DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This draft letter of offer (the "**DLoF**") is sent to you as a Public Shareholder (as defined below) of M3 Global Finance Limited (the "**Target Company**"). If you require any clarifications about the action to be taken, you may consult your stock broker, investment consultant, the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Equity Shares in the Target Company, please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (as defined below) and transfer deed to the member of stock exchange through whom the said sale was effected.

OPEN OFFER (THE "OPEN OFFER/ OFFER")

BY
INFORMATION INTERFACE INDIA PRIVATE LIMITED (THE "ACQUIRER")
Registered office: 51, Shobhana Basement, Sion (West), Mumbai, Maharashtra- 400 022; Telephone number: 022 66662149

ALONG WITH

MR. AMIT RAJPAL ("PAC 1")
Residence address: House 2, Abergeldie, 52 Plantation Rd, Hong Kong

MR. MAKARAND RAM PATANKAR ("PAC 2")
Residence address: 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022

MR. GAURAV MAKARAND PATANKAR ("PAC 3")
Residence address: 389 Washington Street, Jersey City, New Jersey, United States of America

MRS. JAYASHREE MAKARAND PATANKAR ("PAC 4")
Residence address: 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022
(together the **"PACs"**)

TO ACQUIRE
up to **9,256,000** fully paid-up equity shares of face value of INR 10 (Rupees Ten only) each ("**Open Offer Shares**") representing 26% of the total Emerging Share Capital (as defined below) from the Public Shareholders (the **"Offer Size"**)

OF
M3 GLOBAL FINANCE LIMITED (THE "TARGET COMPANY")
Registered office: 152, Narayan Dhuru Street, 2nd Floor, Room No. 24, Mumbai, Maharashtra 400 003, India;
Telephone number: 022-2272 1563;Fax number: 022-2272 2270

AT A PRICE OF
INR 10 (Rupees Ten only) per Equity Share (the "Offer Price") payable in cash
pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "**SEBI (SAST) Regulations**")

Notes:

1. This Offer is being made by the Acquirer and the PACs pursuant to Regulation 3(1), Regulation 4 and other applicable regulations of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
3. This Offer is subject to certain statutory and regulatory approvals as set out in Section 6 (*Statutory & Other Approvals*).
4. **This Offer is NOT a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.**
5. This Offer is also subject to the satisfaction of the conditions stipulated under the Share Purchase Agreements (as defined below), some of which are disclosed in this Letter of Offer (each of which is considered to be outside the reasonable control of the Acquirer and the PACs). In the event that such conditions are not fulfilled for any reason outside the reasonable control of the Acquirer and the PACs, and any of the Share Purchase Agreements is rescinded, the Acquirer and the PACs shall have a right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations.
6. The Acquirer and/or the PACs may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations in the event that the approvals specified herein are not obtained or are finally refused or are otherwise not met with for reasons outside the reasonable control of the Acquirer and the PACs.
7. If there is any upward revision in the Offer Price or the Offer Size, the same will be notified to the public by way of a public announcement at any time prior to the commencement of the last three Working Days before the commencement of the Tendering Period, i.e. by October 7, 2016, in the same newspapers where the detailed public statement in relation to this Offer (the "**DPS**") was published. Such revised amount of the Offer Price would be payable for all the Equity Shares validly tendered anytime during the Tendering Period.
8. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size (as defined below), the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.
9. A copy of the public announcement in relation to this Offer (the "**PA**"), the DPS, and this Draft Letter of Offer is also available on the website of the Securities and Exchange Board of India ("**SEBI**") (www.sebi.gov.in).

MANAGER TO THE OFFER	**REGISTRAR TO THE OFFER**
EQUIRUS CAPITAL PRIVATE LIMITED SEBI Registration Number: INM000011286 12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013 Tel: +91-2243320600; Fax: +91-2243320601 Email:project.blueberry@equirus.com; Website: www.equirus.com Contact Person: Mr. Munish Aggarwal, Ms. Swati Chirania	**LINK INTIME INDIA PRIVATE LIMITED** SEBI Regn. No.: INR000004058 C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078 - India Tel.: +91 (022) 6171 5400; Fax: +91 (022) 2596 0329 E-mail Id: : m3globalfinance.offer@linkintime.co.in Contact Person: Mr. Ganesh Mhatre

TENTATIVE SCHEDULE OF ACTIVITIES RELATING TO THE OPEN OFFER	
Activity	**Schedule (Day and Date)**
Issue of Public Announcement	Thursday, August 18, 2016
Remittance of 100% consideration payable under the Open Offer	Tuesday, August 23, 2016
Date of publishing the DPS	Thursday, August 25, 2016
Last date for filing the draft Letter of Offer	Thursday, September 1, 2016
Last date for Competing Offers	Monday, September 19, 2016
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Open Offer)	Monday, September 26, 2016
Identified Date#	Wednesday, September 28, 2016
Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose name appear on the register of members on the Identified Date	Wednesday, October 5, 2016
Last date for upward revision of the Offer Price and/or the Offer Size	Friday, October 7, 2016
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Open Offer	Monday, October 10, 2016
Date of publication of advertisement containing announcement of the schedule of activities of this Open Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances	Thursday, October 13, 2016
Date of commencement of tendering period (Offer Opening Date)	Friday, October 14, 2016
Date of closure of tendering period (Offer Closing Date)	Friday, October 28, 2016
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company whose equity shares have been rejected / accepted in this Open Offer	Tuesday, November 15, 2016
Last date for issue of post-offer advertisement	Tuesday, November 22, 2016
Last date for submission of the final report with SEBI	Tuesday, November 22, 2016

 # Date falling on the 10th Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be dispatched. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer at any time during the Tendering Period

RISK FACTORS

The risk factors set forth below pertain to this Offer, the Acquirer and the PACs and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a Public Shareholder in this Offer, but are merely indicative. Public Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors for understanding and analyzing all risks associated with respect to their participation in this Offer. For capitalized terms used herein, please refer to the section on Definitions and Abbreviations set out below.

A. Risk relating to the underlying transaction

1. In accordance with the terms and conditions of the Share Purchase Agreements, the closing of the transactions under the Share Purchase Agreements are conditional upon the fulfillment of the conditions set out therein. In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if such conditions precedent are not fulfilled for reasons beyond the reasonable control of the Acquirer and/or the PACs, and any of the Share Purchase Agreements is rescinded, the Acquirer and PACs shall have the right to withdraw this Offer.

2. The underlying transaction is subject to completion risks as would be applicable to similar transactions.

B. Risks relating to this Offer

1. The Offer is an open offer under the SEBI (SAST) Regulations to acquire not more than 26% of the Emerging Share Capital of the Target Company, as of the 10^{th} (tenth) Working Day from the closure of the Tendering Period, from the Public Shareholders. In the event the Offer is over-subscribed, acceptance will be on a proportionate basis and will be contingent upon the level of subscription. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for the Offer.

2. As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer and the PACs, other than the following statutory approvals, there are no other statutory approvals required by the Acquirer and/or the PACs to complete this Offer:

   (a) <u>Approval from Reserve Bank of India</u>: The transactions contemplated under the Share Purchase Agreements involve: (a) acquisition of control of the Target Company; (b) acquisition of more than 26% of the paid up share capital of the Target Company; and (c) change in the management of the Target Company, resulting in a change of more than 30% (thirty percent) of the directors of the Target Company, excluding independent directors. In order for the aforesaid transactions to be completed, prior approval of the Reserve Bank of India will have to be obtained by the Target Company, pursuant to the provisions of the Reserve Bank of India Circular - RBI/2015-16/122 DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 09, 2015. The Target Company has made an application with Reserve Bank of India for the aforementioned purposes on August 22, 2016, and is awaiting the approval.

   (b) <u>In-principle approval from stock exchanges</u>: In-principle approval from the stock exchanges for listing of the CCPS (as defined below) and Warrants (as defined below) to be issued to the Acquirer by the Target Company shall have been obtained by the Target Company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Approval of the shareholders of the Target Company: The approval of the shareholders of the Target Company for the issuance of CCPS and Warrants shall have been obtained.

In case any other approvals are required by the Acquirer and/or the PACs prior to the completion of the Offer, and for the completion of the underlying transaction pursuant to the Share Purchase Agreements, this Offer shall also be subject to such other approvals and the Acquirer, the PACs and/ or the Target Company (as applicable) shall make the necessary applications for such other approvals.

3. Any approvals required to be obtained by the shareholders of the Target Company who intend to participate in the Open Offer shall be obtained by the respective shareholders, and such shareholders shall provide all the necessary documents in relation to such approvals to the Acquirer. It is hereby clarified that the Acquirer and/ or PACs shall not be responsible for any approvals required to be obtained by the holders of Equity Shares as explained above.

4. In case of delay in receipt of any statutory approvals mentioned above or which may be required by the Acquirer and/or the PACs at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the delay in receipt of the requisite statutory approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for such delay at such terms and conditions as may be specified by SEBI.

5. Where the statutory approvals extend to some but not all of the Public Shareholders, the Acquirer and PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

6. Pursuant to Regulation 23 of the SEBI (SAST) Regulations, the Acquirer and the PACs have the right to withdraw the Offer if any of the conditions precedent stipulated in the Share Purchase Agreements is not met for reasons outside the reasonable control of the Acquirer and pursuant to which any of the Share Purchase Agreements is rescinded. Such conditions precedent include but are not limited to the following: (a) receipt of all the approvals mentioned through paragraphs 6.17.1 (a) to 6.17.2 of Section 6 of this Draft Letter of Offer (*Statutory and Other Approvals*); (b) increase in authorized share capital by the Target Company in accordance with applicable laws in order to enable the issuance of CCPS and Warrants to the Acquirer; (c) the Target Company having repaid all the loans provided to it by lenders and having obtained a no-dues certificate from each lender; and (d) the warranties provided by the Promoters, Selling Shareholders and the Target Company under the Share Purchase Agreements, as applicable, shall be true, accurate, complete and not misleading in all or any respect.

7. In the event of such a withdrawal of the Offer, the Acquirer and the PACs (through the Manager) shall, within two Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with the SEBI (SAST) Regulations.

8. In the event that either: (a) there is any litigation that leads to an injunction or stay on this Offer or restricts or restrains the Acquirer and/or the PACs from performing their obligations hereunder; or (b) SEBI instructs the Acquirer and/or the PACs not to proceed with this Offer, then, this Offer process may not proceed or may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not validly accepted in this Offer by the Acquirer and/or PACs, may be delayed.

9. The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer has up to 10 (ten) Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Offer.

10. The Public Shareholders who have lodged their acceptance to this Offer are not entitled to withdraw such acceptance during the Tendering Period even if the tender of the Equity Shares in this Offer is rejected and / or dispatch of consideration is delayed.

11. The tendered Shares will be held in trust by the Registrar to the Offer/Clearing Corporation until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares and Public Shareholders will not be able to trade in such Equity Shares held in trust by the Registrar to the Offer/Clearing Corporation that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer.

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

13. NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI or FIPB) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, QFIs and FIIs) had required any approvals (including from the RBI or FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves its right to reject such Equity Shares tendered in this Offer.

14. This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirer, the PAC or the Manager to the Offer to any new or additional registration requirements.

15. The Acquirer, the PACs and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and/or the PACs, excluding such information pertaining to the Target Company, which has been obtained from publicly available sources or provided or confirmed by the Target Company. Any person placing reliance on any other source of information will be doing so at his/her/its own risk.

16. This Offer is subject to completion risks as would be applicable to similar transactions.

C. Risks relating to the Acquirer and the PACs

1. The Acquirer and the PACs make no assurances with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.

2. The Acquirer and the PACs make no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.

3. The Acquirer, the PACs and the Manager to the Offer make no assurances with respect to the market price of the Equity Shares before, during or after this Offer and expressly disclaim their responsibility or obligation of any kind with respect to any decision by any Public Shareholder on whether to participate or not to participate in this Offer.

4. All validly tendered Equity Shares under the Offer shall be acquired by the Acquirer subject to applicable laws. The consideration payable for the Equity Shares accepted under the Offer shall be paid by the Acquirer and/or PACs, and therefore all the financial obligations under the Offer shall be met by the Acquirer and/ or PACs.

5. The acquisition of Equity Shares pursuant to the Offer, together with the Share Purchase Agreements, may result in public shareholding in the Target Company falling below the level required for continued listing as prescribed under the SEBI (Listing Obligations and Disclosure Requirements), 2015. If, pursuant to this Offer, the public shareholding in the Target Company falls below the Minimum Public Shareholding (as defined below), the Acquirer and the PACs hereby undertake that the public shareholding in the Target Company will be enhanced, in such manner and within the time period specified in the Securities Contract (Regulation) Rules, 1957, as amended (the "**SCRR**"), such that the Target Company complies with the Minimum Public Shareholding. However, any failure to comply with the aforesaid regulations could have an adverse effect on the price and tradability of the Equity Shares.

GENERAL

This Draft Letter of Offer together with the DPS that was published on August 25, 2016 and the PA dated August 18, 2016 in connection with the Offer, has been prepared for the purposes of compliance with the applicable laws and regulations of the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the delivery of this Draft Letter of Offer and/or the Letter of Offer, under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirer, the PACs and persons deemed to be acting in concert with the Acquirer, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirer, the PACs or any persons deemed to act in concert with the Acquirer are under any obligations to update the information contained herein at any time after this date.

The Letter of Offer shall be dispatched to all Public Shareholders whose name appears on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only. Accordingly, no such Public Shareholder may tender his, her or its Equity Shares in this Offer.

Persons in possession of this Draft Letter of Offer and/or the Letter of Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

CURRENCY OF PRESENTATION

- In this Draft Letter of Offer, all references to “Rs.”/“Rupees”/“INR” are to Indian Rupee(s).
- In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

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DEFINITIONS AND ABBREVIATIONS

Term	Definition
Acquirer	Information Interface India Private Limited, having its registered office at 51, Shobhana Basement, Sion (West), Mumbai, Maharashtra 400 022.
Board/Board of Directors	Board of directors of the Target Company.
BSE	BSE Limited.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identification Number.
Clearing Corporation	Clearing Corporation of Stock Exchanges.
Closure of the Tendering Period	The last day by which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, i.e., October 28, 2016.
Confirming Party	Mitul Shah.
Depositories	CDSL and NSDL.
DP	Depository Participant.
DPS/Detailed Public Statement	Detailed public statement dated August 25, 2016, in relation to this Offer published by the Manager to the Offer on behalf of the Acquirer and PACs.
Draft Letter of Offer/ DLoF	This draft letter of offer dated September 1, 2016.
Equity Shares/ Shares	Fully paid up equity shares of the Target Company, having a face value of INR 10 (Rupees Ten only) each.
Emerging Share Capital	Total voting equity capital of the Target Company on a fully diluted basis as of the tenth (10th) Working Day from the closure of the tendering period of the Offer, including fully paid up equity shares of the Target Company of face value of Rs. 10 (Rupees Ten only) each, to be issued upon full conversion of CCPS and Warrants to the Acquirer by the Target Company.
Escrow Account	A cash escrow account opened by the Acquirer in the name and style of "M3 Global Finance Open Offer Escrow Account" with the Escrow Bank, irrevocably and unconditionally empowering the Manager to the Offer to act in compliance with the SEBI (SAST) Regulations.
Escrow Amount	INR 9,25,60,000 (Rupees Nine Crores Twenty Five Lakhs and Sixty Thousand only).
Escrow Bank	ICICI Bank Limited, having its registered office at Landmark, Race Course Circle, Vadodara - 390 007, acting through its branch office located at ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai - 400 051.
Form of Acceptance-cum-Acknowledgement	The form of acceptance-cum-acknowledgment.
FY	Financial Year.
Identified Date	Wednesday, September 28, 2016 i.e. the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent.
Income Tax Act	Income Tax Act, 1961 and subsequent amendments thereto.
Letter of Offer/LoF	The letter of offer dated [●].
Manager to the Offer	Equirus Capital Private Limited.
NRI	Non-Resident Indian, as defined under the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
Offer/ Open Offer	This open offer, which is being made by the Acquirer along with the PACs to the Public Shareholders of the Target Company for acquiring up to 9,256,000 Equity Shares, representing 26% of the Emerging Share Capital.
Offer Period	The period between the date of PA and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer is made or the date on which this Offer is withdrawn, as the case may be.
Offer Price	Price of INR 10 per Equity Share.
Offer Size	Up to 9,256,000 Equity Shares, representing 26% of the Emerging Share Capital.

PA/Public Announcement	Public announcement dated August 18, 2016, issued by the Manager to the Offer on behalf of the Acquirer and the PACs, in relation to this Offer.
PAC 1	Mr. Amit Rajpal residing at House 2, Abergeldie, 52 Plantation Rd, Hong Kong.
PAC 2	Mr. Makarand Ram Patankar residing at 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022.
PAC 3	Mr. Gaurav Makarand Patankar residing at 389 Washington Street, Jersey City, New Jersey, United States of America.
PAC 4	Mrs. Jayashree Makarand Patankar residing at 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022.
PACs	PAC 1, PAC 2, PAC 3 and PAC 4 together.
PAN	Permanent Account Number.
Promoters	Mr. Manish Shah and Mrs. Sejal Shah.
Public Shareholders	All the public shareholders of the Target Company excluding the parties to the Share Purchase Agreements triggering this Offer, and the persons acting in concert or deemed to be acting in concert with the Acquirer, including the PACs.
RBI	Reserve Bank of India.
Registrar to the Offer	Link Intime India Private Limited, having its registered office at C-13, Kantilal Maganlal Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, India.
Rs./Rupees/INR	Indian Rupees.
SCRR	Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto.
SEBI	Securities Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
Selling Shareholders	Mr. Lalit Labhshankar Pandya, Mr. Umang Khetan, Mr. Khushal Pravin Khimasiya, Mrs. Anju Agarwal and Mr. Jyot Dhirajlal Khimasia.
Share Purchase Agreements	SPA 1 and SPA 2.
SPA 1	Share purchase agreement between the Acquirer, the Target Company, Promoters and Confirming Party dated August 18, 2016.
SPA 2	Share purchase agreement between the Acquirer, the Target Company and Selling Shareholders dated August 18, 2016.
Stock Exchanges	Stock exchanges where Equity Shares of the Target Company are listed. The Equity Shares are listed on the BSE (Scrip Code: 538772) under the ISIN: INE480D01010 and are listed on other regional exchanges such as the Delhi Stock Exchange, Jaipur Stock Exchange, Ahmedabad Stock Exchange and Madhya Pradesh Stock Exchange. However, exit orders have been passed with respect to the Jaipur Stock Exchange and Madhya Pradesh Stock Exchange in 2015 and the Delhi Stock Exchange has been derecognized in 2014. Currently, we understand that the Ahmedabad Stock Exchange has also applied for voluntary exit.
Target Company	M3 Global Finance Limited having its registered office at 152, Narayan Dhuru Street, 2nd Floor, Room No. 24, Mumbai, Maharashtra 400 003, India.
Tendering Period	Period commencing from Friday, October 14, 2016 and closing on Friday, October 28, 2016 (both days inclusive) or such other revised period pursuant to the SEBI (SAST) Regulations.
Working Day	A working day for SEBI in Mumbai.

Note: *All terms beginning with a capital letter used in this Draft Letter of Offer, and not specifically defined herein, shall have the meanings ascribed to them in the SEBI (SAST) Regulations.*

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THERETO. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF M3 GLOBAL FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PACs OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND THE PACs DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, EQUIRUS CAPITAL PRIVATE LIMTED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 1, 2016 TO SEBI IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THERETO. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER OR THE PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THIS OFFER

2.1. Background to this Offer

2.1.1. This Open Offer is being made by the Acquirer and the PACs to the Public Shareholders of the Target Company in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations as a result of the Share Purchase Agreements pertaining to the direct acquisition of Equity Shares of the Target Company and change in control of the Target Company.

2.1.2. On August 18, 2016, the Acquirer had entered into the Share Purchase Agreements and the salient features of the Share Purchase Agreements are as follows:

a) The Acquirer has agreed to acquire the Equity Shares from the Promoters and Selling Shareholders in two tranches, as per the following structure: (i) First Tranche: 637,200 Equity Shares of the Target Company representing 1.8% of the Emerging Share Capital shall be purchased by the Acquirer from the Promoters as per SPA 1, and 298,800 Equity Shares of the Target Company representing 0.8% of the Emerging Share Capital shall be purchased by the Acquirer from the Selling Shareholders as per SPA 2 ("**Tranche I**" and the Equity Shares acquired in Tranche I shall be hereinafter referred to as "**Tranche I Shares**"); (ii) Second Tranche: After taking into account the acquisition made by the Acquirer under the Open Offer, the Acquirer will, as per the terms of Share Purchase Agreements, further acquire Equity Shares (if required) in the second tranche ("**Tranche II**") to such extent that, together with the Tranche I Shares and the Open Offer Shares, the Acquirer's equity shareholding in the Target Company is the lower of: (x) 75% (seventy five); or (y) any shareholding below 75% (seventy five per cent) pursuant to purchase of all the Equity Shares of the Promoters and the Selling Shareholders under Share Purchase Agreements respectively.

b) The Acquirer will additionally subscribe to 25,00,000 (Twenty Five Lakhs) compulsorily convertible preference shares each having a face value of INR 10 (Rupees Ten only) ("**CCPS**") and 2,95,00,000 (Two Crores and Ninety Five Lakhs) convertible warrants each having a face value of INR 10 (Rupees Ten only) ("**Warrants**"), issued by the Target Company to the Acquirer.

c) As mentioned above, this Offer has been triggered upon the execution of the Share Purchase Agreements. The Offer and the underlying transaction pursuant to the Share Purchase Agreements are also subject to fulfillment of all the conditions precedent mentioned in the Share Purchase Agreements. Pursuant to Regulation 23 of the SEBI (SAST) Regulations, the Acquirer and the PACs have the right to withdraw the Offer if any condition precedent stipulated in the Share Purchase Agreements ("**Conditions Precedent**") is not met for reasons outside the reasonable control of the Acquirer and pursuant to which any of the Share Purchase Agreements are rescinded. Such Conditions Precedent include but are not limited to the following: (w) receipt of all the approvals mentioned through paragraphs 6.17.1 (a) to 6.17.2 of Section 6 of this Draft Letter of Offer (*Statutory and Other Approvals*); (x) increase in authorized share capital by the Target Company in accordance with applicable laws in order to enable the issuance of CCPS and Warrants to the Acquirer; (y) the Target Company having repaid all the loans provided to it by lenders and having obtained a no-dues certificate from each lender; and (z) the warranties provided by the Promoters, Selling Shareholders and the Target Company under the Share Purchase Agreements, as applicable, shall be true, accurate, complete and not misleading in all or any respect.

d) From the date of execution of the Share Purchase Agreements, i.e. August 18, 2016, until the completion of all the transactions (including purchase of Shares in Tranche II, if any) contemplated under the Share Purchase Agreements, except as expressly permitted under the Share Purchase Agreements or with the prior written consent of the Acquirer, the Target Company shall be obligated to:

    i. carry on the business only in the ordinary course of business and not enter into any other line of business separate from the business carried out by the Target Company;

    ii. ensure compliance with all applicable laws relating to the business;

    iii. not allot or issue any securities or other rights to purchase or otherwise acquire any securities;

    iv. not declare any dividend, including any interim dividend with respect to any share capital of the Target Company;

    v. not undertake any indebtedness;

    vi. not pay any bonuses or advances against salaries, or make any other cash payments or other distributions to any person other than in the ordinary course of business;

    vii. not modify, amend or terminate any contract, agreement or arrangement to which the Target Company is a party;

    viii. not sell any of its assets, or merge or consolidate with, or agree to merge or consolidate with, or purchase any or all of the assets of, or otherwise acquire, any business, business organization or division thereof, or any other person;

ix. not pass any resolution of the shareholders or board of directors of the Target Company, which is inconsistent with any provision of, or transactions contemplated under, the Share Purchase Agreements;

x. not alter the number of directors on the board of directors of the Target Company or appoint any additional directors on the board of the Target Company;

xi. not enter into any settlement or compromise of any legal proceedings or claims;

xii. not make any adjustments or modification to the terms of any related party contracts under which the Target Company is a party or enter into any new agreement with any related party of the Target Company;

xiii. not initiate liquidation, bankruptcy or winding up proceedings of the Target Company in any manner whatsoever;

xiv. not undertake buy-back of Equity Shares or any other action resulting in a change of the capital structure of the Target Company;

xv. not incur any capital expenditure or any other expenditure in excess of INR 1,00,000 (Rupees One Lakh only);

xvi. not make any changes to the tax or accounting policies, procedure or practices of the Target Company;

xvii. not undertake any fresh investments in any assets that may include equity, debt, convertible instruments, derivatives, commodities, real estate and other such assets;

xviii. not make any amendments to the memorandum of association or articles of association of the Target Company; and

xix. not agree or otherwise commit to take any of the actions described in the foregoing paragraphs 2.1.2 (d) (i) through 2.1.1 (d) (xviii).

e) Upon consummation of the transactions contemplated in the Share Purchase Agreements, the Acquirer and the PACs will also acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company in accordance with the provisions of Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As such, this Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations. The Share Purchase Agreements sets forth the terms and conditions agreed between the Sellers and the Acquirer, and their respective rights and obligations.

2.1.3. The underlying transactions which have triggered the Open Offer are as follows:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	**Mode of Transaction (Agreement/ Allotment/ Market Purchase)**	**Shares/ Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares/ Voting rights acquired (Rs.)[(2)]**	**Mode of Payment (Cash/ Securities)**	**Regulation which has been triggered**
		Number	**% vis-à-vis total voting capital[(2)]**			
Direct Acquisition.	Agreement: (i) SPA 1 executed on August 18, 2016 between the Acquirer, Target Company, Promoters and the Confirming Party. (ii) SPA 2 executed on August 18, 2016 between the Acquirer, Target Company and Selling Shareholders.	Agreement: Acquisition of up to 936,000 Equity Shares from the Promoters and the Selling Shareholders in Tranche I, and acquisition of additional Equity Shares as contemplated in Tranche II depending upon the Equity Shares validly tendered and accepted in the Open Offer, in accordance with the terms and conditions of the Share Purchase Agreements.	Agreement: Acquisition of up to 2.6% of the Emerging Share Capital of the Target Company from the Promoters and Selling Shareholders in Tranche I, and acquisition of additional Equity Shares as contemplated in Tranche II depending upon the Equity Shares validly tendered and accepted in the Open Offer, in accordance with the terms and conditions of the Share Purchase	Agreement: INR 3,759,480 for acquisition of 1.8% of the Emerging Share Capital of the Target Company as per SPA 1 and INR 1,762,920 for acquisition of 0.8% of the Emerging Share Capital of the Target Company as per SPA 2 for Tranche I. Additional consideration of upto INR 2,855,720 for 1.0% of the Emerging Share Capital of the Target Company as per SPA 1 and upto INR 1,832,240 for 0.6% of the Emerging Share Capital of the Target Company as per SPA 2 for Tranche II depending on the Equity Shares validly tendered and accepted in the Open Offer.	Cash.	Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

	Allotment: Preferential issue of CCPS and Warrants to the Acquirer by the Target Company.	Allotment: Acquisition of CCPS and Warrants.	Agreements. Allotment: Acquisition of 89.9% of the Emerging Share Capital on a fully diluted basis.	Allotment[1] INR 2,50,00,000 (Rupees Two Crores and Fifty Lakhs only) for acquisition of CCPS representing 7.0% of the Emerging Share Capital of the Target Company and INR 29,50,00,000 (Rupees Twenty Nine Crores and Fifty Lakhs only) for acquisition of Warrants[3] representing 82.9% of the Emerging Share Capital of the Target Company.		

Notes:

(1) *The Acquirer intends to convert the CCPS and Warrants in such a manner so as to ensure compliance with Maximum Permissible Non-Public Shareholding (as defined in the SEBI (SAST) Regulations) requirements. If the Acquirer's shareholding in the Target Company after the completion of the transactions contemplated in this Draft Letter of Offer exceeds the Maximum Permissible Non-Public Shareholding, then the Acquirer would be under a statutory obligation to reduce the shareholding to the permissible limits under applicable law.*

(2) *The calculations in the above table are based on the Emerging Share Capital of the Target Company as on the date of this Draft Letter of Offer.*

(3) *The total consideration payable for acquisition of Warrants is INR 29,50,00,000 (Rupees Twenty Nine Crores and Fifty Lakhs only), wherein 25% (Twenty Five Percent) of such total consideration shall be payable upfront at the time of allotment. The remaining 75% (Seventy Five Percent) consideration shall be payable at the time of conversion of the Warrants to Equity Shares.*

2.1.4. Neither the Acquirer nor any of the PACs have been prohibited by SEBI from dealing in securities in terms of any directions issued under Section 11B of the SEBI Act or under any other applicable regulations made under the SEBI Act.

2.1.5. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board shall constitute a committee of independent directors to provide their written reasoned recommendation on the Offer to the Public Shareholders and such recommendations shall be published at least two Working Days before the commencement of the Tendering Period in the same newspapers where the DPS related to the Offer was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations. Simultaneously, a copy of such recommendations needs to be sent to SEBI, the Stock Exchanges and to the Manager to the Offer

2.2. **Details of the proposed Offer**

2.2.1. This Offer is an open offer being made by the Acquirer and PACs, jointly and severally, in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations and is being made as a result of proposed direct acquisition of Equity Shares by the Acquirer of the Target Company.

2.2.2. The PA announcing the Offer, in terms of Regulations 3(1), 3(2) and 4 read with Regulations 13, 14, 15(1) and other applicable regulations of the SEBI (SAST) Regulations, was released to the Stock Exchanges on August 18, 2016. The PA was filed with SEBI on August 19, 2016.

2.2.3. Subsequently, the Acquirers and the PACs published the DPS in accordance with Regulations 3(1), 3(2) and 4 read with Regulations 13(4), 14, 15(2) on August 25, 2016 in the following newspapers:

NEWSPAPER	LANGUAGE	EDITIONS
Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai edition

2.2.4. A copy of the DPS was also sent to SEBI, the BSE and the Target Company at its registered office. The DPS is also available on the SEBI website: *www.sebi.gov.in*.

2.2.5. This Offer is being made by the Acquirer and PACs to all the Public Shareholders of the Target Company, for the acquisition of up to a maximum of 9,256,000 (Nine Million Two Hundred and Fifty Six Thousand) Shares, representing 26% (twenty six per cent) of the Emerging Share Capital of the Target Company at the Offer Price, to be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS and this Draft Letter of Offer.

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

2.2.7. The calculation of Emerging Share Capital of the Target Company and the Offer Size is as below:

Particulars	Number of Shares (on a fully diluted basis)
Shares outstanding as on the date of PA	3,600,000
Add:	
CCPS	2,500,000
Warrants	29,500,000
Emerging Share Capital	**35,600,000**
Offer size (26% of the Emerging Share Capital)	**9,256,000**

2.2.8. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There have been no competing offers as of the date of this Draft Letter of Offer.

2.2.9. There is no differential price being offered for the Shares tendered in the Offer.

2.2.10. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations. Shares up to 9,256,000 (Nine Million Two Hundred and Fifty Six Thousand), validly tendered in the Offer by the Public Shareholders will be acquired by the Acquirers, in accordance with the terms and conditions contained in the DPS and this Draft Letter of Offer.

2.2.11. The Acquirer and/or the PACs will acquire only such Equity Shares that are fully paid up, free from all liens, charges and encumbrances and the Equity Shares shall be acquired together with all the rights and interests attached thereto, including all rights to dividend, bonus thereon.

2.2.12. The Acquirers and/or the PACs have not acquired any Shares since the date of the PA and up to the date of this Draft Letter of Offer.

2.2.13. As per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Rules 19(2) and 19A of the SCCR, the Target Company is required to maintain at least 25% (twenty five per cent) public shareholding **(**the **"Minimum Public Shareholding"),** as determined in accordance with SCRR, on a continuous basis for listing. The Acquirer intends to convert the CCPS and Warrants in such a manner so as to ensure compliance with Maximum Permissible Non-Public Shareholding (as defined in the SEBI (SAST) Regulations) requirements. If the Acquirer's shareholding in the Target Company after the completion of the transactions contemplated in this Draft Letter of Offer exceeds the Maximum Permissible Non-Public Shareholding, then the Acquirer would be under a statutory obligation to reduce the shareholding to the permissible limits under applicable law.

2.3. **Object of the Acquisition/ Offer**

2.3.1. The Acquirer and PACs have significant experience in the financial services industry and intend to leverage their experience to expand the lending business of the Target Company. The acquisition of Equity Shares pursuant to the Share Purchase Agreements along with the subscription of CCPS and Warrants will give the Acquirer significant ownership as well as management control over the Target Company which will, in turn, assist the Acquirer to grow the business of the Target Company.

2.3.2. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and the PACs do not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of the Target Company in the succeeding two years from the completion of this Offer, except in the ordinary course of business. The Acquirer and the PACs undertake that they will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of the Target Company other than in the ordinary course of business, except with the prior approval of the shareholders of the Target Company through a special resolution, passed by way of postal ballot during the succeeding two years from the completion of this Offer.

3. BACKGROUND OF THE ACQUIRER AND PACs

3.1. Acquirer

3.1.1. The Acquirer is a private limited company and was incorporated on December 29, 2000 under the Companies Act, 1956 with the CIN U72200MH2000PTC130244. The name of the Acquirer has never been changed since the date of its incorporation.

3.1.2. The Acquirer is engaged in the principal activity of providing cash management services to various financial institutions.

3.1.3. The registered office of the Acquirer is located at 51, Shobhana Basement, Sion (West), Mumbai, Maharashtra 400 022.

3.1.4. The Acquirer does not belong to any group or group companies.

3.1.5. The issued and paid up equity share capital of the Acquirer is INR 1,10,000 (Rupees One Lakh and Ten Thousand only) comprising of 11,000 equity shares of face value of INR 10 (Rupees Ten only) per equity share. Further, Mr. Amit Rajpal has agreed to subscribe to 7,944 equity shares of the Acquirer against which allotment of shares is pending. Post allotment of the aforesaid shares, Mr. Makarand Ram Patankar, Mrs. Jayashree Makarand Patankar and Mr. Amit Rajpal will be the principal shareholders of the Acquirer. The shareholding pattern of the Acquirer, as on the date of this DLoF, is as under:

ISSUED AND PAID UP SHARE CAPITAL		
Shareholder	**Prior to allotment of shares**	**Post allotment of shares**
Makarand Ram Patankar	36.36%	21.11%
Jayashree Makarand Patankar	63.64%	36.95%
Amit Rajpal	0.00%	41.93%
Total	**100.00%**	**100.00%**

3.1.6. The shareholding pattern of the Acquirer as on the date of this Draft Letter of Offer is as follows:

Sr. No.	Shareholder’s Category	No. of Equity Shares	% of shareholding
1.	Promoters	11,000	100%
2.	FII/Mutual Funds/FIs/Bank	Nil	Nil
3.	Public	Nil	Nil
	Total Paid up Capital	**11,000**	**100%**

3.1.7. Names, details of experience, qualifications and date of appointment of directors on the board of directors of the Acquirer, are as follows:

Sl. No.	**Name of Director, DIN and Designation**	**Experience**	**Qualification**	**Date of Appointment**
1.	Name: Mr. Makarand Ram Patankar DIN: 01584128 Designation: Director	Over 40 years of experience across financial services, logistics and pharmaceuticals industries. Founding member of Information Interface India Private Limited	B.Sc. (Hons.) in Chemistry and an MBA from the University of Pune	29/12/2000
2.	Name: Mrs. Jayashree Makarand Patankar DIN: 01584092 Designation: Director	More than three decades of experience as a teaching professional	M.Sc. in Physics from the University of Pune	29/12/2000
3.	Name: Mr. Amit Rajpal DIN: 07557866 Designation: Director	Partner and Portfolio Manager at a global asset management firm with more than 15 years of experience in the financial services industry.	B.Com from Mumbai University and Post Graduate Diploma in Business Management from IIM Calcutta	12/08/2016

3.1.8. The Equity Shares of the Acquirer are not listed on any stock exchanges.

3.1.9. As of the date of this Draft Letter of Offer, neither the Acquirer, nor any of its directors and key employees have any interest in the Target Company except for the transactions detailed in Section 2.1 (*Background to the Offer*) of this Draft Letter of Offer which have triggered this Offer. Further, there are no directors representing the Acquirer on the board of directors of the Target Company.

3.1.10. The Acquirer has not been prohibited by SEBI, from dealing in securities pursuant to the terms of any directions issued under section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or under any regulations made under the SEBI Act.

3.1.11. Since the Acquirer has never owned any Equity Shares of the Target Company for the past 10 years, the provisions with regard to disclosures under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the provisions with regard to disclosures under Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer.

3.1.12. <u>Financial Information of Acquirer</u>: The financial information set forth below has been extracted from the audited consolidated financial statements of Acquirer as at and for the financial years ended March 31, 2014, March 31, 2015 and March 31, 2016.

All figures in INR Lakhs

Profit & Loss Statement	FY 2016	FY 2015	FY 2014
	Amount	**Amount**	**Amount**
Income from operation	165.86	92.15	116.19
Other Income	61.98	37.67	20.62
Total Income	**227.85**	**129.82**	**136.81**
Total Expenditure	144.90	93.06	115.19
Profit Before Depreciation and Tax	82.95	36.75	21.62
Depreciation	7.83	3.08	3.55
Profit Before Tax	**75.12**	**33.68**	**18.07**
Tax Expense	(12.49)	(10.40)	(6.01)
Profit After Tax	**62.63**	**23.28**	**12.06**

All figures in INR Lakhs

Balance Sheet Statement	FY 2016	FY 2015	FY 2014
	Amount	**Amount**	**Amount**
Paid up share capital	1.10	1.10	1.10
Reserves and Surplus	294.47	231.83	208.56
Net worth	**295.57**	**232.93**	**209.66**
Secured loans	-	-	-
Unsecured loans	10.33	14.17	26.61
Long Term Provisions	-	0.02	0.02
Deferred Tax Liabilities	0.70	2.09	1.99
Total	**306.60**	**249.23**	**238.27**
Uses of funds			
Net fixed assets	25.51	32.86	35.09
Long Term Investments	-	-	-
Long Term Loans and Advances	0.46	3.74	16.06
Net current assets	280.63	212.63	187.12
Total miscellaneous expenditure not written off	-	-	-
Total	**306.60**	**249.23**	**238.27**

Note*: The financials are extracted from the audited annual financials of the Acquirer which are presented in absolute numbers and have been converted into INR lakhs. Any discrepancy in the above between the total and the sums of amount listed are due to rounding off.*

All figures in INR (unless otherwise highlighted)

Other Financial Data	FY 2016	FY 2015	FY 2014
	Amount	Amount	Amount
Dividend (%)	-	-	-
Earnings Per Share	569.40	211.61	109.65

3.1.13. The Acquirer does not have any contingent liabilities.

3.2. **PAC 1**

3.2.1. PAC 1 is a Non-Resident Indian residing at House 2, Abergeldie, 52 Plantation Rd, Hong Kong.

3.2.2. ***Relationship between the Acquirer and PAC 1***: Pursuant to an investment agreement dated July 19, 2016 ("**Investment Agreement**") between the Acquirer, PAC 1, PAC 2, PAC 3 and PAC 4, PAC 1 has paid share application money for allotment of 7,944 equity shares of the Acquirer and post allotment of such equity shares, PAC 1 will hold 41.93% of the issued and paid up share capital of the Acquirer. The aforesaid investment by PAC 1 into the Acquirer is made pursuant to Schedule 4 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and therefore, the same is deemed to be domestic investment (i.e. investment by residents of India).

3.2.3. PAC 1 is a Partner and Portfolio Manager at a global asset management firm with more than 15 years of experience in the financial services industry. PAC 1 holds a B.Com from Mumbai University, and has a PGDM from the IIM Calcutta.

3.2.4. The net worth of PAC 1 is more than INR 200 million as certified vide certificate dated June 10, 2016 by CA D.B. Kapadia (Membership no. 045818) of M/s. D.B. Kapadia & Co., Chartered Accountants (Firm Registration No. 112597W), having office at 509 Rewa Chambers, 31 Sir V. Thackersey Marg, (New Marine Lines), Mumbai – 400020; Tel. No.: (91) 022 2380 9983.

3.2.5. Since PAC 1 has never owned any Equity Shares of the Target Company in the past 10 years, the provisions with regard to disclosures under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the provisions with regard to disclosures under Chapter V of the SEBI (SAST) Regulations are not applicable to PAC 1.

3.2.6. PAC 1 does not hold any directorship in any listed company in India.

3.2.7. PAC 1 is a director of the Acquirer.

3.3. **PAC 2**

3.3.1. PAC 2 is a resident Indian residing at 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022.

3.3.2. ***Relationship with the Acquirer***: PAC 2 is a shareholder of the Acquirer currently holding 36.36% of the issued and paid up share capital of the Acquirer. Post allotment of shares to PAC 1 under the Investment Agreement, PAC 2 shall hold 21.11% of the issued and paid up share capital of the Acquirer.

3.3.3. PAC 2 is the father of PAC 3 and husband of PAC 4.

3.3.4. PAC 2 has over 40 years of experience across financial services, logistics and pharmaceuticals industries. PAC 2 is a Director of Information Interface India Private Limited.

3.3.5. PAC 2 holds a B.Sc. (Hons) in Chemistry and an MBA from the University of Pune.

3.3.6. The net worth of PAC 2 is more than INR 5 million as certified vide certificate dated August 24, 2016 by CA Vijay V. Rajwade (Membership no. 046344), having office at A-103/ 104, Varadlaxmi, Gokhale Road, Mulund (E), Mumbai - 400081; Tel. No.: (91) 022 2163 5822

3.3.7. Since PAC 2 has never owned any Equity Shares of the Target Company in the past 10 years, the provisions with regard to disclosures under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the provisions with regard to disclosures under Chapter V of the SEBI (SAST) Regulations are not applicable to PAC 2.

3.3.8. PAC 2 does not hold any directorship in any listed company in India.

3.3.9. PAC 2 is a director in the following companies:

a. Information Interface India Private Limited
b. Pioneer (Express Services) Private Limited
c. Fullstop Solutions Private Limited

3.4. **PAC 3**

3.4.1. PAC 3 is a Non-Resident Indian residing at 389 Washington Street, Jersey City, New Jersey, United States of America.

3.4.2. PAC 3 is the son of PAC 2 and of PAC 4 and is a person acting in concert for the purpose of the underlying transaction.

3.4.3. PAC 3 holds a senior executive position in a global asset management company. Prior to this, PAC 3 has held key executive positions at various financial organizations with a total experience of over 15 years in the industry.

3.4.4. The net worth of PAC 3 is more than INR 5 million as certified vide certificate dated August 24, 2016by CA Vijay V. Rajwade (Membership no. 046344), having office at A-103/ 104,Varadlaxmi, Gokhale Road, Mulund (E), Mumbai - 400081; Tel. No.: (91) 022 2163 5822

3.4.5. Since PAC 3 has never owned any Equity Shares of the Target Company in the past 10 years, the provisions with regard to disclosures under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the provisions with regard to disclosures under Chapter V of the SEBI (SAST) Regulations are not applicable to PAC 3.

3.4.6. PAC 3 does not hold any directorship in any company in India, including any listed company in India.

3.5. **PAC 4**

3.5.1. PAC 4 is a resident Indian residing at 51, Flat No. 10, Shobhana, Sion (West), Mumbai, Maharashtra- 400 022.

3.5.2. PAC 4 is a shareholder of the Acquirer currently holding 63.64% of the issued and paid up share capital of the Acquirer. Post allotment of shares to PAC 1 under the Investment Agreement, PAC 4 shall hold 36.95% of the issued and paid up share capital of the Acquirer.

3.5.3. PAC 4 is the mother of PAC 3 and wife of PAC 2.

3.5.4. PAC 4 has more than three decades of experience as a teaching professional. Over her teaching career, PAC 4 was also involved in administrative roles. PAC 4 holds a M.Sc. in Physics from the University of Pune.

3.5.5. The net worth of PAC 4 is more than INR 5 million as certified vide certificate dated August 24, 2016 by CA Vijay V. Rajwade (Membership no. 046344), having office at A-103/ 104, Varadlaxmi, Gokhale Road, Mulund (E), Mumbai - 400081; Tel. No.: (91) 022 2163 5822.

3.5.6. Since PAC 4 has never owned any Equity Shares of the Target Company in the past 10 years, the provisions with regard to disclosures under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and the provisions with regard to disclosures under Chapter V of the SEBI (SAST) Regulations are not applicable to PAC 4.

3.5.7. PAC 4 does not hold any directorship in any listed company in India.

3.5.8. PAC 4 is a director in the following companies:

a. Information Interface India Private Limited
b. Pioneer (Express Services) Private Limited
c. Fullstop Solutions Private Limited

4. BACKGROUND OF THE TARGET COMPANY

4.1. The Target Company was incorporated on February 1, 1988 with the name "Parmarth Financial Consultant Private Limited" under the Companies Act, 1956. Subsequently, by a fresh certificate of incorporation dated February 23, 1995, the name was changed to "Tibrewal Global Finance Private Limited". The Target Company was converted to a public company on March 2, 1995 and the name of the Target Company was consequently changed to "Tibrewal Global Finance Limited". After takeover by new management, through a fresh certificate of incorporation dated June 25, 2013, the name was changed to M3 Global Finance Limited.

4.2. The Target Company is registered with the Registrar of Companies, Mumbai, bearing CIN of L65910MH1988PLC239746. The registered office of the Target Company is 152, Narayan Dhuru Street, 2nd Floor, Room No. 24, Mumbai, Maharashtra 400 003.

4.3. The Target Company is a non-systemically important and non-deposit taking non-banking financial company ("**NBFC**") having registered with the Reserve Bank of India with the number B-13.02061. The main business of the Target Company is to make both long term and short term investment in quoted as well as unquoted shares besides advancing secured/unsecured long term and short term loans.

4.4. The Equity Shares are not currently suspended from trading on any of the stock exchanges.

4.5. The table below sets out the capital structure of the Target Company as of the date of this Letter of Offer:

PAID-UP EQUITY SHARES	NO OF SHARES/VOTING RIGHTS	% OF SHARES/VOTING RIGHTS
Fully paid-up equity shares	36,00,000	100%
Partly paid-up equity shares	NA	NA
Total paid-up equity shares	36,00,000	100%
Total voting rights	36,00,000	100%

4.6. The Equity Shares are listed on the BSE (Scrip Code: 538772) under the ISIN: INE480D01010 and are listed on other regional exchanges such as the Delhi Stock Exchange, Jaipur Stock Exchange, Ahmedabad Stock Exchange and Madhya Pradesh Stock Exchange. However, exit orders have been passed with respect to the Jaipur Stock Exchange and Madhya Pradesh Stock Exchange in 2015 and the Delhi Stock Exchange has been derecognized in 2014. Currently, we understand that the Ahmedabad Stock Exchange has also applied for voluntary exit. Based on the trading data available on the websites of the BSE, the Equity Shares of the Target Company are frequently traded on the BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations for the period commencing on August 1, 2015 and ending on July 31, 2016 i.e. for twelve calendar months preceding the month in which the PA is issued.

4.7. The Equity Shares of the Target Company are frequently traded on BSE within the meaning of the SEBI (SAST) Regulations. The entire issued, subscribed and paid up equity share capital of the Target Company is listed on the Stock Exchange. There are no locked-in shares of the Target Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

4.8. As on the date of this Draft Letter of Offer, there are currently no outstanding partly paid up Equity Shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

4.9. The details of the board of directors of the Target Company is as follows:

S. No.	Name of Director	Date of Appointment	Designation
1.	Manish Shah	07/05/2012	Whole Time Director
2.	Ravindra Kumar Agrawal	07/05/2012	Independent Non-executive Director
3.	Dhvani Contractor	13/08/2015	Independent Non-executive Director
4.	Mitul Shah	11/02/2016	Non-executive Director

4.10. The Target Company has not been involved in any merger, de-merger, spin-off or hiving off during the last three years.

4.11. Brief (consolidated) audited financials of the Target Company as of and for the financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 are provided below:

All figures in INR Lakhs

Profit & Loss Statement	FY 2016	FY 2015	FY 2014
	Amount	**Amount**	**Amount**
Income from operation	10.67	13.60	4.00
Other Income	-	-	-
Total Income	**10.67**	**13.60**	**4.00**
Total Expenditure	10.16	13.15	0.32
Profit Before Depreciation and Tax	0.51	0.44	3.68
Depreciation	-	-	-
Interest	-	-	-
Profit Before Tax	**0.51**	**0.44**	**3.68**
Tax Expenses	(0.15)	(0.13)	-
Profit After Tax	**0.36**	**0.31**	**3.68**

All figures in INR Lakhs

Balance Sheet Statement	FY 2016	FY 2015	FY 2014
	Amount	**Amount**	**Amount**
Sources of funds			
Paid up share capital	360.00	360.00	360.00
Reserves and Surplus	6.48	6.11	5.80
Net worth	**366.48**	**366.11**	**365.80**
Secured Loans	-	-	-
Unsecured loans	297.00	297.00	297.00
Total	**663.48**	**663.11**	**662.80**
Uses of funds			
Net fixed assets	-	-	-
Non-current investments	-	-	-
Net current assets	663.48	663.11	662.80
Total miscellaneous expenditure not written off	-	-	-
Total	**663.48**	**663.11**	**662.80**

***Note**: The financials are extracted from the audited annual financials of the Acquirer which are presented in absolute numbers and have been converted into INR lakhs. Any discrepancy in the above between the total and the sums of amount listed are due to rounding off.*

4.12. The shareholding pattern of the Target Company before and after the Offer is as follows:

Shareholder category	Shareholding & voting rights prior to the agreement / acquisition and Offer (A)		Shares / voting rights agreed to be acquired/sold under the SPAs (B)		Shares/voting rights to be acquired in this Offer (assuming full acceptances) (C)		Shareholding / voting rights after the acquisition and offer (A)+(B)+(C)=(D)	
	No.	%[1]	No.	%[2]	No.	%	No.	%
(1) Promoter group								
(a) Parties to the agreement	994,165	27.62%	(994,165)	(2.79%)	-	0.00%	356,965	1.00%
(b) Promoters other than (a) above	-	-	-	0.00%	-	0.00%	-	
Total 1 (a+b)	**994,165**	**27.62%**	**(994,165)**	**(2.79%)**	**-**	**-**	**356,965**	**1.00%**
(2) Acquirers								
(a) Main Acquirer	-	-	1,521,995	4.28%	2,078,005	5.84%	3,014,005	8.47%
(b) PACs	-	-	-	-	-	-	-	-
Amit Rajpal	-	-	-	-	-	-	-	-
Jayashree Patankar	-	-	-	-	-	-	-	-
Makarand Patankar	-	-	-	-	-	-	-	-
Gaurav Patankar	-	-	-	-	-	-	-	-
(c) CCPS / Warrants	-		32,000,000	89.89%	-	0.00%	32,000,000	89.89%
Total 2(a+b)	-	-	33,521,995	94.16%	2,078,005	5.84%	35,014,005	98.35%
(3)Parties to agreement other than (1)(a) & (2)	527,830	14.66%	(527,830)	(1.48%)	-	0.00%	229,030	0.64%
(4) Public (other than parties to agreement, Acquirers and PACs)								
(a) FIs/MFs/FIIs/Banks, SFIs[3]	-	0.00%	-	-	-	-	-	-
(b) Others	2,078,005	57.72%	-	-	(2,078,005)	(5.84%)	-	
Total 4 (a+b)	2,078,005	57.72%	-	0.00%	(2,078,005)	(5.84%)	-	0.00%
Grand Total (1+2+3)	**3,600,000**	**100.00%**					**35,600,000**	**100.00%**

Note:

1. *Percentages calculated on the basis of equity shares outstanding as on June 30, 2016.*
2. *Percentages calculated on the basis of Emerging Share Capital.*

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1. <u>Justification of Offer Price</u>.

5.1.1. The Offer is made pursuant to the execution of the Share Purchase Agreements for the direct acquisition of Equity Shares of the Target Company by the Acquirer.

5.1.2. The Equity Shares of the Target Company is listed on the BSE and also listed on other regional exchanges such as the Delhi Stock Exchange, Jaipur Stock Exchange, Ahmedabad Stock Exchange and Madhya Pradesh Stock Exchange. However, exit orders have been passed with respect to the Jaipur Stock Exchange and Madhya Pradesh Stock Exchange in 2015 and the Delhi Stock Exchange has been derecognized in 2014. Currently, we understand that the Ahmedabad Stock Exchange has also applied for voluntary exit.

5.1.3. The annualized trading turnover in the Equity Shares of the Target Company for BSE based on trading volume during the 12 calendar months prior to the month of the PA (1 August 2015 to 31 July, 2016) is as set forth below:

Stock Exchange	**Number of Equity Shares traded**	**Weighted average number of the total Equity Shares of the Target Company**	**Traded volume %**
BSE	*1,334,777*	*3,600,000*	*37.08%*

(Source: www.bseindia.com)

5.1.4. Based on the above, the Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of INR 10 (Rupees Ten Only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations being the highest of the following:

No	**Particulars**	**Price Per Share (Rs)**
1.	The highest negotiated price per Equity Share for acquisition under Share Purchase Agreements being the documents attracting the obligation of the Open Offer.	10.00 (***)
2.	The volume weighted average price paid or payable for acquisitions, whether by the Acquirers or by any of the PACs during the 52 (fifty two) weeks immediately preceding the date of the PA.	Not Applicable
3.	The highest price paid or payable for any acquisition whether by the Acquirers or by any of the PACs, during the 26 (twenty six) weeks immediately preceding the date of the PA.	Not Applicable
4.	The volume-weighted average market price of Shares for a period of 60 (sixty) trading days immediately preceding the date of the PA as traded on the BSE, being the stock exchange where the maximum volume of trading in the Shares was recorded during such period.	3.55*

* *Source: Certificate dated August 18, 2016 from Vijay V. Rajwade, Chartered Accountant, (Membership No. 046344)*

**** - the price at which the Acquirer has agreed to subscribe to each CCPS and Warrants is INR 10 (Rupees Ten only).*

5.1.5. The price and volume data of the Equity Shares on BSE, i.e. where the Equity Shares of are most frequently traded, for a period of 60 (sixty) trading days, immediately preceding the date of the PA, as per Regulation 8(2) of the SEBI (SAST) Regulations, are set forth below:

S. No	Date	Volume (No of Shares Traded)	Total Turnover (in Rs.)
1	17-Aug-16	5,145	36,180
2	16-Aug-16	24,730	1,74,730
3	12-Aug-16	4,850	34,099
4	11-Aug-16	11,520	75,162
5	10-Aug-16	4,625	32,385
6	09-Aug-16	10,248	71,922
7	08-Aug-16	2,975	19,992
8	05-Aug-16	1,235	7,904
9	04-Aug-16	1,559	9,977
10	03-Aug-16	5,225	32,238
11	02-Aug-16	1,000	5,880
12	01-Aug-16	175	980
13	29-Jul-16	5,390	28,782
14	28-Jul-16	750	4,005
15	27-Jul-16	1,230	6,568
16	26-Jul-16	16,700	88,844
17	25-Jul-16	60,725	3,07,483
18	22-Jul-16	7,255	35,060
19	21-Jul-16	1,380	7,012
20	20-Jul-16	12,850	68,090
21	19-Jul-16	9	48
22	18-Jul-16	300	1,602
23	15-Jul-16	300	1,566
24	14-Jul-16	318	1,659
25	13-Jul-16	1,511	7,565
26	12-Jul-16	570	2,680
27	11-Jul-16	1,450	6,612
28	08-Jul-16	700	3,045
29	07-Jul-16	50	198
30	04-Jul-16	1,545	6,376
31	01-Jul-16	1,398	5,624
32	30-Jun-16	1	3
33	29-Jun-16	1,000	3,870
34	28-Jun-16	90	315
35	27-Jun-16	85	299
36	24-Jun-16	2,540	8,913
37	23-Jun-16	45	156
38	22-Jun-16	105	358
39	21-Jun-16	135	449
40	20-Jun-16	49,450	1,57,742
41	17-Jun-16	1,050	3,192
42	15-Jun-16	25	72

S. No	Date	Volume (No of Shares Traded)	Total Turnover (in Rs.)
43	14-Jun-16	97,200	2,90,628
44	13-Jun-16	30	88
45	10-Jun-16	1,36,843	3,87,265
46	09-Jun-16	68,325	1,90,624
47	07-Jun-16	1,010	2,936
48	06-Jun-16	35,550	98,504
49	03-Jun-16	1,84,854	5,07,963
50	02-Jun-16	250	661
51	01-Jun-16	50	137
52	31-May-16	25	72
53	30-May-16	25	72
54	26-May-16	100	288
55	25-May-16	210	571
56	24-May-16	2,035	5,329
57	23-May-16	2,162	5,890
58	20-May-16	15,055	39,143
59	19-May-16	1,000	2,520
60	18-May-16	500	1,200
Total		**(A) 7,87,468**	**(B) 27,93,528**
Volume Weighted Average Market Price (Total turnover divided by total traded Equity Shares) (A) / (B)		**3.55**	

5.1.6. In view of the various parameters considered and presented in the table in paragraph 5.1.4 above, the Offer Price of INR 10 (Rupees Ten only) per Equity Share, being the highest of the prices mentioned above, is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

5.1.7. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. (*Source: www.bseindia.com*)

5.1.8. As on date of this Draft Letter of Offer, there has been no revision in the Offer Price or Offer Size. If there is any revision in the Offer Price on account of future purchases/competing offers, such revision will be done only up to the period prior to 3 (three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) and Regulation 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increases to the escrow amounts; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, Stock Exchanges and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Public Shareholders whose Equity Shares are accepted under the Open Offer.

5.1.9. In the event of acquisition of the Equity Shares of the Target Company by the Acquirers and/or the PACs during the Offer period or during the period of twenty six weeks after the closure of Tendering 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 the highest price paid for such acquisition in terms of Regulation 8 of the SEBI (SAST) Regulations. However, the Acquirers and/or the PACs shall not acquire any Equity Shares of the Target Company after the 3rd Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.

5.2. **Financial Arrangements**.

5.2.1. The maximum funding requirement for the Open Offer, i.e., for the acquisition of 9,256,000 Equity Shares at the Offer Price of INR 10 (Rupees Ten only) each is INR 9,25,60,000 (Rupees Nine Crores Twenty Five Lakhs and Sixty Thousand only), assuming full acceptance of the Open Offer.

5.2.2. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement dated August 18, 2016 with the Escrow Bank in terms of which the Acquirer and the PACs have opened an open offer Escrow Account with the Escrow Bank. Further, the Acquirer has deposited the Escrow Amount into the Escrow Account, being an amount equal to 100% of the consideration payable under the Open Offer (assuming full acceptance of the Open Offer). The cash deposit has been confirmed by the Escrow Bank through a letter dated August 29, 2016. Consequently, in terms of Regulation 22(2) and Regulation 24(1) of the SEBI (SAST) Regulations, after the expiry of 21 Working Days from the date of DPS, the Acquirer proposes to do any/ all of the following, subject to receipt of requisite statutory/ other approvals (explained subsequently): (i) purchase the Tranche I Shares; (ii) subscribe to CCPS and Warrants; and (iii) appoint its nominees as directors on the board of directors of the Target Company. The Manager to the Offer has been duly authorized to operate and realize the value of the aforesaid Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.3. The Acquirer together with PACs have confirmed that they have adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Open Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

5.2.4. In case of any upward revision in the Offer Price or the size of this Open Offer, the Escrow Amount shall be increased by the Acquirer in terms of Regulation 17(2) and Regulation 18 (5) of the SAST Regulations.

5.2.5. Vijay V. Rajwade, Chartered Accountant, (Membership No. 046344), has *vide* certificate dated August 24, 2016 certified that adequate and firm financial resources are available with the Acquirer together with the PACs to enable them to fulfill their financial obligations under the Open Offer.

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

6. TERMS AND CONDITIONS OF THE OFFER

6.1. This Offer is being made by the Acquirer and the PACs to all the Public Shareholders: (i) whose names appear in the register of members of the Target Company as of the close of business of the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. October 28, 2016 but who are not the registered Public Shareholders.

6.2. This Offer is an open offer being made by the Acquirer and PACs, jointly and severally, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations and is being made as a result of proposed direct acquisition of Equity Shares by the Acquirer and PACs, of the Target Company pursuant to the Share Purchase Agreements.

6.3. This Offer is being made by the Acquirer and PACs to all the Public Shareholders of the Target Company, for the acquisition of up to a maximum of 9,256,000 (Nine Million Two Hundred and Fifty Six Thousand) Shares, representing 26% (twenty six per cent) of the Emerging Share Capital of the Target Company at the Offer Price. The Offer Price will be paid in cash in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

6.4. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.

6.5. This Offer is not a competing offer under Regulation 20 of the SEBI (SAST) Regulations.

6.6. As on date of this DLoF, there has been no revision in the Offer Price or Offer Size. If there is any revision in the Offer Price on account of future purchases/competing offers, such revision will be done only up to the period prior to 3 (three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) and Regulation 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increases to the escrow amounts; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, Stock Exchanges and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Public Shareholders whose Equity Shares are accepted under the Open Offer.

6.7. The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms and conditions of this Offer.

6.8. Accidental omission to dispatch the Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Public Shareholder shall not invalidate this Offer in any way. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of closing of Tendering Period. Alternatively, the Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, *www.sebi.gov.in*, and the Public Shareholders can also apply by downloading such forms from the website.

6.9. Each Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.

6.10. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances. The Acquirer / PAC shall acquire the Equity Shares that are validly accepted in this Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereon.

6.11. The acceptance of this Offer is entirely at the discretion of the Public Shareholders. The Acquirer / PAC will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Public Shareholders are advised to adequately safeguard their interests in this regard.

6.12. The acceptance of this Offer must be unconditional, absolute and unqualified and should be sent with the attached Form of Acceptance-cum-Acknowledgement duly filled in (for Public Shareholder(s) holding Equity Shares in physical mode), signed by the Public Shareholder(s), which should be received by the Registrar to the Offer/Clearing Corporation not later than two days from the date of Closure of the Tendering Period. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by a Public Shareholder, the Manager to the Offer and the Acquirer/PAC reserve the right to reject the acceptance of this Offer by such Public Shareholder.

6.13. The Public Shareholders who have accepted this Offer by tendering their Equity Shares and requisite documents in terms of the PA, the DPS and the Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Offer.

6.14. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size (as defined below), the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.

6.15. To the best of the knowledge of the Acquirer and the PACs, there are no Equity Shares which are subject to any lock-in conditions. In any event, there shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares in the Offer.

6.16. Incomplete Forms of Acceptance-cum-Acknowledgement, if applicable, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the Equity Shares tendered are liable to be rejected.

6.17. **Statutory Approvals**.

6.17.1. As of the date of this DLoF, to the best knowledge of the Acquirer and the PACs, there are no other statutory approvals required by the Acquirer and/or the PACs to complete this Offer other than the following:

(a) Approval from Reserve Bank of India: The transactions contemplated under the Share Purchase Agreements involve: (a) acquisition of control of the Target Company; (b) acquisition of more than 26% of the paid up share capital of the Target Company; and (c) change in the management of the Target Company, resulting in a change of more than 30% (thirty percent) of the directors of the Target Company, excluding independent directors. In order for the aforesaid transactions to be complete, prior approval of the Reserve Bank of India will have to be obtained by the Target Company, pursuant to the provisions of the Reserve Bank of India Circular - RBI/2015-16/122 DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 09, 2015. The Target Company has made an application with Reserve Bank of India for the same on August 22, 2016.

(b) In-principle approval from stock exchanges: In-principle approval from the stock exchanges for listing of the CCPS and Warrants to be issued to the Acquirer by the Target Company shall have been obtained by the Target Company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Approval of the shareholders of the Target Company: The approval of the shareholders of the Target Company for the issuance of CCPS and Warrants shall have been obtained.

6.17.2. In case any other approvals are required by the Acquirer and/or the PACs prior to the completion of the Open Offer, and for the completion of the underlying transactions pursuant to the Share Purchase Agreements, this Open Offer shall also be subject to such other approvals and the Acquirer, PACs and/or the Target Company, as applicable, shall make the necessary applications for such other approvals.

6.17.3. Any approvals required to be obtained by the shareholders of the Target Company who intend to participate in the Open Offer shall be obtained by the respective shareholders, and such shareholders shall provide all the necessary documents in relation to such approvals to the Acquirer. It is hereby clarified that the Acquirer/ PACs shall not be responsible for any approvals required to be obtained by the holders of Equity Shares as explained above.

6.17.4. In case of delay in receipt of any statutory approvals mentioned above or which may be required by the Acquirer and/or the PACs at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the delay in receipt of the requisite statutory approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for such delay at such terms and conditions as may be specified by SEBI.

6.17.5. Where the statutory approvals extend to some but not all of the Public Shareholders, the Acquirer and PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.

6.17.6. Pursuant to Regulation 23 of the SEBI (SAST) Regulations, the Acquirer and the PACs have the right to withdraw the Open Offer if any condition precedent stipulated in SPA 1 or SPA 2 is not met for reasons outside the reasonable control of the Acquirer and pursuant to which the SPA 1 and/ or SPA 2 are rescinded. Such conditions precedent include but are not limited to the following: (a) receipt of all the approvals mentioned through paragraphs 6.17.1 (a) to 6.17.2 of this Section 6 (*Statutory and Other Approvals*); (b) increase in authorized share capital by the Target Company in accordance with applicable laws in order to enable the issuance of CCPS and Warrants to the Acquirer; (c) the Target Company having repaid all the loans provided to it by lenders and having obtained a no-dues certificate from each lender; and (d) the warranties provided by the Promoters, Selling Shareholders and the Target Company under Share Purchase Agreements, as applicable, shall be true, accurate, complete and not misleading in all respects.

6.17.7. In the event of such a withdrawal of the Open Offer, the Acquirer and the PACs (through the Manager) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with the SEBI (SAST) Regulations.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

7.1. The Offer will be implemented by the Acquirer and/or the PACs, subject to applicable law, through the Stock Exchange mechanism made available by BSE as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI. A separate window on the stock exchange ("**Acquisition Window**") would be provided by BSE for this purpose.

7.2. BSE will be the designated Stock Exchange for the purpose of tendering the Shares under the Offer.

7.3. The Acquirer and the PAC have appointed Equirus Securities Private Limited ("**Buying Broker**") as its broker for the Offer through whom the purchase and settlement of the Equity Shares under the Offer will be made. The contact details of the Buying Broker are:

Equirus Securities Private Limited
3rd Floor, House No. 9, Magnet Corporate Park, Near Zydus Hospital, B/H IntasPharma, Sola Bridge, S.G. Highway, Ahmedabad - 380 054
Tel: +917961909561
Contact Person: Jay Soni

7.4. All Public Shareholders who desire to tender their Shares under the Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market during the Tendering Period.

7.5. Separate Acquisition Window will be provided by Stock Exchange to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Shares as well as physical Shares.

7.6. The cumulative quantity tendered shall be displayed on the Stock Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.

7.7. Public Shareholders can tender their Shares only through a broker with whom the Public Shareholder is registered as a client (KYC compliant).

7.8. **Public Shareholders who are holding Equity Shares in physical form:**

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

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

(b) original share certificate(s);

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

(d) self-attested PAN card copy (in case of joint holders, PAN card copy of all transferors);

(e) any other relevant document such as (but not limited to):
- Duly attested power of Attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgment

- Notarized copy of death certificate/ succession certificate or probated will, if Original Shareholder has deceased.
- Necessary corporate authorizations, such as Board Resolutions etc., in case of companies

(f) self-attested copy of address proof such as valid adhaar card, voter ID, passport or driving license.

7.8.2. The Selling Broker(s) should place bids on the exchange platform with relevant details as mentioned on physical share certificate(s). The Seller Broker(s) has to print the Transaction Registration Slip ("**TRS**") generated by the Stock Exchange bidding system. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. No., No. of Shares, etc.

7.8.3. The Seller Broker has to deliver the physical share certificates and documents along with Form of Acceptance-cum-Acknowledgement and TRS to the Registrar and Transfer Agent ("**RTA**") within two days of bidding by Seller Broker and not later than two days from the date of closure of the Tendering Period.

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

7.8.5. In case any person has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer.

7.8.6. Modification / cancellation of orders will not be allowed during the period the Offer is open.

7.9. **Public Shareholders who are holding Equity Shares in dematerialized form:**

7.9.1. The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach the Selling Broker(s) indicating to their broker the details of Equity Shares they intend to tender in the Offer.

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

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

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

7.9.5. Upon placing the bid, the Selling Broker(s) shall provide the TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Shares tendered, etc.

7.9.6. The Public Shareholders will have to ensure that they keep their Depository Participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.

7.9.7. **The Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum-Acknowledgement. Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance-cum-Acknowledgement along with this Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance-cum-Acknowledgement. Form of Acceptance-cum-Acknowledgement will not be sent to the Public Shareholders holding Equity Shares in demat mode.**

7.10. Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat shares and physical shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager 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 Public Shareholder shall not be less than the minimum marketable lot.

7.11. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Equity Shares that are the subject of litigation, wherein the Public Shareholders may be prohibited from transferring their 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 in this Offer. The Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.12. **Procedure for tendering the Shares in case of non-receipt of Letter of Offer**:

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

7.12.2. A Public Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Letter of Offer or in the relevant acceptance form.

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

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

7.12.5. Non-receipt of the Letter of Offer or accidental omission to dispatch the Letter of Offer to any Shareholder shall not invalidate the offer in any way.

7.12.6. The acceptance of Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

7.13. **Settlement Process**

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

7.13.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

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

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

7.13.5. Any excess physical shares, to the extent tendered but not accepted, will be returned back to the Public Shareholder(s) directly by Registrar to the Offer.

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

For Shareholders holding Equity Shares in demat and physical mode

7.14.1. The settlement of fund obligation for demat and physical shares shall be effected through existing settlement accounts of Seller Broker(s).

7.14.2. The payment will be made by the Buying Broker for settlement. For Equity Shares accepted under the Offer, the Seller Broker/custodian participant will receive funds payout in their settlement bank account. The Seller Brokers/custodian participants would pay the consideration to their respective clients.

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

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

7.15. **Compliance with tax requirements**:

Capital Gains

7.15.1. As per the current provisions of the Income Tax Act, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax has been paid on the transaction. Securities Transaction Tax will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less, which are sold, will be subject to short term capital gains tax.

7.15.2. Taxability of capital gain arising to a non-resident in India from the sale of equity shares shall be determined basis the provisions of the Income Tax Act or the Double Taxation Avoidance Agreement entered between India and country of which the non-resident seller is resident, subject to satisfaction of certain prescribed conditions.

Tax deduction at source

7.15.3. In case of Resident Public Shareholders – the Acquirer or the PACs shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.

7.15.4. In case of Non-Resident Public Shareholders – the Acquirer or the PACs will deduct income-tax at source at the applicable rates under the Income Tax Act on the consideration payable to non-resident Public Shareholders pursuant to the Offer.

7.15.5. In case of interest payments, if any, by the Acquirer or the PACs for delay in payment of Offer consideration or a part thereof, the Acquirer or the PACs will deduct taxes at source at the applicable rates under the Income Tax Act.

8. DOCUMENTS FOR INSPECTION

8.1. Copies of the following documents will be available for inspection by the Public Shareholders at the registered office of the Manager to the Offer: Equirus Capital Private Limited, 12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013

8.2. The documents can be inspected during normal business hours (10.30 AM to 5.00 PM) on all Working Days during the Tendering Period.

a) Certificate of incorporation, memorandum of association and articles of association of the Acquirer;

b) Certificate dated June 10, 2016 issued by CA D.B. Kapadia (Membership no. 045818) of M/s. D.B. Kapadia & Co., Chartered Accountants (Firm Registration No. 112597W), certifying that the net worth of PAC 1 is more than INR 200 million;

c) Certificate dated August 24, 2016 issued by CA Vijay V. Rajwade (Membership no. 046344), certifying that the net worth of PAC 2 is more than INR 5 million;

d) Certificate dated August 24, 2016 issued by CA Vijay V. Rajwade (Membership no. 046344), certifying that the net worth of PAC 3 is more than INR 5 million;

e) Certificate dated August 24, 2016 issued by CA Vijay V. Rajwade (Membership no. 046344), certifying that the net worth of PAC 4 is more than INR 5 million;

f) Certificate dated August 24, 2016 issued by CA Vijay V. Rajwade (Membership no. 046344), certifying the adequacy of the financial resources with the Acquirer to fulfil the Open Offer obligations;

g) Audited annual reports of the Acquirer for FY 2013-2014, FY 2014-2015 and FY 2015-2016;

h) Audited annual reports of the Target Company for FY 2013-2014, FY 2014-2015 and FY 2015-2016;

i) A letter dated August 29, 2016 from the Escrow Bank confirming the amount kept in the Escrow Account and a lien in favour of the Manager to the Offer;

j) A copy each of the SPA 1 and SPA 2 which triggered the Open Offer;

k) A copy of the PA dated August 18, 2016 and a published copy of DPS published on August 25, 2016.

l) Published copy of the recommendation of the committee of independent directors of the Board in terms of Regulation 26(7) of the SEBI (SAST) Regulations.

m) Copy of the observation letter no. [●] dated [●], 2016 received from SEBI giving its observations on this Draft Letter of Offer.

9. DECLARATION BY THE ACQUIRER AND THE PAC

9.1. The Acquirer and the PACs along with their respective directors (as applicable) accept full responsibility, severally and jointly, for the information contained in this Draft Letter of Offer (other than the information with respect to the Target Company or the Promoters and Selling Shareholders) and for ensuring compliance with the SEBI (SAST) Regulations and for fulfilling their obligations as laid down in terms of the SEBI (SAST) Regulations in respect of this Offer.

9.2. The information contained in this Draft Letter of Offer is as of the date of this Draft Letter of Offer, unless expressly stated otherwise.

9.3. For the purposes of disclosures in this Draft Letter of Offer, relating to the Target Company, the Promoters and the Selling Shareholders, the Acquirer and the PACs have relied on the information provided by the Target Company or the Promoters and Selling Shareholders and/or publically available information and have not independently verified the accuracy of the details of the Target Company, the Promoters or the Selling Shareholders.

9.4. The person(s) signing this Draft Letter of Offer on behalf of the Acquirer and the PACs have been duly and legally authorised by the board of directors of the Acquirer and the PACs to sign this Letter of Offer.

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For and on behalf of the Acquirer Signature**:** Place: United States of America	**PAC 1** Signature**:** Place: Hong Kong
PAC 2 Signature**:** Place: United States of America	**PAC 3** Signature**:** Place: United States of America
PAC 4 Signature**:** Place: United States of America	

Date: September 01, 2016