

## **DRAFT LETTER OF OFFER**

***This Document is important and requires your immediate attention***

*This Letter of Offer is sent to you as a shareholder(s) of **PINCON SPIRIT LIMITED** (“**Target Company**”/ “**PSL**”). If you require any clarifications about the action to be taken, you may consult your Stock Broker or investment consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Registrar to the Offer.*

### **OPEN OFFER (“Offer”)**

**BY**

**Mr. Monoranjan Roy (“Acquirer”)**

Residing at 1<sup>st</sup> Floor, 2/233/B/3, Sree Colony, 161/11/4, Kolkata, 700092, West Bengal, India

**Tel. No.:** +91 830082518, **Fax No.:** +91-33-4001 4642; **Email:** mrpincon@gmail.com

**MAKES CASH OFFER AT AN OFFER PRICE OF RS. 135/- PER FULLY PAID UP EQUITY SHARE**

**TO ACQUIRE**

40,08,600 equity shares of face value of Rs.10/- each representing 20% of the post Issue Capital, from the existing shareholders

Of

**PINCON SPIRIT LIMITED (“PSL” or the “Target Company”)**

having its registered office at "Wellesley House" 7, Red Cross Place, 3<sup>rd</sup> Floor Kolkata – 700001 West Bengal – India.

**Tel. No.** +91-33-2231 9135, +91-33-2262 4943/44, **Fax No.** +91-33-4001 4642,

**Email:** pinconspiritlimited@gmail.com; **Website:** [www.pinconspirit.in](http://www.pinconspirit.in)

The Offer is being made pursuant to the provisions of Regulation 10, 11(1) and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

### **The Offer is not conditional offer.**

As on the date of this Draft Letter of Offer, no statutory approvals are required to be obtained for the purpose of this Offer. However, the Offer would be subject to all statutory and regulatory approvals that may become applicable at a later date before the completion of Offer as specified in section 8.1

Regulation 26 of SEBI (SAST) Regulations, 1997 provides for an upward revision of the Offer Price / Offer Size at any time, up to seven working days prior to the date of the closure of the Offer i.e. April 6, 2016. In case of a revision in the Offer Price / Offer size, the Public Announcement for revision will be made in the same newspaper in which the original Public Announcement had appeared. In case of a revision in Offer Price, the same price shall be paid by Acquirer for all the shares tendered anytime during the period the Offer is open and accepted under the Offer.

**Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement/Letter of Offer, can withdraw the same up to three working days prior to the date of the closure of the offer i.e. up to April 01, 2016.**

**The Offer is not subject to minimum level of acceptance.**

**“If there is a competitive bid: (i) The public offer under all the subsisting bids shall close on the same date. (ii) As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.”**

**This is not a competitive bid and there has been no competitive bid as on the date of this Draft Letter of Offer.**

THE PROCEDURE FOR ACCEPTANCE AND SETTLEMENT IS SET OUT IN PARAGRAPH 9. A FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT, FORM OF WITHDRAWAL AND TRANSFER DEED(S) ARE ENCLOSED WITH THIS LETTER OF OFFER. A COPY OF PUBLIC ANNOUNCEMENT AND THIS LETTER OF OFFER (INCLUDING FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL) WILL ALSO BE AVAILABLE ON SEBI'S WEBSITE [www.sebi.gov.in](http://www.sebi.gov.in)

| MANAGER TO THE OFFER                                                                                                                                                                                                                                                                                                                                            | REGISTRAR TO THE OFFER                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  <b>Hem Securities Ltd.</b>                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                  |
| <b>HEM SECURITIES LIMITED</b><br>14/15, Khatau Bldg., 1 <sup>st</sup> Floor, 40, Bank Street, Fort,<br>Mumbai – 01, India<br><b>Tel. No.</b> +91 22 4906 0000<br><b>Fax No.</b> +91 022 2262 5991<br><b>Contact Person:</b> Ms. Menka Jha<br><b>Email:</b> <a href="mailto:ib@hemonline.com">ib@hemonline.com</a><br><b>SEBI Registration No.:</b> INM000010981 | <b>S. K. INFOSOLUTIONS PRIVATE LIMITED</b><br>34/1A, Sudhir Chatterjee Street, Kolkata - 700006<br><b>Tel. No.</b> +91 33 2219 6797<br><b>Fax No.</b> +91 33 2219 4815<br><b>Contact Person:</b> Mr. Dilip Bhattacharya<br><b>Email:</b> <a href="mailto:skcdilip@gmail.com">skcdilip@gmail.com</a><br><b>SEBI Registration No.:</b> INR000003886 |
| <b>OFFER OPENS ON: MARCH 18, 2016</b>                                                                                                                                                                                                                                                                                                                           | <b>OFFER CLOSES ON: APRIL 06, 2016</b>                                                                                                                                                                                                                                                                                                            |

### **TIMETABLE**

| <b>Activity</b>                                                                                                                                                                 | <b>Date</b>       | <b>Day</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------|
| Public Announcement                                                                                                                                                             | January 25, 2016  | Monday     |
| Last Date for a competitive bid                                                                                                                                                 | February 12, 2016 | Friday     |
| Specified Date*                                                                                                                                                                 | February 23, 2016 | Tuesday    |
| Date by which Letter of Offer will be dispatched to the Shareholders                                                                                                            | February 05, 2016 | Friday     |
| Offer Opening Date                                                                                                                                                              | March 18, 2016    | Friday     |
| Last Date for Revising the Offer Price / Number of Shares                                                                                                                       | March 30, 2016    | Wednesday  |
| Last Date for Withdrawal by Shareholders                                                                                                                                        | April 01, 2016    | Friday     |
| Offer Closing Date                                                                                                                                                              | April 06, 2016    | Wednesday  |
| Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired shares and /or the share Certificate(s) will be dispatched /credited | April 21, 2016    | Thursday   |

**(\*):** Specified Date is only for the purpose of determining the names of the shareholders of the Target Company as on such date to whom the Letter of Offer would be sent.

**Note:** Duly Signed Application and Transfer Deed(s) together with share certificate(s) in original should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to arrive not later than 1700 Hrs on April 06, 2016

### **RISK FACTORS**

#### **Risk Factors relating to the Proposed Offer**

1. In the event of any litigation leading to stay on the Offer, or SEBI instructing that the Offer should not be proceeded with, thus the Offer process may be delayed beyond the Schedule of the Major Activities indicated in this Draft Letter of Offer.
2. The Acquirer makes no assurance with respect to the market price of the shares during/ after the Offer. Further, the tendered shares will lie to the credit of a designated escrow account until the completion of the Offer formalities. During such period, there may be fluctuation in the market price of the shares of PSL.
3. If the aggregate of the valid responses to the offer exceeds offer size, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations.
4. If, the Acquirer is unable to make the payment to the shareholders who have accepted the Offer within 15 days of the date of closure of the Offer, then SEBI may, if satisfied that the non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders for delay beyond 15 days, as may be specified by SEBI from time to time. Further, shareholders should note that after the last date for Withdrawing acceptances, the shareholders who have lodged the shares will not be able to withdraw them even if the acceptance of shares under the offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tendered shares and payment of consideration is completed.

**Risks involved in associating with the Acquirer**

1. The Offer to the shareholders of PSL is for substantial acquisition of shares along with acquisition of control, and it is made in accordance with Regulation 10, 11(1) and 12 of the SEBI (SAST) Regulations. Post this offer the Acquirer will have significant ownership of shares of PSL and control over it. Further, there is no assurance with respect to the continuation of the past trend in the financial performance of PSL.
2. There are no pending litigations against the Acquirer except as disclosed at Para 3.3 (f).
3. Assuming full acceptance, the Post Offer Shareholding of Acquirer together shall be 49.87%.

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## **ABBREVIATIONS/DEFINITIONS**

The following definitions apply through this document, unless the context requires otherwise:

| <b>Term</b>                                    | <b>Definition</b>                                                                                                                                                                                                |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Acquirer                                       | Mr. Monoranjan Roy                                                                                                                                                                                               |
| BSE/ Stock Exchange                            | BSE Limited                                                                                                                                                                                                      |
| Board                                          | Board of Directors                                                                                                                                                                                               |
| Company/ Target Company/ PSL                   | Pincon Spirit Limited                                                                                                                                                                                            |
| CSE/ Stock Exchange                            | Calcutta Stock Exchange                                                                                                                                                                                          |
| DP or Depository Participant                   | HEM Securities Limited Jaipur                                                                                                                                                                                    |
| EPS                                            | Earnings per share                                                                                                                                                                                               |
| Escrow Account                                 | Escrow account opened in the name and style of “PSL –PINCON- Open Offer - Escrow A/c-PSL” with the Escrow Bank, established in accordance with Regulation 28 (2) of the SEBI (SAST) Regulations by the Acquirer. |
| Escrow Banker                                  | State Bank of Mysore, Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001                                                                                                                              |
| FEMA                                           | The Foreign Exchange Management Act, 2000, and subsequent amendments thereof                                                                                                                                     |
| FOA or Form of Acceptance                      | Form of Acceptance-cum-Acknowledgement accompanying this Letter of Offer                                                                                                                                         |
| FOW or Form of Withdrawal                      | Form of Withdrawal accompanying this Letter of Offer                                                                                                                                                             |
| FY                                             | Financial Year                                                                                                                                                                                                   |
| Manager/ Manager to the Offer                  | HEM Securities Limited                                                                                                                                                                                           |
| NRI                                            | Non - Resident Indian                                                                                                                                                                                            |
| NSDL                                           | National Securities Depository Limited                                                                                                                                                                           |
| OCBs                                           | Overseas Corporate Bodies                                                                                                                                                                                        |
| Offer or Open Offer                            | The offer being made by the Acquirer to shareholders of PSL as set out in this Draft Letter of Offer                                                                                                             |
| Offer Document                                 | This Letter of Offer                                                                                                                                                                                             |
| Offer Price                                    | Rs.135/- (Rupees One Hundred Thirty Five only) per Fully paid up Share                                                                                                                                           |
| Person(s) eligible to participate in the Offer | All owners (registered or unregistered) of Shares of Target Company (other than the Acquirer and Parties to the Agreement) any time before the closure of the Offer                                              |
| PSL/Target Company                             | Pincon Spirit Limited                                                                                                                                                                                            |
| P.Y.                                           | Previous Year                                                                                                                                                                                                    |
| Public Announcement / PA                       | Announcement of Offer made on January 25, 2016                                                                                                                                                                   |
| RBI                                            | The Reserve Bank of India                                                                                                                                                                                        |
| Registrar to the Offer                         | S. K. INFOSOLUTIONS PRIVATE LIMITED (Formerly known as S.K.Computers)                                                                                                                                            |
| SEBI                                           | Securities and Exchange Board of India                                                                                                                                                                           |
| SEBI (SAST) Regulations, 1997                  | Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto                                                                         |
| Promoter and Promoter Group                    | NIL                                                                                                                                                                                                              |
| Specified Date                                 | Tuesday, February 23, 2016                                                                                                                                                                                       |

### **1. DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS**

**REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF PINCON SPIRIT LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF MR. MONORANJAN ROY ("THE ACQUIRER") OF PINCON SPIRIT LIMITED ("TARGET COMPANY"), WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER – HEM SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 05, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.**

## **2. DETAILS OF THE OFFER**

### **2.1. Background of the Offer**

- a) This Open Offer ('the Offer') of 20% (40,08,600 equity shares) of the Fully Paid up Equity Share Capital of Pincon Spirit Limited is being made in terms of Regulations 10, 11 (1) and 12 of SEBI (SAST) Regulations. The Acquirer has made this offer to comply the SEBI (SAST) Regulations 1997.
- b) This Public Announcement would have been made on or before August 01, 2011 on acquisition of 15,91,393 Equity shares (15.88%) and thereafter on acquisition of 14,00,000 Equity shares (13.97%) on August 05, 2011 and 2,000 shares (0.02%) on December 31, 2011 subsequently entering 6 (Six) separate Share Purchase Agreements ("SPAs") with Sellers of the Target Company as mentioned in point 2.1 (d) at a price of Rs. 3.00 (Rupees Three Only) per equity share of Rs 10/- each ("Negotiated Price") at a total consideration of Rs. 89,80,179/- (Rupees Eighty Nine Lakhs Eighty Thousand One Hundred Seventy Nine Only) payable in cash, subject to the terms and conditions as contained in the SPAs. The Sellers were shareholders and they do not form part of Promoters/ Promoter Group of the Target Company. Based on above and as required by Regulation 10 by exceeding 15% and 11(1) after acquisition of the aforesaid shares exceeding 5% in a financial year in compliance with the now repealed SEBI (SAST) Regulations 1997. In terms of Regulation 35(2) (b) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed. The obligation of the Acquirer under Regulation 10, 11(1) and 12 of the SEBI (SAST) Regulations 1997 to make an Open Offer is being complied with now.
- c) As on the date of the PA, the Acquirer holds 59,86,786 equity shares in the Target Company representing 29.87% of the fully paid-up equity and voting share capital of the Target Company. Apart from this holding, the Acquirer has not acquired any equity shares of the Target Company during twelve months preceding the date of the PA other than the Equity shares acquired from the Bonus Issue representing 29,93,393 (14.94%). As on the date of PA, the Acquirer, Mr. Monoranjan Roy is on the Board of the Target Company and is also a strategic investor of the Target Company and he has also infused unsecured loans in the Target Company to the tune of Rs. 60 crores till March 31, 2015. The Public Announcement in respect of the same should have been made on August 01, 2011. However, the Open Offer was not made and the offer is being made with a delay, under the provisions of the repealed SEBI (SAST) Regulations 1997. The offer is subject to the provisions of the Companies Act 1956, Companies Act 2013, SEBI (SAST) Regulations 1997 and SEBI (SAST) Regulations 2011 and Listing Regulation and Listing Agreement of the Target Company with the Stock Exchanges and other applicable laws and regulations in force.

- d) The acquisition history of Equity shares by Acquirer through separate share purchase agreements entered into with Mr. Monoranjan Roy with Sellers as stated below:

| Name of the Seller (s)                 | Category of Shareholder | Date of Acquisition of Shares | Number of Shares | % of shares   |
|----------------------------------------|-------------------------|-------------------------------|------------------|---------------|
| Gravel Marketing Private Limited       | Public                  | August 01, 2011               | 8,74,733         | 8.73%         |
| Starlight Commosale Pvt. Limited       | Public                  | August 01, 2011               | 3,99,475         | 3.99%         |
| Shree Tribhuvan Tie-Up Private Limited | Public                  | August 01, 2011               | 3,17,185         | 3.16%         |
| Magnolia Vinimay Private Limited       | Public                  | August 05, 2011               | 4,60,000         | 4.59%         |
| Bubna Properties Private Limited       | Public                  | August 05, 2011               | 4,90,000         | 4.89%         |
| Dream Commosale Private Limited        | Public                  | August 05, 2011               | 4,50,000         | 4.49%         |
| Mr. Debendra Modi                      | Public                  | December 31, 2011             | 1,000            | 0.01%         |
| Mr. Nawal Kishore Singh                | Public                  | December 31, 2011             | 1,000            | 0.01%         |
| <b>Total</b>                           |                         |                               | <b>29,93,393</b> | <b>29.87%</b> |

- e) Pursuant to the point 2.1 (b) – 2.1 (d), the Acquirer is making this Offer under Regulations 10, 11 (1) and 12 of the SEBI (SAST) Regulations 1997, to the Public shareholders of Pincon Spirit Limited to acquire upto 20% (40,08,600 equity shares) of Paid up Equity Share Capital at a price of Rs. 135/- (Rupees One Hundred Thirty Five Only) per fully paid-up equity share (“Offer Price”) payable in cash, subject to the terms and conditions mentioned hereinafter.
- f) The Offer is not conditional on any minimum level of acceptances.
- g) The Acquirer does not hold any equity shares in Target Company as on the date of this Public Announcement other than as stated in point 2.1(c). Further, he has not acquired any equity shares in the Target Company during the twelve months period preceding the date of this Public Announcement other than from the Bonus Issue made to all shareholders.
- h) HEM Securities Limited, Manager to the Offer, do not hold any Equity Shares in PSL as on the date of this Public Announcement.
- i) This PA has been published on Monday, January 25, 2016 in Business Standard Hindi (All editions) and Business Standard English (All editions), Navshakti (Marathi-Mumbai) and Kalantar Patrika (Bengali - Kolkata)
- j) This is not a Competitive Bid.
- k) The Acquirer is not prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any other Regulations made under the SEBI Act.
- l) The Offer is not as a result of a Global Acquisition resulting in indirect acquisition of the Target Company.
- m) There are no persons representing the Acquirer on the Board of Target Company as on the date of this Public Announcement other than the Acquirer himself representing as CMD. No changes are proposed in the Board of Directors of the Target Company immediately after the Offer.
- n) The equity shares under the Offer will be acquired by the Acquirer free from all lien, charges and encumbrances and together with all rights attached to, including all the rights to dividend, bonus and rights offer declared thereof.

## 2.2. Details of the Proposed Offer

- a) The Public Announcement dated January 25, 2016 was made in the following newspapers, in accordance with Regulation 15 (1) of the SEBI (SAST) Regulations, 1997.

| Publications | Edition |
|--------------|---------|
|--------------|---------|



| Publications                | Edition                                                                                                             |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------|
| Business Standard (English) | All editions                                                                                                        |
| Business Standard (Hindi)   | All editions                                                                                                        |
| Navshakti (Marathi)         | Mumbai, where the Stock Exchange and the shares of PSL are listed                                                   |
| Kalantar Patrika (Bengali)  | Kolkata, where the Registered office of Target Company and Stock Exchange (CSE) where the shares of PSL are listed. |

A copy of the PA will also be available on the SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)

- b) The Acquirer is currently holding 59,86,786 Equity Shares of Rs.10/- each of the Target Company representing 29.87% of its fully paid up equity and voting share capital. The Acquirer is making this offer under Regulations 10, 11(1) and 12 of the SEBI (SAST) Regulations, to the Public shareholders of PSL to acquire 20% (40,08,600 equity shares) of the Fully Paid Up Equity Share Capital at a price of Rs.135/- (Rupees One hundred and Thirty Five only) per Fully Paid Up Share ("Offer Price") payable in cash ("Offer").
- c) There are no partly paid up shares in the Target Company.
- d) As the offer involves payment of consideration in cash, the differential price referred to in explanation (iii) to regulation 20(11) of the Regulations is not applicable.
- e) This is not a competitive bid.
- f) The Acquirer is holding 59,86,786 equity shares in PSL (Target Company) representing 29.87% as on the date of the Public Announcement. Further, he has not acquired, any shares of PSL during the 12 months period preceding the date of this Public Announcement except those shares proposed to be acquired through Bonus Issue. Further, the Acquirer has not acquired either directly or through any other person, any shares of PSL after the date of PA till the date of this Draft Letter of Offer.
- g) The equity shares of PSL are to be acquired, pursuant to the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividend or other distributions hereinafter declared, made or paid.
- h) The Offer is subject to the terms and condition set out herein in the Draft Letter of Offer.
- i) This Offer is subject to receipt of the statutory approvals mentioned in clause 8.1 of this LOO. In terms of Regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- j) The Equity Shares tendered and accepted pursuant to the Offer will be acquired by the Acquirers.
- k) The Offer is not conditional on any minimum level of acceptance.
- l) The Offer is made to all the shareholders of PSL except the Acquirer.
- m) Hem Securities Limited, Manager to the Offer, do not hold any shares of PSL as on the date of Public Announcement.

### 2.3. Objects of the Acquisition /Offer

- a) This Offer of 20% of the Paid up Equity Share Capital of PSL i.e. 4,008,600 equity shares, is being made in compliance with the Regulations 10, 11 (1) and 12 of the SEBI (SAST) Regulations 1997, to make an Open Offer is being complied with now. In terms of Regulation 35(2) (b) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed.

- b) The offer is subject to the provisions of the Companies Act 1956, Companies Act 2013, SEBI (SAST) Regulations 1997 and SEBI (SAST) Regulations 2011 and Listing Regulation and Listing Agreement of the Target Company with the Stock Exchanges and other applicable laws and regulations in force.
- c) The Acquirer does not intend to dispose-off or otherwise encumber any assets of the Target Company in the succeeding two (2) years except in the ordinary course of business and with the prior approval of the shareholders and in accordance with and subject to applicable laws, permissions and consents, if any.

### 3. BACKGROUND OF THE ACQUIRER

#### 3.1 THE ACQUIRER

##### MR. MONORANJAN ROY

- (i) **Mr. Monoranjan Roy**, son of Mr. Kalachand Roy, aged 40 Years is residing at 1<sup>st</sup> Floor, 2/233/B/3, Sree Colony, 161/11/4, Kolkata, 700092, West Bengal, India. He holds degree of Masters in Economics Masters of Business Administration (MBA) in Finance and completed Management Development Programme from Indian Institute of Management (IIM) Lucknow, having a vast experience of more than 16 years and expertise in Liquor and FMCG and Beverages Industry including Exports. His Permanent Account Number is ARPOR1716R.
- (ii) Networth of Mr. Monoranjan Roy as on January 20, 2016 was Rs.1,71,34,87,239.89/- (Rupees One Hundred Seventy One Crores Thirty Four Lacs Eighty Seven Thousand Two Hundred Thirty Nine and Paise Eighty Nine Only). The same is certified by CA Anupam Sarkar, Chartered Accountant (Membership No. 050083), having their address at 1/52, Bijaygarh, Kolkata-700 032; vide their Certificate dated January 21, 2016.
- (iii) He is holding 59,86,786 Equity Shares representing 29.87% of the fully paid-up equity and voting share capital of the Target Company as on date of the PA and is on the Board of Director of the Target Company.

#### 3.2 OTHER DETAILS OF THE ACQUIRER

- a) Mr.Monoranjan Roy, son of Mr.Kalachand Roy is on the Board of Directors of following companies and he is not holding Whole Time Directorship in any company as on date of PA. Other than the Target Company, the Acquirer does not hold any position on Board of Directors of any listed company.

| No | Name of the Company/LLP            | Listed/Unlisted | Position Held      |
|----|------------------------------------|-----------------|--------------------|
| 1  | Pincon Developers Limited          | Unlisted        | Executive Director |
| 2  | Paul Distributers Private Limited  | Unlisted        | Executive Director |
| 3  | Priya Laboratories Private Limited | Unlisted        | Executive Director |
| 4  | Yours Laboratories Private Limited | Unlisted        | Executive Director |
| 5  | Gomukh Commercial Private Limited  | Unlisted        | Executive Director |
| 6  | Modi Udyog Limited                 | Listed          | Director           |

- b) The Acquirer has complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations.

| Sr. No | Regulation/ Sub-regulation | Due Date for compliance as mentioned in the regulation | Actual date of compliance | Delay, if any (in No. of days) Col. 4- Col. 3 | Status of compliance with Takeover Regulations |
|--------|----------------------------|--------------------------------------------------------|---------------------------|-----------------------------------------------|------------------------------------------------|
| 1      | 7(1A)                      | August 07,2011                                         | August 06,2011            | Nil                                           | Complied                                       |
| 2      | 7(1A)                      | August 03, 2011                                        | August 03, 2011           | Nil                                           | Complied                                       |
| 3      | 30(1) & 30(3)              | April 07, 2012                                         | April 05, 2012            | Nil                                           | Complied                                       |
| 4      | 30(1) & 30(3)              | April 07, 2013                                         | April 05, 2013            | Nil                                           | Complied                                       |
| 5      | 30(1) & 30(3)              | April 07, 2014                                         | April 02, 2014            | Nil                                           | Complied                                       |

As on date, Acquirer is Chairman and Managing Director and is on the Board of the Target Company.

- c) The Information in respect of Companies where the Acquirer is the Promoter. Based on last 3 years Audited accounts of these companies are as under :

**1. Name of Company : Pincon Developers Limited**

Promoter : Mr. Monoranjan Roy

Date of incorporation : August 14, 2008

Nature of Business : Real Estate and Construction

| Particulars                               | FY 2012-13 | FY 2013-14 | FY 2014-15 |
|-------------------------------------------|------------|------------|------------|
| <b>(Rs. in Lakhs)</b>                     |            |            |            |
| Equity Capital (Face Value – Rs.100/-)    | 100.00     | 100.00     | 400.00     |
| Reserves (excluding revaluation reserves) | 954.34     | 956.24     | 3175.62    |
| Total Income                              | 909.22     | 347.66     | 3472.40    |
| Profit After Tax                          | 5.48       | 1.90       | 119.38     |
| Earnings Per Share (Rs.)                  | 0.55       | 0.19       | 11.94      |
| Net Asset Value per share (Rs.)           | 105.43     | 105.62     | 89.89      |

The Company is not a sick industrial company.

- d) Following is the list of Companies where the Acquirer hold Directorships:

| Sr.No. | Name of the Directors | Name of the Companies              |
|--------|-----------------------|------------------------------------|
| 1.     | Mr. Monoranjan Roy    | Pincon Developers Limited          |
|        |                       | Gomukh Commercial Private Limited  |
|        |                       | Paul Distributors Private Limited  |
|        |                       | Priya Laboratories Private Limited |
|        |                       | Yours Laboratories Private Limited |
|        |                       | Modi Udyog Limited                 |

- e) There are no pending litigations against the Acquirer, except the following:

**Litigation pending against Mr. Monoranjan Roy:**

- Special case No. 11/2012, G.R. 1506/2006 and G.R. 1507/2006 against me u/s. 120B/420/467/468/471/419 of IPC is pending before Ld. Judge Special Court No. 4, Calcutta and Ld. 21<sup>st</sup> M.M. Court, Calcutta respectively and Special Case No. 2/2009,3/2009 and 4/2009 U/S 120B/409/420/467 IPC is Pending Before Ld. Special Judge at Alipore. The Matters are presently at Stay by the Order Passed by the Hon'ble High Court of Calcutta.
- Show Cause Notice No. CFD/DCR-1/15393/2015 dated June 01, 2015 and personal hearing granted on October 27, 2015 in the matter of acquisition of shares of Pincon Spirit Limited and appearance have been made Noticee to show cause as to why suitable directions not be issued under sections 11 and 11B the SEBI Act, 1992 and under Regulation 44 and 45 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("SAST 1997") read with corresponding provisions in Regulations 32 and 35 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST 2011") for alleged violation of provisions of regulation 10 and 11(1) of SAST 1997. The matter is still pending with SEBI.

**Litigation Filed by Mr. Monoranjan Roy:**

1. He had challenged the above mentioned cases and had filed an application for proceeding u/s. 482 CRPC before the Hon'ble High court of Calcutta. The said application is preliminarily accepted and an order to stay the proceedings is passed by the Hon'ble High Court of Calcutta. At Present stay is continuing.
2. He had filed a case against Mr. Arvind Singh (Prop. of Kona F.L. off Shop) Case No. C/48118/13 before Ld. 19<sup>th</sup> Metropolitan Magistrate, Kolkata, u/s. 138 of Negotiable Instrument Act, 1881

**4. DISCLOSURE IN TERMS OF REGULATION 16 (IX) AND OBJECTS OF THE OFFER & FUTURE PLANS**

**4.1 Disclosure in terms of Regulation 16(ix)**

- a) The Acquirer does not have any plan to dispose-off or otherwise encumber any assets of PSL within two years from the date of closure of the Offer except in the ordinary course of business of PSL.
- b) Further, the Acquirer undertakes that in the next two years he shall not sell, dispose of or otherwise encumber any substantial asset of PSL except with the prior approval of the PSL's shareholders.

**4.2 Objects of the Offer & Future Plans**

- 4.2.1 This Offer of 20% of the Paid up Equity Share Capital of PSL i.e. 4,008,600 equity shares, is being made in compliance with the Regulations 10, 11(1) and 12 of the SEBI (SAST) Regulations, 1997, to make an Open Offer is being complied with now. In terms of Regulation 35(2) (b) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed.
- 4.2.2 The offer is subject to the provisions of the Companies Act 1956, Companies Act 2013, SEBI (SAST) Regulations, 1997 and SEBI (SAST) Regulations, 2011 and Listing Regulation and Listing Agreement of the Target Company with the Stock Exchanges and other applicable laws and regulations in force.
- 4.2.3 The Acquirer does not intend to dispose-off or otherwise encumber any assets of the Target Company in the succeeding two (2) years except in the ordinary course of business and with the prior approval of the shareholders and in accordance with and subject to applicable laws, permissions and consents, if any.
- 4.2.4 The Acquirer proposes to continue the existing business of the Target Company. The main purpose of takeover is to expand the Target Company's business activities in the present line of activities through exercising effective management and control over the Target Company.

**5. DELISTING / CONTINUOUS LISTING OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21**

The minimum public shareholding required for continuous listing of the equity shares of the Target Company is 25% (twenty five) of the paid up equity share capital of the Company. Post Open Offer, if the public shareholding falls to a level below the minimum public holding required for continuous listing, the Acquirer has undertaken to take necessary steps to facilitate compliance by PSL with the relevant provisions thereof in terms of the provisions of regulation 21 of SEBI (SAST) Regulations (i.e., to enable PSL to raise the level of public shareholding, to the levels specified for continuous listing specified in the listing agreement with Stock Exchanges, within the prescribed period). Therefore, pursuant to this Offer, there will be no violation of Clause 40A of the listing agreement of PSL with Stock Exchange on which its equity shares are listed and the equity shares will continue to be listed.

The Acquirer does not have any intention to delist the Target Company in the next 3 years.

## 6. BACKGROUND OF PINCON SPIRIT LIMITED (“PSL”) (“THE TARGET COMPANY”)

- 6.1. Pincon Spirit Limited was originally incorporated on June 29, 1978 under the Companies Act, 1956 bearing the name Sarang Viniyog Limited. The said Company was reconstituted on August 05, 2011 it was converted into a Pincon Spirit Limited. The CIN of the Target Company is L67120WB1978PLC031561. The current Board of Directors comprises of (i) Mr. Monoranjan Roy (ii) Mr. Arup Thakur (iii) Mr. Subrata Basu (iv) Mr. Singh Jagbahdur Negi (v) Mr. Kunal Saxena; and (vi) Mrs. Mou Roy
- 6.2. Further, there was an event of merger of Jeevan Equipments & Spares Pvt. Ltd. and Planet Distributors Pvt. Ltd. With the Company in the year 2004. Subsequently, 9,921,500 Equity Shares were allotted to the Shareholders of Jeevan Equipments & Spares Pvt. Ltd. and Planet Distributors Pvt. Ltd. Pursuant to the said Merger the control of the company was under M/s Clara Vinimoy Pvt. Ltd. (holding 660,000 Equity Shares) and M/s Luminant Distributors Pvt. Ltd. (holding 777,000 Equity Shares) of the Company. Hence, M/s Clara Vinimoy Pvt. Ltd. and M/s Luminant Distributors Pvt. Ltd. were identified as Promoters of the Company.
- 6.3. On 05.11.2009 M/s Luminant Distributors Pvt. Ltd. and on 12.11.2009 M/s. Clara Vinimoy Pvt. Ltd. diluted their Shareholding to already existing Public Shareholders of the Company. Since then the Company had not identified and person as Promoter of the Company. Further, there was no transfer of control of the Company to any person or group of persons and the ultimate control vests with all the shareholders (in public category) of the Company.
- 6.4. The registered office of the Target Company is situated at “Wellesley House” 7, Red Cross Place, 3<sup>rd</sup> Floor Kolkata – 700 001, West Bengal, India. Tel. No.: +91-33-2231 9135, Fax No.: +91-33-4001 4642 and Email:- [pinconspiritlimited@gmail.com](mailto:pinconspiritlimited@gmail.com)
- 6.5. The Authorized Capital of the Target Company, as on date of the Public Announcement, is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 equity shares of face value of Rs. 10/- each. The issued, subscribed and paid-up capital of the Target Company, as on the date of the Public Announcement, is Rs. 20,04,30,000/- (Rupees Twenty Crores Four Lakhs and Thirty Thousand Only) comprising of 2,00,43,000 equity shares of face value of Rs. 10/- each fully paid-up. There are no partly paid-up equity shares of the Target Company. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity shares on a later date.
- 6.6. The Company is engaged in the business of blending and bottling of Indian Made Foreign Liquor (IMFL), Indian Made Indian Liquor (IMIL) and FMCG products (Edible Oil in particular), Agro commodities and Exports. PSL is having its participation in the entire chain from production to wholesale and retail
- 6.7. The equity shares of PSL are presently listed on BSE Limited (hereinafter referred as “BSE”) having Scrip Code of 538771 and also listed on Calcutta Stock Exchange Limited (hereinafter referred as “CSE”). The Company was listed on the CSE only, at the time of PA which would have been made on August 01, 2011. Trading in equity shares of PSL had been suspended by CSE on 05.12.2005 due to non-compliance of Listing Agreement and the said suspension has been revoked on 27.09.2006. The trading of equity shares of PSL has not been suspended by BSE or CSE since then.
- 6.8. As per the audited financial results for the year ended March 31, 2015, the Target Company has reported a Total Income of Rs. 6,026,966,725/- and Profit after Tax of Rs. 156,800,485/- . As on March 31, 2015, the paid-up equity share capital was Rs. 10,02,15,000/-, whereas, the Networth (excluding revaluation reserves) was Rs. 54,65,98,596 and the Book Value per Share stood at Rs. 54.54 As per the un-audited financial statement for the nine (9) months period ended on September 30, 2015, the Target Company has reported Total Income of Rs. 6,97,80,04,059/- and Profit After Tax of Rs. 17,66,42,611/-.
- 6.9. The Current capital structure and its built up since inception is as under:

| Date of Allotment | No. and % of Shares Issued | Cumulative Paid Up Capital | Mode of Allotment | Identity of Allottees (Promoters/ Ex-Promoters/ Others) | Status of Compliance |
|-------------------|----------------------------|----------------------------|-------------------|---------------------------------------------------------|----------------------|
| 13-June-1978      | 700                        | 700                        | Cash              | Promoters                                               | Complied             |
| 23-October-1978   | 99,300                     | 10.00,000                  | Initial Public    | Others                                                  | Complied             |

| Date of Allotment | No. and % of Shares Issued | Cumulative Paid Up Capital | Mode of Allotment | Identity of Allottees (Promoters/ Ex-Promoters/ Others) | Status of Compliance |
|-------------------|----------------------------|----------------------------|-------------------|---------------------------------------------------------|----------------------|
|                   |                            |                            | Proceeds          |                                                         |                      |
| 19-January-2004   | 99,21,500                  | 1,00,21,500                | Cash              | Promoters& Others                                       | Complied             |
| 12-October-2015   | 1,00,21,500                | 2,00,43,000                | Bonus Issue       | Others                                                  | Complied             |

**6.10.** Acquirer has complied with all the applicable provisions of Chapter II of the SEBI (SAST) Regulations,1997

**6.11.** Board of Directors of Pincon Spirit Limited as on the date of PA:

| Sr. No. | Name                      | Designation                  | Date of Appointment |
|---------|---------------------------|------------------------------|---------------------|
| 1.      | Mr. Monoranjan Roy        | Chairman & Managing Director | 10/08/2010          |
| 2.      | Mr. Arup Thakur           | Executive Director           | 03/01/2013          |
| 3.      | Mr. Subrata Basu          | Executive Director           | 16/12/2013          |
| 4.      | Mr. Singh Jagbahadur Negi | Independent Director         | 30/06/2014          |
| 5.      | Mr. Kunal Saxena          | Independent Director         | 30/06/2014          |
| 6.      | Mrs. Mou Roy              | Independent Director         | 31/03/2015          |

None of the above persons represent the Acquirer except Mr. Monoranjan Roy (being Acquirer himself).

#### **6.12 Brief profile of the Directors**

1. Mr. Monoranjan Roy, aged 40 years, He holds the degree of Masters in Economics Masters of Business Administration (MBA) in Finance and completed Management Development Programme from Indian Institute of Management (IIM ) Lucknow, having a vast experience of more than 16 years and expertise in Liquor and FMCG and Beverages Industry. He serves the Company in the capacity of Chairman and Managing Director. He was appointed on the Board of Directors on August 10, 2010.
2. Mr. Arup Thakur, aged about 51 years is a Chartered Accountant by profession and Fellow member of the Institute of Chartered Accountants of India. Shri Thakur has experience of more than two decades in Accounts, Audit, Finance, Investments and Project Feasibility Study. He serves the Company in the capacity of Director Finance and CFO. He was appointed on the Board of Directors on January 03, 2013.
3. Mr. Subrata Basu, aged about 48 years is a Post Graduate in Commerce & CAIIB. He has almost two decades of banking experience at senior level in a reputed public sector & private sector bank. He serves the Company in the capacity of Executive Director. He was appointed on the Board of Directors on December 16, 2013
4. Mr. Jagbahadur Singh Negi, aged 69 years, is a retired IPS officer. He serves the Company in the capacity of Independent Director. He was appointed on the Board of Directors on June 30, 2014
5. Mr. Kunal Saxena, aged 29 years, is a B.Tech (IT-Gold Medalist) from Guru Nanak Dev University. He has done his Project Management from IIT, Delhi, Programme on Business Management from IIM (Calcutta). He serves the Company in the capacity of Independent Executive Director. He was appointed on the Board of Directors on June 30, 2014
6. Mrs. Mou Roy, aged 32 years, is a BA, LLB and a practicing advocate. She is having vast experience in various Corporate Legal matters and having wide exposure in Capital markets. She serves the Company in the capacity of Independent Director. She was appointed on the Board of Directors on March 31, 2015

**6.13** There have been no mergers/ de-mergers /spin-offs during the past three years involving Pincon Spirit Limited. Except Listed below.

- a. In the year 2004, Jeevan Equipments & Spares Private Limited and Plant Dealers Private Limited companies incorporated under the provision of Companies Act 1956 was merged with Sarang Viniyog Limited (Renamed as

Pincon Spirit Limited) under the scheme of amalgamation sanctioned by Honorable High Court of Calcutta. Pincon Spirit Limited issued 99, 21,500 equity shares under the scheme of amalgamation and subsequently listed on Calcutta Stock Exchange Limited on September 15, 2004.

- b. In the year 2014, our company (Pincon Spirit Limited) entered into the scheme of arrangement / Amalgamation with Gomukh Commercial Private Limited for which the approval was pending with SEBI since January 2014, however the board at its meeting held on February 18, 2015 decided to withdraw the scheme of arrangement as the company does not find the scheme productive anymore.

#### 6.14 Brief Financials of Pincon Spirit Limited

Brief financials of Pincon Spirits Limited certified by Statutory Auditors of the Company, M/s. D.N. Misra & Co., Chartered Accountants, based on audited financial statements for the years ending March 31, 2013, 2014, 2014 and the limited review for the Nine months period ended December 31, 2015.

(Rs. In lacs)

| <b>Profit and Loss Statement</b>                    |                                      |                                  |                                  |                                  |
|-----------------------------------------------------|--------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <b>Particulars</b>                                  | <b>9 months ended<br/>31.12.2015</b> | <b>Year Ended<br/>31.03.2015</b> | <b>Year Ended<br/>31.03.2014</b> | <b>Year Ended<br/>31.03.2013</b> |
| Income from Operations                              | 69780.04                             | 60255.57                         | 38256.62                         | 32009.46                         |
| Other Income                                        | 0.00                                 | 14.09                            | 43.09                            | 0.00                             |
| <b>Total Income</b>                                 | 69780.04                             | 60269.67                         | 38299.71                         | 32009.46                         |
| Total Expenditure                                   | 65869.99                             | 56983.78                         | 36412.83                         | 30518.15                         |
| <b>Profit before Depreciation, Interest and Tax</b> | 3910.05                              | 3285.89                          | 1886.88                          | 1491.31                          |
| Depreciation                                        | 156.26                               | 215.14                           | 222.41                           | 116.33                           |
| Interest                                            | 1065.92                              | 706.73                           | 165.58                           | 103.87                           |
| <b>Profit before Tax</b>                            | 2687.87                              | 2364.01                          | 1498.88                          | 1271.10                          |
| Provision for Tax                                   | 921.45                               | 796.01                           | 504.09                           | 422.96                           |
| <b>Profit after Tax</b>                             | 1766.43                              | 1568.00                          | 994.79                           | 848.14                           |
| <b>Balance Sheet</b>                                |                                      |                                  |                                  |                                  |
| <b>Particulars</b>                                  | <b>9 months ended<br/>31.12.2015</b> | <b>Year Ended<br/>31.03.2015</b> | <b>Year Ended<br/>31.03.2014</b> | <b>Year Ended<br/>31.03.2013</b> |
| <b>Sources of Funds</b>                             |                                      |                                  |                                  |                                  |
| Paid up Share Capital                               | 2004.30                              | 1002.15                          | 1002.15                          | 1002.15                          |
| Reserves & Surplus (excluding revaluation reserves) | 5167.99                              | 4463.84                          | 2955.96                          | 1961.17                          |
| <b>Net Worth</b>                                    | 7172.29                              | 5465.99                          | 3958.11                          | 2963.32                          |
| Secured Loans                                       | 14541.75                             | 9207.89                          | 3251.08                          | 800.63                           |
| Unsecured Loans                                     | 6000.00                              | 6000.00                          | 3000.00                          | 0.00                             |
| <b>Total</b>                                        | 27714.04                             | 20673.87                         | 10209.19                         | 3763.95                          |
| <b>Uses of Funds</b>                                |                                      |                                  |                                  |                                  |
| Net Fixed Assets                                    | 1624.22                              | 1780.48                          | 1995.62                          | 1670.38                          |
| Capital Work in Progress                            | 538.22                               | 0.00                             | 0.00                             | 0.00                             |
| Investments                                         | 2402.36                              | 1552.36                          | 945.45                           | 200.00                           |
| Net Current Assets                                  | 23118.20                             | 17341.03                         | 7268.11                          | 1893.57                          |
| Total miscellaneous expenditure not written off     | 31.04                                | 0.00                             | 0.00                             | 0.00                             |
| Profit & Loss A/c (debit)                           |                                      |                                  |                                  |                                  |
| <b>Total</b>                                        | 27714.04                             | 20673.87                         | 10209.19                         | 3763.95                          |
| <b>Other Financial Data</b>                         |                                      |                                  |                                  |                                  |
| <b>Particulars</b>                                  | <b>9 months ended<br/>31.12.2015</b> | <b>Year Ended<br/>31.03.2015</b> | <b>Year Ended<br/>31.03.2014</b> | <b>Year Ended<br/>31.03.2013</b> |
| Dividend (%)                                        | 5.00%                                | 0.00%                            | 0.00%                            | 0.00%                            |
| Basic Earnings Per Share (Rs.)                      | 8.81                                 | 15.65                            | 9.93                             | 8.46                             |

| Other Financial Data             |        |        |        |        |
|----------------------------------|--------|--------|--------|--------|
| Diluted Earnings Per Share (Rs.) | 13.65  | 15.65  | 9.93   | 8.46   |
| Return on Networth (%)           | 24.63% | 28.69% | 25.13% | 28.62% |
| Net Asset Value Per Share(Rs.)   | 35.78  | 54.54  | 39.50  | 29.57  |

**Formulas for above referred Financial Ratios:**

1. Earnings Per Share = Profit (Loss) After Tax / Number of Equity Shares
2. Return on Networth = Profit (Loss) After Tax / Networth
3. Book Value per share = Networth / Number of Equity shares

**6.15 Reasons for fall/rise in PAT or Total Income during above period:**

**i) For Year Ended March 31, 2013 vis-à-vis March 31, 2014**

The Sales of the Company was Rs. 382.57 Cr in F.Y. 2013-14 (P.Y. Rs. 320.09 Cr), indicating growth of 19.52% with respect to prior year. The Sales was supported with growth in PAT being Rs. 9.95 Cr in F.Y. 2013-14 (P.Y. Rs. 8.48 Cr). The reason for the growth being increased business volume at normal growth rate.

**ii) For Year Ended March 31, 2014 vis-à-vis March 31, 2015**

The Sales of the Company was Rs. 602.56 Cr in F.Y. 2014-15 (P.Y. Rs. 382.57 Cr), indicating growth of 57.50% with respect to prior year. The Sales was supported with growth in PAT being Rs. 15.68 Cr in F.Y. 2014-15 (P.Y. Rs. 9.95 Cr). The reason for the fast growth can be attributable to increased product mix, increased segment contribution from FMCG (Edible Oil) and geographic spread.

**iii) For Year Ended March 31, 2015 vis-à-vis Nine month period ended December 31, 2015**

The Sales of the Company was Rs. 697.80 Cr in Nine months ended on 31.12.2015 (in F.Y. 2014-15 Rs. 602.56 Cr), indicating growth of 15.80% with respect to prior year. The Sales was supported with growth in PAT being Rs. 17.66 Cr in Nine month ended on 31.12.2015 (in F.Y. 2014-15 Rs. 15.68 Cr). Apart from robust business growth in existing area of operation, increased brand presence, contribution from new product line in Cheap Liquor Segment (C.S. Liquor) contributed in the substantial business increase.

**6.16 Pre- and post-Offer shareholding pattern of Pincon Spirit Limited:**

(As on the Date of PA)

| Shareholders' category            | Shareholding & voting rights prior to the agreement/ acquisition offer |       | Shares/voting rights agreed to be acquired which triggered off the Regulations |       | Shares/voting rights to be acquired in open offer (Assuming full acceptances) |       | Shareholding/voting rights after the acquisition and offer i.e. |       |
|-----------------------------------|------------------------------------------------------------------------|-------|--------------------------------------------------------------------------------|-------|-------------------------------------------------------------------------------|-------|-----------------------------------------------------------------|-------|
|                                   | (A)                                                                    |       | (B)                                                                            |       | (C)                                                                           |       | (A)+(B)+(C) =(D)                                                |       |
|                                   | No.                                                                    | %     | No                                                                             | %     | No.                                                                           | %     | No.                                                             | %     |
| <b>(1) Promoter group</b>         |                                                                        |       |                                                                                |       |                                                                               |       |                                                                 |       |
| a. Parties to agreement, if any   | -                                                                      | -     | -                                                                              | -     | -                                                                             | -     | -                                                               | -     |
| b. Promoters other than (a) above | -                                                                      | -     | -                                                                              | -     | -                                                                             | -     | -                                                               | -     |
| <b>Total 1(a+b)</b>               | -                                                                      | -     | -                                                                              | -     | -                                                                             | -     | -                                                               | -     |
| <b>(2) Acquirer</b>               |                                                                        |       |                                                                                |       |                                                                               |       |                                                                 |       |
| a. Acquirer                       | 59,86,786                                                              | 29.87 | 59,86,786                                                                      | 29.87 | 4,008,600                                                                     | 20.00 | 9,995,386                                                       | 49.87 |
| b. Person acting with Acquirer    | -                                                                      | -     | -                                                                              | -     | -                                                                             | -     | -                                                               | -     |



| Shareholders' category                                       | Shareholding & voting rights prior to the agreement/acquisition offer and |               | Shares/voting rights agreed to be acquired which triggered off the Regulations |               | Shares/voting rights to be acquired in open offer (Assuming full acceptances) |              | Shareholding/voting rights after the acquisition and offer i.e. |               |
|--------------------------------------------------------------|---------------------------------------------------------------------------|---------------|--------------------------------------------------------------------------------|---------------|-------------------------------------------------------------------------------|--------------|-----------------------------------------------------------------|---------------|
|                                                              | (A)                                                                       |               | (B)                                                                            |               | (C)                                                                           |              | (A)+(B)+(C) =(D)                                                |               |
|                                                              | No.                                                                       | %             | No                                                                             | %             | No.                                                                           | %            | No.                                                             | %             |
| <b>Total 2 (a+b)</b>                                         | <b>59,86,786</b>                                                          | <b>29.87</b>  | <b>59,86,786</b>                                                               | <b>29.87</b>  | <b>4,008,600</b>                                                              | <b>20.00</b> | <b>9,995,386</b>                                                | <b>49.87</b>  |
| <b>(3) Parties to agreement other than (1) &amp; (2)</b>     | -                                                                         | -             | -                                                                              | -             | -                                                                             | -            | -                                                               | -             |
| <b>(4) Public(other than parties to agreement, Acquirer)</b> | -                                                                         | -             | -                                                                              | -             | -                                                                             | -            | -                                                               | -             |
| a. FIs/MFs/FIIs/Banks, SFIs                                  | 227,348                                                                   | 1.13          | 227,348                                                                        | 1.13          | (4,008,600)                                                                   | (20.00)      | 10,047,614                                                      | 50.13         |
| b. Others                                                    | 13,828,866                                                                | 69.00         | 13,828,866                                                                     | 69.00         |                                                                               |              |                                                                 |               |
| <b>Total (4) (a+b)</b>                                       | <b>14,056,214</b>                                                         | <b>70.13</b>  | <b>14,056,214</b>                                                              | <b>70.13</b>  |                                                                               |              |                                                                 |               |
| <b>Grand Total (1+2+3+4)</b>                                 | <b>20,043,000</b>                                                         | <b>100.00</b> | <b>20,043,000</b>                                                              | <b>100.00</b> | -                                                                             | -            | <b>20,043,000</b>                                               | <b>100.00</b> |

Notes:

- As on the date, the number of shareholders in PSL in public category is 7585.
- No Equity Shares are subject to lock in.
- Face value of Equity Shares of Target Company is Rs. 10/- each.
- The Acquirer has not acquired any shares from the date of PA till the date of this LoO

**6.17 There are no pending Litigations/ Legal Notices against PSL as on the date of this Draft Letter of Offer.**

**6.18 Name and other Details of Compliance Officer:**

**Mr. Aditya Karwa, Company Secretary**  
 "Wellesley House", 7 Red Cross Place, 3<sup>rd</sup> Floor  
 Kolkata-700001, West Bengal.  
**Tel. No.** +91 33-22319135, **Fax No.** +91 33-40014642,  
**Email:** pinconspiritletted@gmail.com

## **7. OFFER PRICE AND FINANCIAL ARRANGEMENTS**

### **7.1 Justification of Offer Price**

- The Offer Price is at Rs.135/- (Rupees One Hundred and Thirty Five Only) per fully paid up equity share of PSL
- The equity shares of PSL are presently listed on BSE Limited (hereinafter referred as "BSE") having Scrip Code of 538771 and also listed on Calcutta Stock Exchange Limited (hereinafter referred as "CSE"). The Company was listed on the CSE only, at the time of PA which would have been made on August 01, 2011
- Trading in equity shares of PSL had been suspended by CSE on 05.12.2005 due to non-compliance of Listing Agreement and the said suspension has been revoked on 27.09.2006. The trading of equity shares of PSL has not been suspended by BSE or CSE since then.
- The Annualised trading turnover during the preceding six calendar months prior to the month in which the PA should have been made (i.e. during the months February 2011 to July 2011) is given hereunder:

| Name of Stock Exchanges | Total no. of Equity Shares traded during the 6calendar months prior to the month in which PA was to be made | Total No. of listed Equity Shares | Annualized Trading Turnover (in terms of % to total listed shares) |
|-------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------|
| CSE                     | No Trading                                                                                                  | 1,00,21,500                       | NA                                                                 |
| BSE                     | Not Listed                                                                                                  | -                                 | -                                                                  |

7.1.5 The Annualised trading turnover during the preceding six calendar months prior to the month in which the PA has been made (i.e. during the months July 2015 to December 2015) is given hereunder:

| Name of Stock Exchanges | Total no. of Equity Shares traded during the 6calendar months prior to the month in which PA made | Total No. of listed Equity Shares | Annualized Trading Turnover(in terms of % to total listed shares) |
|-------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------|
| CSE                     | NIL                                                                                               | 2,00,43,000                       | NA                                                                |
| BSE                     | 2,13,35,061                                                                                       | 2,00,43,000                       | 106.45%                                                           |

7.1.6 As the equity shares of PSL were not traded on the CSE at the time of PA which would have been made on August 11, 2011, the Offer Price in terms of Regulation 20(5) of the SEBI (SAST) Regulations has been determined taking into account the following parameters:-

|    |                                                                                                                                                                                     |                                                             |                                                             |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| a. | The Negotiated Price as per SP and SSA                                                                                                                                              | Rs.3.00/-                                                   |                                                             |
| b. | Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential issue during the 26 weeks prior to the date of PA | N.A.                                                        |                                                             |
| c. | <b>Other Financial Parameters</b>                                                                                                                                                   | Based on Audited Accounts for the year ended March 31, 2011 | Based on Audited Accounts for the year ended March 31, 2015 |
|    | Return on Networth (%)                                                                                                                                                              | 19.67%                                                      | 29.88%                                                      |
|    | Earnings / (Loss) per Share (Rs.)                                                                                                                                                   | Rs. 2.81                                                    | Rs. 17.18                                                   |
|    | Price Earnings Multiple (P/E)                                                                                                                                                       | -                                                           |                                                             |
|    | Book Value (Rs. per equity share) (as on March 31, 2011– Audited Accounts for the year ended on March 31, 2011)                                                                     | Rs. 14.26                                                   | Rs. 54.54                                                   |

*\*An extract of the report by CA Anupam Sarkar (Chartered Accountant) dated January 20, 2016 is reproduced below: The Fair Value of the equity shares is to be considered based on the Supreme Court's Decision in the case of Hindustan Lever Employees; Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the fair value of a Listed Company could be assessed based on weights:*

*The value per equity share is to be considered as average of the values arrived/ determined on the basis of three methods mentioned above after giving them appropriate weights. The fair value thus arrived is Rs. 14.15.*

7.1.7 As the equity shares of PSL are frequently traded on the BSE at the time of current date of PA, the Offer Price in terms of Regulation 20(5) of the SEBI (SAST) Regulations has been determined taking into account the following parameters:-

|    |                                                                                                                                                                                                          |            |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| a. | The Negotiated Price under the Agreement                                                                                                                                                                 | Rs. 3.00/- |
| b. | Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential issue during the 26 weeks prior to the date of PA, whichever is higher | N.A.       |

|    |                                                                                                                                                                                                                                                   |           |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| c. | The average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the 26 weeks                                   | Rs.128.04 |
| d. | The average of the daily high and low of the prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, whichever is higher. | Rs.132.39 |

7.1.8 During the financial year 2010 -2011, Mr. Monoranjan Roy acquired 15,91,393 Equity shares (15.88%) on August 01, 2011 and thereafter on acquisition of 14,00,000 Equity shares (13.97%) on August 05, 2011 and 2,000 shares (0.02%) on December 31, 2011 as required by regulation 10 by exceeding 15% and 11(1) after acquisition of the aforesaid shares exceeding 5% in a financial year in compliance with the now repealed SEBI (SAST) Regulations 1997. of the then equity and voting share capital of the Target Company as at price of Rs. 3 per shares in violation of Regulation 10, 11(1) and 12 of the SAST Regulations, 1997. The Offer price has been calculated assuming the triggering point as acquisition date and interest calculation thereon @ 10% P.A. till the date of current PA, the details of which is mentioned below:

| Date of Purchase (Trigger Date) | No. of Days Delay | Transaction Price | Fair Value as on Trigger Date | Price as per Regulation 20 (5) of SEBI (SAST) Regulation, 1997 | Interest @ 10% p.a | Total (Rs.)(Rs. 15+Rate of Interest) |
|---------------------------------|-------------------|-------------------|-------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------|
| August 01, 2011                 | 1638              | Rs. 3.00/-        | Rs. 14.14                     | Rs. 15.00/-                                                    | Rs. 6.73           | Rs. 21.73                            |
| August 05, 2011                 | 1634              | Rs. 3.00/-        | Rs. 14.14                     | Rs. 15.00/-                                                    | Rs. 6.72           | Rs. 21.72                            |

In view of the parameters considered and presented in the table 7.1.6-7.1.8 above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs.135/- (Rupees One Hundred Thirty Five only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

7.1.9 Based on the above parameters, the Offer Price of Rs. 135/- per equity share of face value Rs. 10/- each, is justified in terms of the SEBI (SAST) Regulations, 1997.

7.1.10 There is no non-compete fees payable under the agreement.

7.1.11 In the opinion of the Manager to the offer and the Acquirer, the offer price of Rs.135/- (Rupees One Hundred and Thirty Five only) per fully paid up equity share is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997

7.1.12 If the Acquirer acquire shares after the date of Public Announcement upto 7 working days prior to the closure of the offer at a price higher than the offer price, then the highest price paid for such acquisition shall be payable for all the shares tendered in the offer and accepted under the offer.

## 7.2 Financial Arrangements

7.2.1 The total consideration for acquisition of 40,08,600 fully paid-up equity shares of face value of Rs. 10/- each of PSL, at an Offer Price of Rs.135/- per share is Rs.5,41,161,000/- (Rupees Fifty Four Crores Eleven Lacs Sixty One Thousand Only).

7.2.2 The Acquirer has made firm financial arrangements to meet their obligations in full under the Offer. For this purpose, the Acquirer intends to utilize their own resources.

7.2.3 In accordance with the provisions of Regulation 28(2) of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account in the name and style of “PSL-PINCON-OPEN OFFER-ESCROW A/c-PSL” with State Bank of Mysore, Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001 (“Escrow Banker”) and has deposited an amount of 15,00,00,000/- (Rupees Fifteen Crore Only) in as Bank Guarantee, being more than 25% of the

Maximum Consideration payable under this Offer and Cash Deposit of Rs. 5,600,000 (Rupees Fifty Six Lacs Only) representing more than 1% of the total consideration payable under this Offer. Details of which are mentioned as under:

- 7.2.3.1 Bank Guarantee for **Rs. 15,00,00,000 (Rupees Fifteen Crore Only)** representing 50% of the total consideration payable under this Offer. The said Bank Guarantee Bearing No. 4069116BG0000020 has been issued by State Bank of Mysore, Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001 in favour of the Manager to the Offer.
- 7.2.3.2 Cash Deposit of **Rs. 56,00,000 (Rupees Fifty Six Lakhs Only)** representing more than 1% of the total consideration payable under this Offer with State Bank of Mysore, Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001. The said Cash Deposit is maintained in the Escrow Account Bearing No. **64189429357**.
- 7.2.3.3 As an additional security, the Acquirer has issued post-dated Cheques in favour of the Manager to the Offer, for an aggregate value of Rs. 40,00,00,000/- (Rupees Forty Crores Only) representing more than 73% of the total consideration payable under this Offer
- 7.2.4 The Manager to the Offer, Hem Securities Limited, has been empowered to operate the Escrow Account. State Bank of Mysore, Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001 has marked a lien on the Escrow Account in favour of Manager to the Offer and is empowered to realise the value of the aforesaid Escrow Account.
- 7.2.5 CA Anupam Sarkar, Chartered Accountant (Membership No. 050083), having address at 1/52, Bijaygarh, Kolkata-700 032; vide his Certificate dated January 21, 2016 of Mr. Monoranjan Roy as on January 20, 2016 was Rs.1,713,487,239.89/- (Rupees One Hundred Seventy One Crores Thirty Four Lacs Eighty Seven Thousand Two Hundred Thirty Nine and Paise Eighty Nine Only).
- 7.2.6 Based on the above certificates, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 1997, as firm arrangements for funds for payment through verifiable means are in place to fulfil the Offer obligations.
- 7.2.7 In case of revision in the Offer Price, the Acquirer would raise the amount in the Escrow Account to ensure compliance with Regulation 28 of SEBI (SAST) Regulations, 1997.

## **8. TERMS AND CONDITIONS OF OFFER**

### **8.1 Statutory Approvals**

- 8.1.1 The Offer being announced is not a conditional offer and is not subject to any minimum level of acceptance.
- 8.1.2 As on the date of the Draft Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals required from Banks or Financial Institution or any other authority to acquire the equity shares tendered pursuant to this Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals. The Acquirer will not proceed with the Offer pursuant to Regulation 27 of the SEBI (SAST) Regulations in the event that such statutory approvals have been refused.
- 8.1.3 In case of delay in receipt of any approval, SEBI has the power to grant an extension of the time required for payment under the Offer pursuant to Regulation 22(12) of the SEBI (SAST) Regulations, provided that the Acquirer agrees to pay interest for the delayed period. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, the Regulation 22(13) of the SEBI (SAST) Regulations will be applicable.
- 8.1.4 In case, Reserve Bank of India's ("RBI's") approval for acquisition of equity shares from Non-Resident shareholders is unduly delayed, the Acquirer reserve the right to proceed with the payment to the resident shareholders whose equity shares have been accepted by the Acquirer in terms of the Offer. *Provided that the payment instruments in respect of the payment to Non-Resident Shareholders are kept in safe custody with the Registrars to the Offer.*
- 8.1.5 The Acquirers do not require any approval from the Bank or Financial Institution for the present Offer.

8.1.6 If there is a Competitive Offer/Bid:

*i) The Public Offers under all the subsisting bids shall close on the same date.*

*ii) As the Offer Price cannot be revised during 7 working days prior to the Closing date of the Offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.*

## **8.2 Other Terms and Conditions**

8.2.1 The Offer being announced is not a Conditional Offer and is not subject to any minimum level of acceptance.

8.2.2 All shareholders, except the Acquirer who own the equity shares in the Target Company, any time before the Closure of the Offer are eligible to participate in the Offer.

8.2.3 The Letter of Offer ("LoF") together with the Form of Acceptance cum Acknowledgement (FOA) , the Form of Withdrawal (FOW) and Transfer Deed (TD) ( for shareholders holding shares in physical form) will be mailed to the shareholders of the PSL (except the Acquirer) whose names appear on the Register of Members or are beneficial owners on the records of the respective depositories at the close of the business on Tuesday, February 23, 2016 ("the Specified Date").

8.2.4 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholders of the PSL and each shareholder of the PSL to whom this Offer is made is / are free to Offer his / her / their shareholding in the PSL in whole or in part while accepting the Offer.

8.2.5 Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected. Any equity shares of PSL that are subject matter of litigation or are held in abeyance due to pending court cases, wherein the shareholders of the PSL may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected. The Letters of Offer, wherever possible would be forwarded to the concerned statutory / competent authorities for further action at their end in respect of the equity shares which are subject matter of litigation.

8.2.6 Accidental omission to dispatch the LoF or any further communication to any person to whom the LoF is made or the non-receipt of the LoF by any such person shall not invalidate the Offer in any way.

8.2.7 Instructions, authorizations and provisions contained in the FOA, FOW and TD constitute an integral part of the terms of this Offer.

8.2.8 The acceptance of the Offer must be unconditional and should be sent in the FOA along with the other documents duly filled-in and signed by the applicant shareholder(s) and should be received by the Registrar to the Offer at the address mentioned below on or before 1700 hrs. on Wednesday, April 06, 2016. If any change or modification is made in the FOA, the same is liable to be rejected.

8.2.9 The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and Offer Acceptance Documents during transit and the equity shareholders of Target Company are advised to adequately safeguard their interest in this regard.

8.2.10 The Acquirer will acquire all the paid-up equity shares of the Target Company that are validly tendered in terms of this Offer upto a maximum of 40,08,600 equity shares of Rs 10/- each. In the event of the Offer receiving a response of more than 100% (40,08,600 equity shares), the Acquirer shall accept the equity shares on a proportionate basis pursuant to Regulation 21(6) of the SEBI (SAST) Regulations, subject to minimum marketable lot of 1(One) equity shares in physical form and one (1) equity share in case of electronic share. The Acquirer will proceed with the Offer even if he is unable to obtain acceptance to the full extent of the equity shares of the PSL for which this Offer is made.

## 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

The Acquirer has appointed **S. K. Infosolutions Private Limited** as the Registrar to the Offer. The shareholders who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement duly filled and signed alongwith enclosures to the **Registrar to the Offer: S. K. Infosolutions Private Limited, 34/1A, Sudhir Chatterjee Street, Kolkata – 700006; Tel. No. +91 33 2219 6797; Fax No. +91 33 2219 4815; Contact Person: Mr. Dilip Bhattacharya; Email: skcdilip@gmail.com** either by hand delivery or by registered post on or before the closure of the Offer, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

The documents can be tendered at the above address between 10.00 AM to 01.00 PM and 02.00 PM to 4.00 PM from Monday to Friday and between 10.00 AM to 01.00 PM on Saturday. The same will be closed on Sundays and Public Holidays.

### 9.1. Registered Shareholders (holders of shares in physical form) should enclose:

- **Form of Acceptance Cum Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- **Original Share Certificate(s)**
- **Valid Share Transfer Deed(s)** duly signed as transferors by all shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with PSL and duly witnessed at the appropriate place(s).

### 9.2. Beneficial owners (holders of shares in dematerialised form) should enclose:

- **Form of Acceptance Cum Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all the beneficial holders of shares as per the records of the DP.
- **Photocopy/Counterfoil of Delivery Instruction slip** in “off market” mode in favour of the special depository account mentioned herein after, duly acknowledged by DP.

9.3. In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, it will be deemed that the shareholder has tendered acceptance of the Offer.

9.4. A special depository account has been opened with HEM Securities Limited, the details of which are as under:

**DP Name:** HEM SECURITIES LIMITED-JAIPUR

**DP ID:** 12017701

**Beneficiary ID:** 00917316

Name of Account: “**PSL-OPEN OFFER-ESCROW ACCOUNT**”

Shareholders having their beneficiary account with NSDL must use **Inter-depository Delivery Instruction Slip** for the purpose of crediting their equity shares in favour of the Escrow Depository Account with CDSL.

### 9.5. Unregistered Shareholders should enclose:

- **Form of Acceptance cum Acknowledgement or an application on plain paper** duly completed and signed in accordance with the instructions contained therein by the person(s) accepting the Offer. Application on plain paper should be duly signed and state the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer.
- **Original Share Certificate(s)**
- **Original Contract Note(s) from the broker through whom the shares were acquired.**

- **Valid Share Transfer deed(s)** as received from market. The details of buyer should be left blank failing which, the same will be invalid under this offer. All other requirements for valid transfer will be pre condition for valid acceptance.

**No indemnity is required from the unregistered owners.**

It may be noted that if the specimen signatures(s) of the acceptor differs with the specimen signature(s) recorded with PSL or if they are not in the same order, such shares are liable to be rejected under this Offer.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance

- 9.6. The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the closure of the Offer i.e. April 06, 2016. FOA, in respect of dematerialized equity shares not credited to the above special depository account before the date of closing of offer, is liable to be rejected.
- 9.7. Shareholders having their beneficiary account with Central Depository Services Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity shares in favour of the above mentioned Special Depository Account with NSDL.
- 9.8. In case of non-receipt of the Letter of Offer/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrars to the offer at the collection centre clearly marking the envelope “PSL Open Offer” or make an application on plain paper duly signed and stating their name, address, No. of Shares held, no. of shares offered, DP name, DP ID, Client ID and the counterfoil/photocopy of the delivery instruction in “Off-Market” mode in favour of the special depository account, duly acknowledged by the DP, to the Registrar to the Offer, before the closure of the Offer.
- 9.9. In case any person has lodged shares of PSL for transfer and the transfer has not yet been effected, the concerned person may apply in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s), valid transfer deed(s) duly signed (columns meant for transferee / buyer should be kept blank) and the acknowledgement of the lodgment of shares for transfer. Such person should also instruct PSL and its Registrars & Transfer Agents to send the transferred share certificate(s) directly to the collection centres of Registrars to the offer as mentioned above before the date of closing of the offer.
- 9.10. Shareholders who have sent their physical shares for Dematerialisation and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder’s DP. The shareholder should ensure that process of getting shares dematerialised is completed well in time so that the credit in the special depository account should be received before closure of the Offer i.e. April 06, 2016, else the application will be rejected.
- 9.11. Equity shares tendered by the shareholders of PSL in the offer shall be free from lien, charges and encumbrances of any kind whatsoever.
- 9.12. Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of PSL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered in the offer prior to the date of closing of the offer.
- 9.13. In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company’s share is 100 (Hundred) share.

- 9.14.** While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares.
- 9.15.** While tendering shares under the Offer, NRI / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.
- 9.16.** The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.
- 9.17.** The Registrar to the Offer will hold in Trust the Shares / Share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of PSL who have accepted the Offer, till the Acquirer completes the offer obligations in accordance with the Regulations.
- 9.18.** Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk to the sole/first shareholder. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the FOA.

## **10. PROCEDURE FOR WITHDRAWAL OF APPLICATION / ACCEPTANCE**

- 10.1.** In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders shall have the option to withdraw acceptances tendered up to three working days (i.e. **Friday, April 1, 2016**) prior to the Offer Closing Date i.e. **Wednesday, April 6, 2016**.
- 10.2.** Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed and signed along with the requisite documents.
- 10.3.** In case of non-receipt of Form of Withdrawal, the withdrawal can be exercised by making an application **on plain paper** along with following details: -
- **In case of physical shares:** by stating Name, Address, Distinctive Numbers, Folio Number, Number of shares tendered.
  - **In case of dematerialized shares:** by stating Name, Address, Number of shares tendered, DP Name, DP ID, beneficiary account number, photocopy of the delivery instruction in “**Off Market**” mode duly acknowledged by the DP in favour of the Escrow Depository Account.
  - **In either case:** a copy of the acknowledgement received from the Registrar to the Offer upon tendering of the equity shares,

so as to reach the Registrar to the Offer either by hand delivery or by Registered Post not later than 1700 hrs. on **Wednesday, April 06, 2016**.

## **11. SHARES SUBJECT TO LOCK-IN**

The Acquirer shall acquire all the equity shares tendered by the shareholders even if they are subjected to lock-in period. However, these equity shares shall continue to be under locked-in for the residual period in the hands of the Acquirer. The event in which these equity shares may be rejected / returned is in case of invalid applications and / or the equity shares being rejected due to proportionate acceptance.

In case of non-receipt of the aforesaid documents, but receipt of the equity shares in the Escrow Depository Account, the Acquirer may deem the Offer to have been accepted by the shareholder.



## **12. MATERIAL DOCUMENTS FOR INSPECTION**

The following documents are regarded as material documents and are available for inspection at the office of Hem Securities Limited, 14/15 Khatau Building, 1<sup>st</sup> Floor, 40, Bank Street, Fort, Mumbai – 400 001 from 10.00 a.m. to 1.00 p.m. and from 2.00 p.m. to 4.00 p.m. on any working day, except 2<sup>nd</sup> and 4<sup>th</sup> Saturdays, Sundays, and Public/ Bank Holidays until the offer closes.

- a) Memorandum & Articles of Association and Certificate of Incorporation of Pincon Spirit Limited.
- b) MOU between the Acquirer and HEM Securities Limited, Manager to the Offer dated January 19, 2016.
- c) Copy of Certificate CA Anupam Sarkar, Chartered Accountant (Membership No.050083), having their address at 1/52, Bijaygarh, Kolkata-700 032; certifying about the Networth of the Acquirer and adequacy of resources of the Acquirer in fulfilling the obligations of the offer.
- d) Audited Annual Reports for FY 2012-13, 2013-14, 2014-15 and 2010-11 and Limited Review Report of the Statutory Auditor for the Six months period ended September 30, 2015 of Pincon Spirit Limited.
- e) Copy of bank guarantee Bearing No. 4069116BG0000020 issued by State Bank of Mysore, Bangalore for Rs. 1500 Lakhs/- in favour of the Manager to the Offer and copy of the letter dated January 25, 2016 confirming deposit of Rs.56,00,000/-, (representing an amount, being more than 1% of the maximum purchase consideration payable in terms of the Offer) issued by State Bank of Mysore having office at Corporate Accounts Branch No.18, M.G. Road, Bangalore- 560001.
- f) Copy of SEBI letter no. [●] dated [●] in terms of Regulation 18(2) of the Regulations.
- g) Copy of Public Announcement dated Monday, January 25, 2016.
- h) Undertakings from the Acquirers.

## **13. Declaration by Acquirer**

- a) The Acquirer accepts full responsibility for the information contained in this Draft Letter of Offer.
- b) Further the Acquirer accepts full responsibility for ensuring compliance of the SEBI (SAST) Regulations.

### **Signed on behalf of Acquirer**

**(Mr. Monoranjan Roy)**

Date: February 04, 2016

Place: Kolkata

### **Enclosed:**

- a) Form of Acceptance cum Acknowledgement
- b) Form of Withdrawal cum Acknowledgment
- c) Blank Share Transfer Deed(s) for shareholders holding shares in physical form

**FORM OF ACCEPTANCE CUM  
ACKNOWLEDGEMENT**

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to S.K. Infosolutions Private Limited at the collection centre mentioned in the Draft Letter of Offer)

|                                               |                |
|-----------------------------------------------|----------------|
| Offer Opens on                                | March 18, 2016 |
| Last Date for<br>Withdrawal of<br>Application | April 1, 2016  |
| Offer Closes on                               | April 6, 2016  |

From  
(Name & Complete Address)

Tel.No. \_\_\_\_\_ Fax No. \_\_\_\_\_ Email \_\_\_\_\_

To,

**S.K. Infosolutions Private Limited**  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006

Dear Sir,

**Sub: Open Offer for acquisition of equity shares of Pincon Spirit Limited (“PSL”) by Mr. Monoranjan Roy (“Acquirer”).**

I/We refer to the Draft letter of offer dated [●] for acquiring the equity shares held by me/us in PSL.

I/We, the undersigned have read the Draft Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

**For Shares held in Physical Form:**

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

| S.No.                                | Folio No. | Certificate No. | Distinctive Nos. |    | No. of Shares |
|--------------------------------------|-----------|-----------------|------------------|----|---------------|
|                                      |           |                 | From             | To |               |
|                                      |           |                 |                  |    |               |
|                                      |           |                 |                  |    |               |
|                                      |           |                 |                  |    |               |
|                                      |           |                 |                  |    |               |
| <b>Total number of Equity Shares</b> |           |                 |                  |    |               |

*(In case of insufficient space, please use additional sheet and authenticate the same)*

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the offer till the time the Acquirer gives the purchase consideration as mentioned in the Draft Letter of Offer.

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

-----TEAR ALONG THIS LINE-----  
----

**Acknowledgement Slip**

Received from

Mr./Ms. \_\_\_\_\_

\_\_\_\_\_

—

Folio No. \_\_\_\_\_

Form of Acceptance cum Acknowledgement, \_\_\_\_\_

Number of certificates for \_\_\_\_\_ equity shares / Copy of

Delivery instruction to DP for \_\_\_\_\_ equity shares.

| Stamp of<br>Collection<br>Centre | Signature of<br>Official & Date<br>of Receipt |
|----------------------------------|-----------------------------------------------|
|                                  |                                               |

**For shares held in Demat Form :**

I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction duly acknowledged by my / our DP in respect of my/our equity shares as detailed below:

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

I/We have done an off market transaction for crediting the shares to the Escrow Account opened with NSDL named “**PSL - Open Offer – Escrow Account**” (the “Special Depository Escrow Account”) with the following particulars:

|                                        |                           |                  |
|----------------------------------------|---------------------------|------------------|
| DP NAME- HEM SECURITIES LIMITED-JAIPUR | BENEFICIARY ID - 00917316 | DP ID – 12017701 |
|----------------------------------------|---------------------------|------------------|

Shareholders whose shares are held in beneficiary Account with CDSL have to use an inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Escrow Account with NSDL.

I/We note and understand that the Shares would lie in the Special Depository Escrow Account until the time the Acquirer makes payment of the purchase consideration as mentioned in the Draft Letter of Offer.

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

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

I/We authorise the Acquirer or their Merchant Banker to send by Registered Post / Courier the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

The Permanent Account Number (PAN/GIR No.) allotted under the Income Tax Act, 1961 is as under

|              | First/ Sole Holder | Joint Holder 1 | Joint Holder 2 |
|--------------|--------------------|----------------|----------------|
| PAN/ GIR No. |                    |                |                |

*So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of Bank Account of the first/ sole shareholder and the consideration cheque or demand draft will be drawn accordingly.*

|                   |  |             |  |                                                  |
|-------------------|--|-------------|--|--------------------------------------------------|
| Name of the Bank  |  | Account No. |  | Savings/ Current/ NRE/ NRO/ Others (Please tick) |
| Address of Branch |  |             |  |                                                  |

Yours faithfully,

| Signed & Delivered by | Full Name (s) and Address | Signature | Verified and Attested (by DP in case of Demat Shares and by Bank in case of Physical Shares) |
|-----------------------|---------------------------|-----------|----------------------------------------------------------------------------------------------|
| First/ Sole Holder    |                           |           |                                                                                              |
| Joint Holder 1        |                           |           |                                                                                              |
| Joint Holder 2        |                           |           |                                                                                              |

**Note:** In case of joint holdings all must sign. A Corporation must affix its common seal necessary Board resolution should be attached.

Place:

Date:

-----TEAR ALONG THIS LINE-----

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**Note:** All future correspondence, if any should be addressed to the Registrar to the Offer at

**S.K. Infosolutions Private Limited**  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006

## FORM OF WITHDRAWAL

(Please send this Form of Withdrawal with enclosures to S.K. Infosolutions Private Limited at the collection centre mentioned in the Draft Letter of Offer)

|                                         |                |
|-----------------------------------------|----------------|
| Offer Opens on                          | March 18, 2016 |
| Last Date for Withdrawal of Application | April 1, 2016  |
| Offer Closes on                         | April 6, 2016  |

From  
(Name & Complete Address)

Tel.No. \_\_\_\_\_ FaxNo. \_\_\_\_\_ Email \_\_\_\_\_

To,

**S.K. Infosolutions Private Limited**  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006

Dear Sir,

**Sub: Open Offer for acquisition of equity shares of Pincon Spirit Limited (“PSL”) by Mr. Monoranjan Roy (“Acquirer”).**

I/We refer to the Draft letter of offer dated [●] for acquiring the equity shares held by me/us in PSL.

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in the Draft Letter of Offer and unconditionally agree to the terms and conditions mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/We further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at the collection center mentioned in the Draft Letter of Offer on or before the last date of withdrawal.

I/We note that the Acquirer/Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay/loss in transit for the equity shares held in physical form and also for the non-receipt of equity shares held in the dematerialised form in the DP account due to inaccurate/ incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and Shares only on completion of verification of the documents, signatures etc. and beneficiary position data as available from the Depository from time to time, respectively.

-----TEAR ALONG THIS LINE-----

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**Acknowledgement Slip**

Received from

Mr./Ms. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ Folio No.

\_\_\_\_\_ Form of Withdrawal dated

\_\_\_\_\_

| Stamp of<br>Collection<br>Centre | Signature of<br>Official &<br>Date of<br>Receipt |
|----------------------------------|--------------------------------------------------|
|                                  |                                                  |

The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

| Folio No.                                      | Certificate No.  | Distinctive Nos. |  | No. of Shares |
|------------------------------------------------|------------------|------------------|--|---------------|
|                                                | <b>Tendered</b>  |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
| <b>Total number of Equity Shares Tendered</b>  |                  |                  |  |               |
|                                                | <b>Withdrawn</b> |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
|                                                |                  |                  |  |               |
| <b>Total number of Equity Shares Withdrawn</b> |                  |                  |  |               |

*(In case of insufficient space, please use additional sheet and authenticate the same)*

I/We hold the following equity shares in dematerialised form and tendered the equity shares in the Offer and had done an off-market transaction for crediting the Shares to the “**PSL - Open Offer – Escrow Account**” (Special Depository Escrow Account) as per the following particulars:

|                                        |                           |                  |
|----------------------------------------|---------------------------|------------------|
| DP NAME- HEM SECURITIES LIMITED-JAIPUR | BENEFICIARY ID - 00917316 | DP ID – 12017701 |
|----------------------------------------|---------------------------|------------------|

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP. The particulars of the account from which my/our equity shares have been tendered are as detailed below:

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

I/We note that the equity shares will be credited back only to that Depository Account, from which the equity shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised equity shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

| Signed & Delivered by | Full Name (s) and Address | Signature | Verified and Attested<br>(by DP in case of Demat<br>Shares and by Bank in<br>case of Physical Shares) |
|-----------------------|---------------------------|-----------|-------------------------------------------------------------------------------------------------------|
| First/ Sole Holder    |                           |           |                                                                                                       |
| Joint Holder 1        |                           |           |                                                                                                       |
| Joint Holder 2        |                           |           |                                                                                                       |

**Note:** In case of joint holdings all must sign. A Corporation must affix its common seal necessary Board resolution should be attached.

Place:

Date:



-----TEAR ALONG THIS LINE-----

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**Note:** All future correspondence, if any should be addressed to the Registrar to the Offer at

**S.K. Infosolutions Private Limited**  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006