89)

Return on Net Worth = (Profit/(Loss) for the year*100) / Shareholders' Funds

Book value per share = Shareholders' Funds / No. of equity shares

Shareholders' Fund/ Net worth = Share Capital + Reserves and Surplus

(Source-Annual Reports for the financial year ended March 31, 2013, March 31, 2014 and published audited

financial results for the year ended March 31, 2015 under clause 41 of the listing agreement as available on www.bseindia.com).

5.12. Pre and Post Offer shareholding pattern of the Target Company as on March 31, 2015, as filed with the BSE is as follows:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations, 2011		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance)		Shareholding/voting rights after the acquisition and Offer.	
	(A)		(B)		(C)		(D) = (A) +(B) +(C)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
A. Parties to agreement, if any	Nil	NA	Nil	NA	Nil	NA	Nil	NA
B. Promoters other than (a) above	5593645	32.66	Nil	NA				
Total 1(a+b)	**5593645**	**32.66**	**Nil**	**NA**				
(2) Public (other than parties to agreement and Acquirers)					**(12846744)[1]**	**(75.00)[1]**	**4282248**	**25.00**
a. FIs/MFs/FIIs/ Banks/ SFIs	2326155	13.58	Nil	NA				
b. Others	9209192	53.76	Nil	NA				
Total (2)(a+b)	**11535347**	**67.34**	**Nil**	**NA**				
(3) Acquirers	**Nil**	**NA**	**Nil**	**NA**	**12846744**	**75.00**	**12846744**	**75.00**
(4) Parties to agreement other than (1)(A)&(3)	**Nil**	**NA**	**Nil**	**NA**	**Nil**	**NA**	**Nil**	**NA**
Grand Total (1+2+3+4)	**17128992**	**100.00**	**Nil**	**NA**	**--**	**--**	**17128992**	**100.00**

Notes:

a. [(1)] This will depend on the response from and within each category

b. Total no. of shareholders in public category as on March 31, 2015 is 20507

c. Point No. 2(a) includes Mutual Funds/UTI, Financial Institutions / Banks, Insurance Companies and Foreign Institutional Investors

d. Point No. 2(b) includes Bodies Corporate, Individuals and Non Resident Indians.

e. On completion of the Offer and depending on the eventual shareholding acquired, the Acquirers will endeavor to be classified as "Promoters" of the Target Company.

5.13. Acquirers have not acquired any Equity Shares after date of PA till the date of Draft Letter of Offer.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1 This Open Offer is being made under regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. The Equity Shares of the Target Company are listed on BSE and VSE. The Equity Shares are placed under Group 'B' on BSE Limited having a Scrip Code of 504076 and company code 299 on VSE.

6.1.2 The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (June, 2014 to May, 2015) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualised trading turnover (as % of total Equity Shares listed)
BSE	41,87,875	1,71,28,992	24.45%

(*Source: www.bseindia.com*)

The Equity Shares of the Target Company are currently not traded on VSE.

6.1.3 Based on the above, the Equity Shares of the Target Company are frequently traded on the BSE Limited within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

6.1.4 The Offer Price of Rs. 63/- (Rupees Sixty Three Only) per Equity Share is justified for frequently traded shares, in terms of regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following::

Sr. No.	Particulars	Price (in Rs. per Equity Share)
1	Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make a PA of an Open Offer	Not Applicable
2	The volume-weighted average price paid or payable for acquisition by the Acquirers during 52 weeks immediately preceding the date of PA	Not Applicable
3	The highest price paid or payable for any acquisition by the Acquirers during 26 weeks immediately preceding the date of the PA	Not Applicable
4	The volume-weighted average market price of Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE Limited	61.22
5	Price determined after taking into account valuation parameters as are customary for valuation.	Not Applicable

6.1.5 Calculation of the volume-weighted average market price of Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of the PA, as traded on BSE (as the Equity Shares are frequently traded on BSE as per regulation 8(2)(d) of the SEBI (SAST) Regulations, 2011) is as under:

Sr. No.	Date	Total Traded Quantity	Total Turnover
1	March 24, 2015	8,952	4,77,244
2	March 25, 2015	8,178	4,40,067
3	March 26, 2015	991	53,894
4	March 27, 2015	799	43,526
5	March 30, 2015	1,169	64,314
6	March 31, 2015	1,019	56,045
7	April 1, 2015	848	48,306
8	April 6, 2015	1,107	63,682
9	April 7, 2015	546	31,417
10	April 8, 2015	820	47,469
11	April 9, 2015	110	6,275
12	April 10, 2015	5,995	3,31,334
13	April 13, 2015	26,363	15,50,212
14	April 15, 2015	19,44,953	12,00,47,522
15	April 16, 2015	54,035	33,32,189
16	April 17, 2015	23,217	13,65,022
17	April 20, 2015	2,800	1,63,269
18	April 21, 2015	9,264	5,32,773
19	April 22, 2015	12,980	7,54,450
20	April 23, 2015	4,946	2,96,253
21	April 24, 2015	24,780	15,15,088
22	April 27, 2015	22,721	13,49,756
23	April 28, 2015	11,818	6,74,119
24	April 29, 2015	15,654	9,06,719
25	April 30, 2015	4,602	2,74,043
26	May 4, 2015	231	14,020
27	May 5, 2015	77	4,589
28	May 6, 2015	3,215	1,89,078
29	May 7, 2015	1,629	94,089
30	May 8, 2015	550	31,768
31	May 11, 2015	967	55,496
32	May 12, 2015	81,103	45,81,915
33	May 13, 2015	1,808	1,01,808
34	May 14, 2015	166	9,145
35	May 15, 2015	4,099	2,43,729
36	May 18, 2015	209	12,425
37	May 19, 2015	528	31,177

Sr. No.	Date	Total Traded Quantity	Total Turnover
38	May 20, 2015	1,771	1,06,925
39	May 21, 2015	737	43,171
40	May 22, 2015	Nil	Not Applicable
41	May 25, 2015	2,887	1,71,314
42	May 26, 2015	421	24,881
43	May 27, 2015	7,005	4,27,216
44	May 28, 2015	3,738	2,31,485
45	May 29, 2015	945	57,044
46	June 1, 2015	4,841	2,95,572
47	June 2, 2015	2,050	1,22,955
48	June 3, 2015	425	24,842
49	June 4, 2015	361	20,013
50	June 5, 2015	205	11,572
51	June 8, 2015	5,872	3,59,673
52	June 9, 2015	5,303	3,23,062
53	June 10, 2015	827	50,407
54	June 11, 2015	6,777	4,14,188
55	June 12, 2015	3,378	2,08,193
56	June 15, 2015	1,705	1,04,337
57	June 16, 2015	2,705	1,61,035
58	June 17, 2015	50	3,007
59	June 18, 2015	404	24,487
60	June 19, 2015	725	44,502
	Total	23,36,381	14,30,24,108
Volume weighted average market price			**61.22**

6.1.6 In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 63/- (Rupees Sixty Three Only) per Equity Share is justified in terms of regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.7 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.8 As on date of this DLOF, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for revision in the Offer Price or Offer Size.

6.1.9 If the Acquirers acquire or agree to acquire any Equity Shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of regulation 8(8) of SEBI (SAST) Regulations, 2011. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the Tendering Period. Further, in accordance with regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirers shall (i) make public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously notify to BSE, VSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.

6.1.10 If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in the 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 an Open Offer under the SEBI (SAST) Regulations, 2011, 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 Equity Shares of the Target Company in any form.

6.2. **Financial Arrangement**

6.2.1 Total consideration payable by the Acquirers to acquire 1,28,46,744 Equity Shares at the Offer Price of Rs. 63/- (Rupees Sixty Three Only) per Equity Share, assuming full acceptance of the Offer would be Rs. 80,93,44,872/- (Rupees Eighty Crore Ninety Three Lacs Forty Four Thousand Eight Hundred and Seventy Two only) ('Maximum Consideration').

6.2.2 In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011, the Acquirers have opened an Escrow Account under the name and style of 'Jyoti Limited – Open Offer Escrow Account' with IndusInd Bank Limited, at their Opera House Branch, in Mumbai ('Escrow Banker') and made therein a cash deposit of Rs. 20,25,00,000/- (Rupees Twenty Crore Twenty Five Lacs Only) in the account in accordance with the regulation 17(3)(a) of the SEBI (SAST) Regulations, 2011, being more than 25% of the total consideration payable to the shareholders under the Open Offer, assuming full acceptance.

6.2.3 The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.4 The Acquirers have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligations shall be met by the Acquirers through internal accruals and no borrowings from any bank and /or financial institution are currently envisaged.

6.2.5 Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W), having office at 410, Kashi Plaza, Near Children Hospital, Majura Gate, Surat – 395 001, Gujarat; Tel. No.: +91-261-2474817, vide his certificate dated June 22, 2015 has certified that the Acquirers have adequate resources to meet the financial requirement of the Open Offer and the Open Offer obligations shall be met by the Acquirers through internal accruals and no borrowings are proposed to be made.

6.2.6 Based on the aforesaid financial arrangements and on the confirmation received from the Escrow Banker and Chartered Accountants, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer confirms that firm arrangement for the funds and money for payment through verifiable means are in place to full fill the Offer obligation.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 The LOF along with Form of Acceptance will be dispatched to all equity shareholders of the Target Company (except the Acquirers including persons deemed to be acting in concert with them), whose names appear on the register of members of the Target Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories at the close of business hours on July 29, 2015 ('Identified Date'). Accidental omission to dispatch the LOF to any member entitled to this Open Offer or non-receipt of the LOF by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein. A copy of the Letter of Offer (including Form of Acceptance) will also be available on SEBI's website (http://www.sebi.gov.in). The equity shareholders may also download (LoF alongwith Form of Acceptance) from SEBI website.

7.2 This Offer is not conditional upon any minimum level of acceptance in terms of the SEBI (SAST) Regulations, 2011. The Acquirers will acquire all the Equity Shares that are validly tendered and accepted in terms of this Offer upto 1,28,46,744 fully paid up Equity Shares representing 75% of fully paid-up equity share capital and voting capital of the Target Company

7.3 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.

7.4 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'no objection certificate' from lenders is attached with the Form of Acceptance.

7.5 The acceptance of the Offer made by the Acquirers is entirely at the discretion of the shareholders of the Target Company. The Acquirers will not be responsible in any manner for any loss of Equity Share certificate(s) and offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

7.6 The instructions and provisions contained in the Form of Acceptance constitute an integral part of the terms of this Offer.

7.7 Applications in respect of Equity Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.8 In the event of acquisition of the Equity Shares of the Target Company by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. However, the Acquirers shall not acquire any Equity Shares of the Target Company after the 3rd (third) working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

7.9 There has been no revision in the Offer Price / Offer Size as of the date of this Draft Letter of Offer. If there is any upward revision in the Offer Price/Offer Size at any time up to three (3) working days prior to commencement of the Tendering Period in terms of the regulation 18 (4) SEBI (SAST) Regulations, 2011, the same would also be informed by way of a announcement in the same newspapers where the DPS had appeared. Such revised Offer Price would be payable for all the Equity Shares validly tendered any time during the Open Offer and accepted under the Open Offer.

7.10 In terms of the regulation 18(9) of the SEBI (SAST) Regulations, 2011, equity shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.

7.11 **Locked in Equity Shares:** The locked-in Equity Shares, if any acquired pursuant to the offer can be transferred to the Acquirers, subject to the continuation of the residual lock-in period in the hands of the Acquirers. The Manger to the offer ensures that there shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares.

7.12 **Eligibility for accepting the Offer**

The Offer is being made to all the registered and unregistered equity shareholders of the Target Company who own the Equity Shares any time prior to the closure of Tendering Period, including the beneficial owners of the Equity Shares held in dematerialised form are eligible to participate in the Offer except the Acquirers including persons deemed to be acting in concert in terms of regulation 7(6) of SEBI (SAST) Regulations, 2011. All registered owners can send duly completed Form of Acceptance, filled and signed in accordance with the instructions contained in the Letter of Offer and Form of Acceptance, to the Registrar to the Offer at the collection centre mentioned in paragraph 8.1 before the closure of Tendering Period. Equity shareholders can participate in the Offer by offering their shareholding in whole or in part. The acceptance must be unconditional and should be absolute and unqualified. No indemnity shall be required from the unregistered shareholders. Incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected.

7.13 **Statutory and other Approvals:**

7.13.1 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, 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 Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

7.13.2 As on date of DLOF, to the best of knowledge and belief of the Acquirers, there are no other statutory or other approvals required to implement the Offer other than as indicated in this section. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the 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 within two working days of such withdrawal, in the same newspapers in which the DPS was published.

7.13.3 In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the 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. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the escrow account shall become liable to forfeiture.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 The equity shareholders of the Target Company, who wish to accept the Offer and tender their Equity Shares, can deliver the duly filled and signed Form of Acceptance along with all the relevant documents at the collection centre mentioned below in accordance with the procedure as set out in the LOF on or before the closure of the Tendering Period i.e. August 26, 2015.

Name and Address of the Collection Centre	Working days and timings	Mode of delivery
Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078; Tel. No.: +91-22-6171 5400; Fax No.: +91-22-2596 0329; Email id: jyoti.offer@linkintime.co.in; Contact Person: Mr. Ganesh Mhatre.	Monday to Friday 10:00 am to 1:00 pm and 2:00 pm to 5:00 pm.	Regd. Post/ Courier/ Hand Delivery

The centre will be closed on Saturdays, Sundays and Public Holidays.

8.2 **Equity Share Certificate(s), Transfer Deed(s), Form of Acceptance and other documents, if any should not be sent to the Acquirers, the Target Company and the Manager to the Offer.**

8.3 The LOF along with Form of Acceptance will be dispatched to all equity shareholders of the Target Company, as on Identified Date.

8.4 In case of non-receipt of the Letter of Offer, equity shareholders may download the same from the SEBI website or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of holding of the said Equity Shares of the Target Company.

8.5 Equity shareholders who wish to tender their Equity Shares under this Open Offer should enclose the following documents duly completed:

8.5.1 For Equity Shares held in physical form:

1. Registered shareholders should enclose

- Form of Acceptance duly filled and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original share certificate(s).
- Valid share transfer deed / form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target Company and duly witnessed at the appropriate place.
- Self attested copy of PAN card (incase of joint holders, PAN card copy of all joint holders)

In case of non receipt of the aforesaid documents, but receipt of the original share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to be accepted.

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 Offer.

2. Unregistered owners should enclose

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original share certificate(s).
- Original broker contract note.
- Valid share transfer deed(s) as received from the market. The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.
- All other requirements for valid transfer will be precondition for acceptance.
- Self attested copy of PAN card
  The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.

8.5.2 For Equity Shares held in Dematerialized Form:

Beneficial owners should enclose:

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depositories.
- Photocopy of the delivery instruction slip in 'Off-market' mode or counterfoil of the delivery instruction in 'Off- market' mode, duly acknowledged by the DP, in favour of the special depository account (please see below) before the close of the business hours on August 26, 2015.
- In case of non-receipt of the aforesaid documents, but receipt of the Equity Shares in the special depository account, the Offer shall be deemed to have been accepted.
- For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance.

8.6 The Registrar to the Offer has opened a Special Depository Account with Ventura Securities Limited (registered with NSDL) for receiving Equity Shares during the Tendering Period from equity shareholders who hold Equity Shares in demat form. Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the special depository account:

DP Name :	Ventura Securities Limited
DP ID :	IN303116
Client ID :	11703751
Depository :	National Securities Depository Limited
Account Name :	LIIPL Jyoti Open Offer Escrow Demat Account

Shareholders having their beneficiary account with Central Depository Services (India) Limited have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the special depository account opened with National Securities Depository Limited.

Form of Acceptance of dematerialized Equity Shares not credited to the above Special Depository Account on or before the closure of Tendering Period are liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least two working days prior to the date of closure of Tendering Period.

8.7 Shareholders should also provide all relevant documents, which are necessary to ensure transferability of Equity Shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to)

- Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed Form of Acceptance or transfer deed(s).
- No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

8.8 In case of unregistered owners or shareholders who have not received the Letter of Offer, may send their application in writing, to the Registrar to the Offer, on a plain paper stating their name, address, number of Equity Shares held, distinctive numbers, folio number, number of Equity Shares offered along with the documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Tendering Period. No indemnity is required from the unregistered owners. In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of Equity Shares held, number of Equity Shares offered, 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 favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the closure of the Tendering Period.

The application should be signed by all the shareholders as per the registration details available with the Target Company and should be sent to the Registrar to the Offer in an envelope clearly marking 'Jyoti Limited – Open Offer'.

Shareholders of the Target Company who have sent their Equity Shares for transfer should submit Form of Acceptance, duly filled and signed, copy of the letter sent to the Target Company (for transfer of said Equity Shares) and acknowledgement received thereon and valid share transfer deed.

8.9 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'no objection certificate' from lenders is attached with the Form of Acceptance.

8.10 If the Equity Shares tendered in this Offer by the shareholders of the Target Company are more than the Equity Shares agreed to be acquired under the Offer, the Acquirers shall accept the offers received from the shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots provided that acquisition of 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 minimum marketable lot for the purposes of acceptance of Equity Share of the Target Company would be 1 Equity Share.

8.11 Unaccepted Equity Shares, share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders'/ unregistered owners' sole risk to the sole/first shareholder. Unaccepted Equity Shares held in dematerialized form 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.

8.12 The Registrar to the Offer will hold in trust the share certificate(s), Form of Acceptance, transfer deed(s) and Equity Shares lying in credit of the Special Depository Account on behalf of the shareholders of Target Company who have accepted the Offer, , until the payment for the consideration and/ or the unaccepted Equity Shares/ share certificates are dispatched/ returned/credited.

8.13 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 equity shareholders of the Target Company who have accepted the 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.

8.14 While tendering the Equity Shares under the Offer, NRIs/OCBs/foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the Equity Shares of the Target Company. In case the previous RBI Approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered. While tendering the Equity Shares under the Offer, NRIs/OCBs/foreign shareholders will also be required to submit a Tax Clearance Certificate from Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

8.15 Compliance with Tax requirements

(a) General

(i) As per the provisions of section 195(1) of the Income Tax Act, 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 (without interest) payable under this Open Offer would be chargeable to capital gains under section 45 of the Income Tax Act or as business profits under section 28 of the Income Tax Act as the case may be, the Acquirers are required to deduct taxes at source (including surcharge and education cess). Further, since the payment of any interest (paid for delay in payment of Offer Price) by the Acquirers to a non-resident equity shareholder(s) will be chargeable to tax, as income from other sources under section 56 of the Income Tax Act or as business profits under section 28 of the Income Tax Act as the case may be, the Acquirers are required to deduct taxes at source.

(ii) In case of non-receipt of statutory/ regulatory approvals, if any, within time, SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to equity shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

(iii) As per the provisions of section 194A and 195 of the Income Tax Act, a body corporate responsible for paying to residents and non-residents (including FII) 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 equity shareholders on being directed by SEBI under regulation 18(11) of the SEBI (SAST) Regulations, 2011 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 at the rate as may be applicable in each case depending on the residential status and the category of person to which the equity shareholder belongs.

(iv) In view of provisions of section 206AA of Income Tax Act resident and non-resident equity shareholders (including FIIs) are required to submit their PAN to the Registrar to the Offer, along with the Form of

Acceptance-cum-Acknowledgment. In case PAN is not submitted or is invalid or does not belong to the equity shareholder, the 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.

(v) Each equity shareholder shall certify its tax residence status (i.e., whether resident or non-resident) and its tax status (i.e., whether individual, firm, company, association of persons/ body of individuals, trust, any other, etc.) by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirers, it would be assumed that the equity shareholder is a non-resident equity shareholder and taxes shall be deducted at the maximum rate as may be applicable to the relevant category to which the equity shareholder belongs under the Income Tax Act on the entire consideration and interest, if any, payable to such equity shareholder.

(vi) Securities transaction tax will not be applicable to the Equity Shares accepted in this Open Offer. Accordingly, exemption of long term capital gain from payment of income tax thereon as envisaged in section 10 (38) of the Income Tax Act will not apply to the gain arising on consideration paid against Equity Shares accepted under this Open Offer.

(vii) Tax deduction at source in respect of payment of consideration for Equity Shares surrendered in this Open Offer, wherever deductible, will be on the gross consideration (and not on the income comprised in the gross consideration) except in the case where certificate under section 195/ 197 of the Income Tax Act is furnished by the equity shareholder specifies otherwise.

(viii) Any non-resident Equity Shareholder claiming benefit under any DTAA between India and any other foreign country should furnish the Tax Residence Certificate ("TRC") provided to him/it by the income tax authority of such other foreign country of which he/it claims to be a tax resident, which has been inserted as a mandatory requirement by the Finance Act, 2012. In addition, the non-resident equity shareholder is required in terms of Section 90(5) of the Income Tax Act to furnish prescribed additional information in the prescribed form (Form 10F). The information that is to be provided in the Form 10F are as follows:

A. Legal status (individual, company, firm, etc.);
B. Permanent Account Number, if allotted
C. Nationality of an individual or country/specified territory of incorporation or registration in case of other entities;
D. The non-resident tax payer's tax identification number in the country or specified territory of residence or a unique identification number of the non-resident tax payer of the country or the specified territory of residence;
E. Period for which the residential status, as mentioned in the Tax Residency Certificate, is applicable; and
F. Address of the non-resident tax payer in the country or specified territory outside India, during the period for which the Tax Residency Certificate is applicable.

Further, a non-resident tax payer is required to keep and maintain all documents substantiating the aforesaid information and furnish the same when required by the Indian tax authorities. The particulars already included in the Tax Residency Certificate are not required to be furnished separately.

Any Equity Shareholder claiming benefit under DTAA should submit along with the TRC, a certificate for deduction of tax at such rate as may be specified by the income tax authorities and taxes would be deducted by the Acquirers in accordance with such certificate. In the absence of TRC and a certificate for deduction of tax at such rate as may be specified by the income tax authorities, the taxes would be deducted at the rates (including surcharge and education cess as applicable) as dealt with in the following paragraphs for each category of the Equity Shareholder(s).

(b) Tax to be deducted in Case of Non-resident equity shareholders (other than FII):

(i) All non-resident equity 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) 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. The Acquirers will arrange to deduct taxes at source in accordance with such certificate. In absence of certificate under sections 195(3) or 197 of the Income Tax Act, below paragraphs will apply.

(ii) Except in the case falling under paragraph (b)(iii) below, the Acquirers will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the equity shareholder belongs under the Income Tax Act on the entire gross consideration and interest if any, payable to such equity 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 professional like Chartered Accountant, etc.) submitted by the equity shareholder for deducting lower amount of tax at source.

(iii) In case of an individual non-resident equity 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 rate of tax deduction at source would be 10% (ten percent) plus applicable surcharge and education cess on entire gross consideration and 30% (thirty percent) plus applicable surcharge and education cess on interest.

However, to be eligible for this lower rate of tax deduction at source, the equity shareholder will have to furnish a copy of his/ her demat account clearly reflecting the fact that Equity Shares held in that account are in repatriable mode. Further, copy of the demat account 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 accepted under this Open Offer. In case of Equity Shares being held in physical mode, the equity 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 equity shareholder concerned.

(iv) All NRIs, OCBs and other non-resident Equity Shareholders (excluding FIIs) are required to submit a self-attested copy of their PAN card for income tax purposes. In case copy of the PAN card is not submitted or is invalid or does not belong to the Equity Shareholder, Acquirers will deduct tax at the rate of 20% (as provided under section 206AA of the Income Tax Act) or the rate, as may be applicable to the category of the Equity Shareholder under the Income Tax Act, whichever is higher.

(c) Withholding tax implications for FIIs:

(i) As per provisions of section 196 D (2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in section 115AD of the Income Tax Act to a FII. Further, for the purposes of Section 115AD, FII will include Foreign Portfolio Investors (FPI) as defined under SEBI (Foreign Portfolio Investors) Regulations, 2014.The Acquirers would not deduct tax at source on the payments to FIIs, subject to the following conditions:

A. FIIs are required to furnish the copy of the registration certificate issued by SEBI (including for sub-account of FII, if any);

B. FIIs are required to certify the nature of their holding (i.e. whether held on capital account as investment or on trade account) of the Equity Shares. The benefits under Section 196D(2) are applicable in case the Equity Shares are held on capital account; and

C. FIIs shall also certify the nature of its income (i.e. whether capital gains or business income) on the sale of the Equity Shares. The benefits under Section 196D (2) of the Income Tax Act are applicable in case the nature of the FII's income is treated as capital gains.

(ii) If the above conditions are not satisfied, the Acquirers shall deduct tax at the maximum tax rate applicable under the Income Tax Act on the gross consideration payable to the Equity Shareholder, depending on category of the Equity Shareholder.

(iii) If it is certified by the FII that Equity Shares are held on trade account, no deduction of tax at source shall be made if such FIIs furnish a TRC and a self-declaration stating that such FIIs do not have a business connection in India as defined in Explanation 2 to section 9(1)(i) of the Income Tax Act (along with the provisos thereto) or a permanent establishment in India, in terms of the DTAA entered between India and the country of tax residence of such FIIs. The FII will also be required to furnish such other documents and information as prescribed in terms of Section 90(5) of the Income Tax Act. Further, the Equity Shareholder should obtain a No Objection Certificate ("NOC") or Certificate for Deduction of Tax at such rate as may be specified by the appropriate income tax authorities indicating the amount of income on which tax should be deducted and the applicable rate of tax. If such a certificate is provided, the Acquirers will arrange to deduct taxes at source in accordance with such certificate. In the absence of such NOC/Tax Residence Certificate/certificates/declarations/ information/documents, the Acquirers will arrange to deduct tax in accordance with the provisions of the Income Tax Act and without having regard to the provisions of any DTAA.

(iv) Notwithstanding anything contained in Clauses (i) to (iii) above, in case FII furnishes a NOC or certificate for deduction of tax at such rate as may be specified by the appropriate income tax authorities the Acquirers will arrange to deduct taxes at source in accordance with such certificate.

(v) All FIIs shall submit their PAN for income tax purposes. In case PAN is not submitted or is invalid or does not belong to the Equity Shareholder, the Acquirers will arrange to deduct tax at the rate of 20% (including surcharge and cess) (as provided in Section 206-AA of the Income Tax Act) or at the rate in force or at the rate, as may be applicable to the category of the FII Equity Shareholder under the Income Tax Act, whichever is higher, on the entire consideration amount payable to such Equity Shareholder;

(vi) In the absence of Certificate to the effect that their income from sale of Equity Shares is in the nature of capital gains, the Acquirers will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e. a company or a trust) on the entire gross consideration payable to such FII. In any case, if the FII submits a certificate under section 195(3) or section 197 of the Income Tax Act from the Income-tax authorities while tendering the Equity Shares, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act the Acquirers will deduct tax in accordance with the same.

(vii) Any FII claiming benefit under any DTAA between India and any other foreign country should furnish a "Tax Residence Certificate" provided to it by the income tax authority of such other foreign country of which it claims to be a tax resident and a self declaration stating that the FII does not have a business connection in India as defined in section 9(1)(i) of the Income Tax Act or a permanent establishment in India, in terms of the DTAA and the FII is eligible for claiming benefit under the DTAA entered between India and the country of its tax residence. Further, the FII will also be required to furnish such other documents and information as prescribed in terms of section 90(5) of the Income Tax Act as detailed in paragraph (a)(ix) above of this draft Letter of Offer. In the absence of such Tax Residence Certificate/ certificates/ declarations/ information/ documents, the Acquirers will arrange to deduct tax in accordance with the provisions of the Income Tax Act and without having regard to the provisions of any DTAA.

(viii) In respect of interest income, if the FII submits a certificate under section 195(3) or section 197 from the Income Tax Authorities indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act the Acquirers will deduct tax in accordance with the certificate under section 195(3) or section 197 so submitted. In absence of such certificate under section 195(3) or section 197 of the Income Tax Act the Acquirers will arrange to deduct tax at the rate applicable to the category to which such FII belongs (i.e. a company or a trust).

(d) Tax to be deducted in case of resident equity shareholders

(i) In absence of any specific provision under the Income Tax Act the Acquirers will not deduct tax on the consideration payable to resident equity shareholders for acquisition of Equity Shares.

(ii) The Acquirers will deduct the tax at the stipulated rates on interest, if any, payable to resident equity shareholders, if the amount of interest payable is in excess of Rs. 5,000 (Rupees Five Thousand).

(iii) The resident equity shareholder claiming 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 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 equity 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 equity 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 equity shareholder under the Income Tax Act.

(iv) No tax is to be deducted on interest amount in the case of resident equity shareholder being a mutual fund as per section 10(23D) of the Income Tax Act or a bank/ 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.

(e) Issue of withholding tax certificate

(i) The Acquirers will issue a certificate in the prescribed form to the equity 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 in accordance with the Income Tax Act read with the Income Tax Rules, 1962.

(f) All equity shareholders are required to indicate, at the place provided for this purpose in the Form of Acceptance-cum-Acknowledgement, their residential status and the category of person to which they belong. Further, equity shareholders who wish to tender their Equity Shares must submit the following information/ documents along with the Form of Acceptance-cum-Acknowledgement:

(i) Information requirement in case of FII equity shareholder:

A. Self attested copy of PAN card;
B. Certificate from the income-tax authorities under section 195 (3)/ 197 of the Income Tax Act, wherever applicable;
C. SEBI registration certificate for FII/FPI (including sub–account of FII);
D. Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FII claims to be a tax resident, wherever applicable;
E. RBI and other approval(s) obtained for acquiring the Equity Shares, if applicable.

(ii) Information requirement in case of non-resident equity shareholder (other than FII):

A. Self attested copy of PAN card;
B. Self-attested declaration in respect of residential status, status of Equity Shareholders (e.g. individual, firm, company, trust, or any other – please specify);
C. Certificate from the income tax authorities under section 195(3)/ 197 of the Income Tax Act, wherever applicable;
D. Tax Residence Certificate provided by the income tax authority of foreign country of which the non-resident shareholder claims to be a tax resident, wherever applicable;
E. Copy of relevant pages of demat account in case of Non Resident (other than FII) if the shares are claimed to have been held for more than twelve months prior to the date of acceptance, if any, of share under the Offer;
F. Copies of relevant pages of demat account in case of a equity shareholder claiming benefit of clause mentioned in paragraph (b)(iii) above. Also banker's certificate related to payment for acquisition of shares in convertible foreign exchange in case shares are held in physical form;
G. RBI and other approval(s) obtained for acquiring the Equity Shares, if applicable.

(iii) Information requirement in case of resident equity shareholder:

A. Self attested copy of PAN card;
B. Self-attested declaration in respect of residential status, status of equity shareholders (e.g. individual, firm, company, trust, or any other – please specify);
C. If applicable, self declaration form in Form 15G or Form 15H;
D. Certificate from the income tax authorities under section 197 of the Income Tax Act wherever applicable;
E. For mutual funds/ banks/ other specified entities under section 194A(3)(iii) of the Income Tax Act– Copy of relevant registration or notification (applicable only for the interest payment, if any).

(g) The tax deducted under this Open Offer is not the final liability of the equity shareholders or in no way discharges the obligation of equity shareholders to disclose the consideration received pursuant to this Open Offer in their respective tax returns. The tax rates and other provisions may undergo changes.

(h) The equity shareholders are advised to consult their respective tax advisers 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 may take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

8.16 The payment of consideration for Equity Shares accepted under the Offer may be made through a crossed Demand Draft / Pay Order in the name of the first folder or through any other electronic mode including but not limited to Direct Credit ('DC'), National Electronic Funds Transfer ('NEFT'), Real Time Gross Settlement ('RTGS'), National Electronic Clearing Services ('NECS'), at specified centers where clearing houses are managed by the Reserve Bank of India within 10 working days from the date of closure of tendering period. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS are requested to give the authorization for the same in the Form of Acceptance and enclose a photocopy of cheque along with the Form of Acceptance and also provide MICR and Indian Financial System Code ('IFSC') Code.

8.17 The bank account details for DC/NEFT/RTGS/NECS will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the Form of Acceptance.

8.18 The crossed Demand Draft / Pay order in excess of Rs.1500/- or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by Registered post / Speed Post at the shareholders / unregistered owners sole risk to the sole/first shareholder/unregistered owner. All dispatches involving payment of a value upto Rs.1500/- will be made under First Class Mail at the shareholders sole ris.

8.19 It is advised that shareholders provide bank details in the Form of Acceptance so that same can be incorporated in the Demand Draft/ Pay Order.

9. DOCUMENTS FOR INSPECTION

The following material documents will be available for inspection by equity shareholders of the Target Company at the office of the Manager to the Offer, Inga Capital Private Limited, Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013 on any working day between 10.30 am to 1.00 pm during the Tendering Period.

9.1 Net worth certificate of the Acquirer I issued by Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W) dated June 22, 2015.
9.2 Annual Reports for the financial year ended March 31, 2013, March 31, 2014 and March 31, 2015 of Acquirer II.
9.3 Financial Certificate of Acquirer II issued by Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W) dated June 22, 2015
9.4 Certificate of Incorporation, Memorandum and Articles of Association of Acquirer II.
9.5 Financial Adequacy Certificate of the Acquirers issued by Mr. A. K. Parekh (Membership No.: 42469), proprietor of M/s. Ashwin Parekh & Co., Chartered Accountants (Firm Registration No.: 100726W) dated June 22, 2015.
9.6 Annual Reports for the financial year ended March 31, 2013, March 31, 2014 and published audited financial results for the year ended March 31, 2015 under clause 41 of the listing agreement of the Target Company.
9.7 Copy of Escrow Agreement dated June 22, 2014 entered into between the Acquirers, Escrow Banker and Manager to the Offer.
9.8 Copy of letter received from IndusInd Bank Limited confirming receipt of consideration of Rs. 20,25,00,000/- in the escrow account on June 24, 2015.
9.9 Copy of Public Announcement dated June 22, 2015 and Detailed Public Statement published in the newspapers on June 29, 2015.
9.10 A copy of the recommendation made by the Committee of Independent Directors of the Target Company published in the newspapers.
9.11 Client master of special depository account for the purpose of the Open Offer.
9.12 Copy of SEBI Observation letter no. [●] dated [●].

10. DECLARATION BY THE ACQUIRERS

The Acquirers and the directors of Acquirer II severally and jointly accepts full responsibility for the information contained in this DLOF and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereto. The Acquirers would be responsible for ensuring compliance with the concerned SEBI (SAST) Regulations, 2011.

Sd/-

Lavjibhai Dungarbhai Daliya

For and on behalf of Anjani Residency Private Limited

Sd/-
Authorised Signatory

Place: Surat
Date: July 6, 2015

Encl:
1. Form of Acceptance-cum-Acknowledgement
2. Transfer Deed for shareholders holding Equity Shares in physical form

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Link Intime India Private Limited at the collection center as mentioned in the Letter of Offer. All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

OFFER	
OFFER OPENS ON	**August 12, 2015**
OFFER CLOSES ON	**August 26, 2015**

From:
Folio No. /DP ID No. /Client ID No.:

Name:
Address:

Tel. No.: **Fax No.:** **E-mail:**

To
Acquirers
C/o Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai 400 078;
Tel. No.: +91-22-6171 5400;
Fax No.: +91-22-2596 0329;
Email id: jyoti.offer@linkintime.co.in;
Contact Person: Mr. Ganesh Mhatre.

Dear Sir,

Sub.: Open Offer to acquire up to 1,28,46,744 fully Paid-up equity shares of Rs. 10/- each representing 75% of fully paid-up equity share capital and voting capital of Jyoti Limited ('Target Company'), at a price of Rs. 63/- (Rupees Sixty Three Only) per fully paid up equity share ('Offer Price') payable in cash by Acquirers.

I/We, refer to the Letter of Offer dated [●] for acquiring the Equity Shares held by me/us in the Target Company. I/We, the undersigned have read the Letter of Offer and understood their contents and unconditionally accept the terms and conditions as mentioned therein.

FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM

I/We, holding Equity Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in 'Off-market' mode, duly acknowledged by the Depository Participant ('DP') in respect of my/ our Equity Shares as detailed below:

DP Name	DP ID	Client ID	No. of Equity Shares

I/We have executed an off-market transaction for crediting the Equity Shares to the special depository account viz. 'LIIPL Jyoti Open Offer Escrow Demat Account'.

☐ A delivery instruction from my account with National Securities Depository Limited ('NSDL')
☐ An inter-depository delivery instruction from my account with Central Depository Services (India) Limited ('CDSL')

DP Name :	Ventura Securities Limited
DP ID :	IN303116
Client ID :	11703751
Depository :	National Securities Depository Limited
Account Name :	LIIPL Jyoti Open Offer Escrow Demat Account

In case of non receipt of the aforesaid documents, but receipt of the Equity Shares in the special depository account, the Offer shall be deemed to be accepted. The Form of Acceptance for which corresponding Equity Shares have not been credited to the special depository account as on the date of closure of the Offer will be rejected.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

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

Sr. No.	Ledger Folio No.(s)	Certificate No.(s)	Distinctive No.(s)		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
				Total number of Equity Shares	

(In case the space provided is inadequate, please attach a separate sheet with details.)
In case of non receipt of the aforesaid documents, but receipt of the original share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to be accepted.

For NRIs/ OCBs/ FIIs/ Foreign Shareholders:

I/We have enclosed the following documents:

☐ No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities.
☐ RBI approvals for acquiring Equity Shares of the Target Company hereby tendered in the Offer.
☐ Copy of Permanent Account Number / PAN Card.

I/We, confirm that the tax deduction on account of Equity Shares of Jyoti Limited held by me/us is to be deducted on (tick whichever is applicable):

☐ Long-term capital Gains
☐ Short-term capital gains
☐ Trade Account

In order to avail the benefit of lower rate of tax deduction under the applicable Double Taxation Avoidance Agreement ('DTAA'), if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of resident.

For FII Shareholders:

I/We, Confirm that the Equity Shares of Jyoti Limited are held by me/us on (select whichever is applicable):

☐ Investment / Capital Account
☐ Trade Account

In case the Equity Shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of resident/ incorporation and that you do not have a permanent establishment in India in terms of the DTAA entered into between India and your country of residence. Where the tax is to be deducted on account of long-term capital gains, the shareholders should submit a certificate from a Chartered Accountants (along with proof such as demat account statement) certifying that the Equity Shares have been held for more than one year. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of Equity Shares), the shareholder should obtain a tax clearance certificate from the appropriate income tax authorities certifying the net income chargeable to capital gains tax. In the absence of the above tax would be deducted at the maximum marginal rate on the entire consideration paid to the shareholders.

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirers dispatches the purchase consideration as mentioned in the Letter of Offer.

I/We note and understand that the Equity Shares would lie in the special depository account until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

I/We confirm that the Equity Shares of Jyoti Limited which are being tendered herewith by me/us under this Offer are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers:

1. To acquire the Equity Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer.
2. To return to me/us, share certificate(s)/ shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/ Speed Post / First Class Mail as may be applicable at my/our risk, the draft/cheque, 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.

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 cheque or demand draft will be drawn accordingly. For Equity Shares that are tendered in demat form, the Bank account as obtained from the beneficiary position (download to be provided by the depositories) will be considered and the draft/cheque will be issued with the said Bank particulars, and not any details provided herein.
Bank Account Details:

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	
9 digit MICR code		IFSC Code**	

**only in case of RTGS and NEFT

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	**PAN**	**Signature**
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Address of First/Sole Shareholder____
Place:
Date:

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

ACKNOWLEDGEMENT SLIP

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

☐ **Demat Equity Shares:** Copy of delivery instruction slip from DP ID ________ Client ID ___________
☐ **Physical Equity Shares:** ___________ Share certificate(s) ______________ transfer deed(s) under Folio Number(s) ____________ for accepting the Offer made by the Acquirers.

(Tick whichever is applicable)
Signature of Official ________________________
Date of Receipt ____________________________

Stamp of Collection Centre

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS OR TO THE MANAGER TO THE OFFER

General Instructions

(1) **In case of Equity Shares held in joint names**, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Equity Shares in **Jyoti Limited** and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(2) **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.

(3) **Shareholders of Target Company having their beneficiary account in CDSL has to use inter depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the special depository account with NSDL.**

(4) **Non-resident shareholders** should enclose copy (ies) of permission received from Reserve Bank of India to acquire Equity Shares held by them in **Jyoti Limited**.

(5) **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 should also be affixed

(6) Shareholders have an option to receive the consideration through National Electric Clearing System (NECS). Payment of consideration shall be made through NECS, where NECS clearing are managed by Reserve Bank of India.

(7) **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 acceptance form or transfer deed(s).
   (c) No Objection Certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

PLEASE REFER TO THE DETAILED INSTRUCTIONS UNDER PARAGRAPH 8 TITLED PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS LETTER OF OFFER.

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

All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your reference Folio No/DP ID/Client ID:

Link Intime India Private Limited
Unit: Jyoti Limited – Open Offer
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078;
Contact Person: Ganesh Mhatre;
Tel. No.: +91-22-6171 5400
Fax No.: +91-22-2596 0329;
Email: jyoti.offer@linkintime.co.in.