

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 RAAJ MEDISAFE INDIA LIMITED. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager/Registrar to the Offer. In case you have recently sold your equity shares in the RAAJ MEDISAFE INDIA LIMITED please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was affected.

CASH OFFER BY**SUSHEN REMEDIES PRIVATE LIMITED****Registered Office: 45, Durga Plaza, Dewas Road, Ujjain, Madhya Pradesh - 456010****Tel No. 0734-2520393; Email:sushenremedies@gmail.com****(hereinafter referred to as “Acquirer”)****To the existing shareholders of****Raaj Medisafe India Limited (hereinafter referred to as “Target Company” or “RMIL”)****Registered Office: 106, Sector III, Industrial area, Pithampur, Dhar, Madhya Pradesh – 454774****Tel No. 0734-2524071-73; Fax No. 0734-2526645 E Mail: raajmedisafe@gmail.com**

To acquire 13,10,400 Equity shares (including partly paid up Equity shares) of face value of ₹ 10 each representing 26% of Issued and Subscribed Capital and 26.40 % of the Voting Capital of the Target Company at a price of ₹ 1 (Rupee One) per fully paid up Equity share of ₹ 10 each and ₹ 0.50 (Fifty Paise) per partly paid up Equity Share of ₹ 5 each (“Offer Price”) payable in Cash

ATTENTION:

1. The Offer is being made by the Acquirer pursuant to Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as “SEBI (SAST) REGULATIONS, 2011” or “Regulations”) for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with change in control and the management of the Target Company consequent to the acquisition of substantial holding of the existing promoter by the Acquirer.
2. The Offer is not a conditional Offer and is not subject to any minimum level of acceptance.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. As on the date of this Draft Letter of offer, to the best of the knowledge of the Acquirer, the offer is not subject to any statutory and regulatory approvals, however, it will be subject to statutory approvals that may become applicable at a later date.
5. The Acquirer can revise the Offer Price or the Size of the Offer upto three working days prior to opening of the Tendering period (as defined hereinafter), i. e. May 22, 2013. Any such upward revision or withdraw would be informed by way of the Offer Opening Public Announcement (as defined hereinafter) in the same newspaper and editions in which the Detailed Public Statement (as defined hereinafter) had appeared. The revised price payable pursuant to such revision of the Offer Price would be payable by the Acquirer for all the Equity Shares validly tendered during the tendering period.
6. **There has been no competing offer as on the date of this Draft Letter of Offer.**
7. **If there is Competing offer: the public offer under all subsisting bids will open and close on the same date.**
8. **A copy of Public Announcement (as defined hereinafter), Detailed Public Statement and this Draft Letter of Offer (Including Form of Acceptance cum Acknowledgement) are also available on SEBI's web-site: www.sebi.gov.in**

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 CORPORATE STRATEGIC ALLIANZ LIMITED 402, Samedh Complex, Near Associated Petrol Pump, C.G. Road, Ahmedabad – 380 006. Tel No: + 91-079- 2642 4138 / 2656 2165 Tele Fax No : + 91-079- 4002 4670 SEBI REGN NO: INM 000011260 Email Id: srplcsapl.com Website: www.csapl.com Contact Person: Mr. Nevil R. Savjani	 ANKIT CONSULTANCY PRIVATE LIMITED 60, Electronic Complex, Pardeshipura, Indore - 452010 (M.P.) Tel.:0731-3198601-602, 2551745-46 Fax:0731-4065798 (SEBI REG. No. INR 000000767) Email Id: ankit_4321@yahoo.com Website:www.ankitonline.com Contact Person: Mr. Akhilesh Gautam
Offer open on: May 27, 2013	Offer close on: June 7, 2013

The Schedule of activities under this Offer is as follows:

Activity	Date	Day
Public Announcement (PA)	March 28, 2013	Thursday
Detailed Public Statement (DPS)	April 5, 2013	Friday
Last date for a competing Offer	May 21, 2013	Tuesday
Identified Date*	May 13, 2013	Monday
Letter of Offer to be dispatched to shareholders	May 20, 2013	Monday
Last date for revising the Offer price/ number of shares	May 22, 2013	Wednesday
Last Date by which Board of TC shall give its recommendation	May 23, 2013	Thursday
Date of publication of Offer Opening Public Announcement	May 24, 2013	Friday
Date of commencement of Tendering Period (Offer Opening Date)	May 27, 2013	Monday
Date of closure of Tendering Period (Offer Closing Date)	June 7, 2013	Friday
Date by which all the requirements including payment of consideration would be Completed	June 21, 2013	Friday
*The Identified Date is only for the purpose of determining the Equity shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all the Equity Shareholders of Target Company (registered or unregistered), except the Acquirer and the parties to the Share Purchase Agreement including persons deemed to be acting in concert with such parties, are eligible to participate in this Offer at any time prior to the closure of this Offer.		

RISK FACTORS

Risk factors relating to the Proposed Offer

1. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by the SEBI.
2. As of the date of this DLOF, to the best of the knowledge of the Acquirer, there are no regulatory or statutory approvals required to make this Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals at a later date. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the statutory approvals that may be necessary at a later date are refused.
3. The Share Purchase Agreement (SPA) dated March 28, 2013 (Thursday) contains a clause to the effect that the SPA is subject to the provisions of the Regulations and in case of non-compliance of any provisions of the Regulations by the Acquirer or the Seller, the SPA shall not be acted upon by the parties.
4. The Offer involves an offer to acquire 13,10,400 (including partly paid up Equity shares) Equity Shares constituting 26.00% of the Issued and subscribed capital and 26.40% of voting share capital of RMIL from the eligible shareholders for the Offer. Where the number of Equity Shares offered for sale by the Shareholders are more than the shares agreed to be acquired by the Acquirer, the Acquirer shall accept the offers received from the Shareholders on a proportional basis in consultation with the Manager to the Offer. Hence, there is no certainty that all shares tendered by the Shareholders in the Offer will be accepted, in the event there is oversubscription of the Offer.
5. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of the Offer, and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such Equity Shares until the completion of the Offer or withdrawal of the Offer in

accordance with the Regulation 23(1) of the SEBI (SAST) Regulations. Accordingly, the Acquirer make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.

6. Shareholders should note that the Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering period.

Probable risks involved in associating with the Acquirer

1. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement (PA) / Detailed Public Statement (DPS) /this Draft Letter of Offer (DLoF) or in the advertisements or other materials issued by, or at the instance of the Acquirer or the Manager, and anyone placing reliance on any other sources of information would be doing so at his / her / their own risk.
2. The Acquirer expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
3. The Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company. Acquirer taking control of RMIL does not warrant any assurance with respect to the future financial performance of the Target Company.
4. Post this Offer, the Acquirer will have significant equity ownership and control over the Target Company pursuant to Regulations 3 (1) and 4 of Regulations.
5. The Acquirer has no prior experience in business areas of the Target Company.
6. The Acquirer intend to acquire 13,10,400 equity shares of ₹10 each (Including Partly Paid up shares), representing 26% of the issued and subscribed capital and 26.40% of voting share capital of RMIL at a price of ₹ 1 (Rupee one Only) per equity share fully paid up and ₹ 0.50 (Fifty paise) per share for partly paid up Equity shares of ₹ 5 each, payable in cash under the SEBI (SAST) Regulations.

The indicative risk factors set forth above are in relation to the Offer and not in relation to the present or future business or operations of Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Shareholder in the Offer or in associating with the Acquirer. The Shareholders of RMIL are advised to consult their stock broker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this DLOF, all references to “Rs.”/“₹” are to the reference of Indian National Rupee(s) (“INR”). Throughout this DLOF, all figures have been expressed in “Lac” unless otherwise specifically stated. In this DLOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and / or regrouping.

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1. DEFINITIONS/ABBREVIATIONS

Sr. No.	Terms/Abbreviations	Descriptions
1.	Acquirer	Sushen Remedies Private Limited.
2.	Book Value per share	Net worth / Number of equity shares issued
3.	BSE	Bombay Stock Exchange
4.	CDSL	Central Depository Services (India) Limited
5.	Companies Act	The Companies Act, 1956
6.	Detailed Public Statement/DPS	The Detailed Public Statement which appeared in Newspaper on April 5, 2013
7.	Draft Letter of Offer/DLOF/DLOO	The Draft Letter Of Offer
8.	Equity Shares	The issued and fully paid up Equity Shares of Target Company with a Face value of ₹ 10 (Rupees Ten Only) each.
9.	Equity Shareholders	The Equity shareholders of the Target Company other than the Acquirer and parties to the Share Purchase Agreement.
10.	EPS	Earnings Per Equity Share
11.	Escrow Agreement	Escrow Agreement dated April 3, 2013 between the Acquirer, Escrow Agent and Manger to the Offer.
12.	Escrow Bank/Escrow Agent	IDBI Bank Limited having its branch office at C.G. Road Branch, Ahmedabad.
13.	Form of Acceptance/FOA	Form of Acceptance-cum-Acknowledgement
14.	Identified Date	May 13, 2013 i.e the date of falling on the tenth (10 th) Working Day prior to Commencement of Tendering Period, for the purpose of determining the Public Shareholders whom this Letter of offer shall be sent.
15.	Listing Agreement	Listing Agreement with the Bombay Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited as amended from time to time.
16.	Manager to the Offer/ Merchant Banker	Corporate Strategic Allianz Limited
17.	N.A	Not Applicable/Not Available
18.	NEFT	National Electronic Fund Transfer
19.	Net worth	Equity Share capital plus Reserve & Surplus excluding Revaluation Reserve minus Debit Balance of P&L or Misc. Exp. not written off.

20.	NRIs	Non Resident Indians and persons of Indian origin residing abroad
21.	NSDL	National Securities Depository Limited
22.	MPSE	Madhya Pradesh Stock Exchange, Indore
23.	Offer or Open Offer	The open offer being made by the Acquirer to the Public Shareholders of the Target Company to acquire 13,10,400 Equity Shares (including partly paid up Equity shares), representing not more than 26% of the Issued and Subscribed capital & 26.40 % of voting capital Share at a price of ₹ 1 per fully paid up Equity share & ₹ 0.50 (Fifty paise) each on partly paid up Equity shares
24.	Open Offer Period/Offer Period	From Monday, May 27, 2013 to Friday, June 7, 2013
25.	Offer Price	Rupee 1 (Rupee One Only) per share for fully paid up Equity share and Rupee.0.50 (Fifty paise) for partly paid up Equity shares
26.	PAN	Permanent Account Number
27.	Partly Paid up Share	Partly Paid up Equity Shares of ₹ 10 each on which ₹ 5 paid up which does not carries Voting Right
28.	PAT	Profit After Tax
29.	Persons eligible to participate in the Offer/Members Entitle to the Offer	Registered/unregistered shareholders of the Target Company who own the Equity Shares of the Target Company any time prior to the closure of Offer except the Acquirer and parties to the Share Purchase Agreement dated March 28, 2013
30.	Persons not eligible to participate in the Offer	Parties to the Share Purchase Agreement, Promoters & Promoters group
31.	Public Announcement /PA	Public Announcement submitted to Bombay Stock Exchange Limited, Madhya Pradesh Stock Exchange, SEBI and Target Company on March 28, 2013
32.	RBI	Reserve Bank Of India
33.	Registrar or Registrar to the Offer	Ankit Consultancy Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time.
34.	Return on Net Worth	(Profit After Tax/Net Worth)*100
35.	RMIL	Raaj Medisafe India Limited
36.	Rs/Rupee(s)/INR/₹	Indian Rupees, the legal currency of India
37.	SCRR	Security Contract (Regulation) Rules, 1957, as amended from time to time.
38.	SEBI/Board	Securities And Exchange Board Of India
39.	SEBI (SAST) Regulations, 2011 or Regulation	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
40.	SEBI Act	Securities and Exchange Board of India Act, 1992
41.	Seller	M/s Dhandia Gems Private Limited and Ms. Neera Sharma
42.	Shares	Equity Shares
43.	SPA	Share Purchase Agreement dated March 28, 2013
44.	SRPL	Sushen Remedies Private Limited.
45.	Stock Exchange	Bombay Stock Exchange Limited and Madhya Pradesh Stock Exchange
46.	Target Company or RMIL	Raaj Medisafe India Limited having its registered office at 106, sector III, Industrial area, Pithampur, Dhar, Madhya Pradesh – 454774.
47.	Tendering Period	Monday, May 27, 2013 to Friday, June 7, 2013.
48.	Working Day	Working days of SEBI.

Note: All terms beginning with a capital letter used in this Draft Letter of Offer, and not specifically

defined herein, shall have the meanings ascribed to them in the SEBI (SAST) Regulations.

2. DISCLAIMERCLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (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 RAAJ MEDISAFE INDIA LIMITED, THE TARGET COMPANY, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE 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 THE 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 THE ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER (MANAGER) TO THE OFFER M/S. CORPORATE STRATEGIC ALLIANZ LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 15, 2013 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 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.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

- 3.1.1** This Offer is a mandatory offer, being made by the Acquirer to the Equity Shareholders of the Target Company, in compliance with Regulations 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 for acquisition of 13,10,400 (Thirteen Lacs Ten Thousand and Four Hundred) Equity Shares (**Offer Size**) of ₹ 10 each at a price of ₹ 1 each (Offer Price) for each fully paid up equity shares and ₹ 0.50 (Fifty paise) each for partly paid up equity shares of ₹ 5 each aggregating to ₹ 13,10,400 (Rupees Thirteen Lacs Ten Thousand and Four Hundred Only) payable in cash. This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations and is being made as a result of an agreement for a direct substantial acquisition of Equity Shares and voting rights, accompanied with a change in control of the Target Company, pursuant to the SPA.
- 3.1.2** As on the date of this DLOF, except the share proposed to be acquired in terms of the SPA the Acquirer holds 7,08,300 Equity Shares constituting 14.05% of the Issued and Subscribed capital and 14.27% of voting capital of the Target Company. The Acquirer has entered into a Share Purchase Agreement (“**SPA**”) dated March 28, 2013 with M/s Dhandia Gems Private Limited having its registered office situated at 3958, K.G.B Ka Rasta, Johri Bazar, Jaipur-302003 and Ms. Neera Sharma, residing at 5/13, R.S. Bhandari Marg, Indore, Promoters of the Target Company (“**Sellers**”) for the acquisition of 13,77,580 (Thirteen Lacs Seventy Seven Thousand five hundred and eighty only) and 1,53,900 (One Lac Fifty three Thousand Nine Hundred only) respectively, fully paid up equity shares (“**Sale Shares**”) of face value of ₹ 10 (Rupees Ten Only) each representing 27.33% and 3.06% respectively of the Issued and Subscribed capital of the Target Company at a negotiated price of ₹ 1 per Equity Share aggregating to ₹ 15,31,480 (Rupees Fifteen Lacs thirty One Thousand four hundred and eighty Only) to be paid in cash. By the said

proposed acquisition pursuant to SPA the Acquirer will hold 22,39,780 Equity Shares constituting 44.44% of the Issued and Subscribed share capital of the Target Company.

3.1.3 The acquisition of the Sale Shares will result in change in control of the Target Company. The salient features of the SPA dated March 28, 2013 are as follows:

3.1.3.1 The Acquirer shall purchase from the Seller and the Seller shall sell to the Acquirer, as legal and beneficial owners, the Sale Shares free from all encumbrances and together with all rights, title, interest and benefits appertaining thereto, for the Purchase Consideration to the Seller by the Acquirer.

3.1.3.2 The Acquirer shall be entitled to appoint their representatives on the Board of Directors of the Target Company after expiry of 15 working days from the date of Detailed Public Statement on deposit of 100% of the consideration payable in the Open Offer, assuming full acceptance, in cash in the Escrow Account in terms of Proviso to regulation 24(1) read with regulation 17 of the SEBI Takeover Regulations.

3.1.3.3 The Acquirer shall after the expiry of 21 working days from the date of Detailed Public Statement be entitled to, act upon the agreement and may complete the acquisition of shares or voting rights in, or control over the Target Company as contemplated under regulation 22(2) of the SEBI Takeover Regulations on deposit of 100% of the consideration payable in the Open Offer, assuming full acceptance, in cash, in the Escrow Account.

3.1.4 There is no Person Acting in Concert with the Acquirer for the purpose of this open offer.

3.1.5 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

3.1.6 The Acquirer have not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of SEBI Act or under any of the regulations made under the SEBI Act.

3.1.7 The Acquirer proposes to appoint its representatives on the board of the Target Company subject to the compliance of SEBI (SAST) Regulations, 2011 as may be applicable. Persons to be appointed as Directors of the Target Company after such completion have not been identified at this point of time.

3.1.8 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a Committee of Independent Directors which would provide its written reasoned recommendations on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspapers where the DPS was published.

3.2 Details of the Proposed Offer

3.2.1 The DPS appeared on April 5, 2013 in the following newspapers:

Newspaper	Language	Editions
The Financial Express (English)	English	All Editions
Jansatta (Hindi)	Hindi	All Editions
Dainik Chaitanya Lok	Hindi	Dhar, Madhya Pradesh

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

3.2.2 This offer is for acquiring upto 13,10,400 (Thirteen Lacs Ten Thousand four Hundred) (including partly paid up shares) equity shares of the face value of ₹ 10 each, being 26% of the Issued and subscribed capital and 26.40 % of voting capital of the Target Company at the price of Rupee 1 (Rupee One Only) per fully paid up Equity Shares and Rupee 0.50 (Fifty Paise) per partly paid up

shares payable in cash, in accordance with the provisions of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the DPS and this DLOF.

- 3.2.3** The Equity Shares will be acquired by the Acquirer free from all liens, charges and encumbrances. and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereafter.
- 3.2.4** There are 76100 partly paid up Equity Shares of ₹ 5 each constituting 1.51% of issued & subscribed capital and 49,63,900 Fully Paid up equity shares constituting 98.49% of Issued & Subscribed capital of ₹ 10 each in the share capital of the Target Company (Source: Audit Report of the Target Company as on March 31, 2012).
- 3.2.5** This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 3.2.6** The Offer is not subject to any minimum level of acceptance from the shareholders. Upto 13,10,400 Equity Shares validly tendered by the Equity Shareholders will be accepted at the Offer Price by the Acquirer in accordance with the terms and conditions contained in the PA, DPS and this Draft Letter of Offer.
- 3.2.7** The Acquirer has not made any acquisition of shares after the date of the Public Announcement i.e. March 28, 2013 and upto the date of this Draft LoF.
- 3.2.8** Pursuant to the completion of the Offer, assuming full acceptances in the Offer and acquisition of Sale Shares in accordance with SPA, the Acquirer will hold 35,50,180 (Thirty Five Lac Fifty Thousand One Hundred and Eighty) Equity Shares constituting 70.44% of the Issued and Subscribed Capital and 71.52% of the Voting Share Capital of the Target Company, which includes 15,31,480 (Fifteen Lacs Thirty One Thousand Four Hundred And Eighty) fully paid up equity shares representing 30.39% of the Issued and Subscribed capital of the Target Company proposed to be acquired under SPA dated March 28, 2013 and assuming full acceptance under the Open Offer.
- 3.2.9** The Offer (assuming full acceptances) will not result in the public shareholding to fall below 25% of its outstanding equity share capital of the Target Company in terms of Clause 40A of the Listing Agreement read with Rule 19A(1) of the Securities Contracts (Regulations) Rules, 1957. Hence, the provisions of Regulation 7(4) of the Regulations are not applicable.
- 3.2.10** The Manager to the Offer, Corporate Strategic Allianz Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this DLOF. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.11** The Offer is being made to all the equity shareholders of the Target Company (i.e. shareholders other than the Acquirer and the Sellers). The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer and up to a maximum of the Offer Size.

3.3 Object of the acquisition/offer

- 3.3.1** The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control and management of the Target Company in accordance with Regulations of SEBI (SAST) Regulations, 2011 as the holding of Acquirer assuming full acceptances in the offer and acquisition of Sale shares in accordance with SPA would be 70.44% of the paid up Equity Share Capital of the Target Company. The Acquirer intends to set up manufacturing facility for pharma products, the product of the Target Company i.e. Raaj Medisafe India Limited. Further, Acquirer being in process of entering into the same line of business of pharmaceuticals, the Acquirer has planned to acquire the control over the Target

Company so as to have ready platform for pursuing its main object. Hence due to said take over it enables Raaj Medisafe to get back into operation.

- 3.3.2** The Acquirer has deposited an amount of ₹ 26,25,000 (Rupees Twenty Six Lacs Twenty Five Thousand only) in cash in an escrow account, which is excess of the maximum consideration payable under the Open Offer. Hence, in accordance and in compliance with regulation 24(1) read with regulation 17 of the SEBI (SAST) Regulations, the Acquirer is entitled to appoint its representative on the Board of Directors of the Target Company after a period of 15 working days from the date of the Detailed Public Statement. Further, as stipulated in regulation 22(2) of the SEBI (SAST) Regulations, after the expiry of 21 working days from the date of the Detailed Public Statement the Acquirer may complete the acquisition of shares or voting rights and control over the Target Company as contemplated in the SPA.
- 3.3.3** The Acquirer do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through special resolution by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations and the notice for such postal ballot shall inter-alia contain reasons as to why such alienation is required.

4 BACKGROUND OF THE ACQUIRER

- 4.1** The Acquirer Company was originally incorporated as "Balaji Suppliers Private Limited" on August 16, 1988 by Registrar of Companies, West Bengal. The registered office of the company was changed from the state of West Bengal to Madhya Pradesh vide order dated October 16, 2006 of Company Law Board. The name of the Company was changed to "Sushen Remedies Private Limited" on January 14, 2011. The CIN of the Company is U24232MP1988PTC019205. At present, the registered office of the Company is situated at 45, Durga Plaza, Dewas Road, Ujjain, Madhya Pradesh – 456010 (Tel No. 0734-2520393; Email: sushenremedies@gmail.com). Sushen Remedies is in the business of pharmaceuticals.
- 4.2** Sushen Remedies is in the business of pharmaceuticals and has, as its main objects is to carry on in India or elsewhere in the world all or any of the business of manufacturers, importers, exporters, buyers, sellers and distributing agents of, consignment agents, handling agents, representatives, to undertake Job work on leave and license basis for and on behalf of others and to prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, pure, preserve, grade, freeze, distillate, boil, sterilize, improve, extract, and dealers in all kinds of patents, pharmaceuticals, Allopathic and Ayurvedic medicines and medicated preparations, patent medicines, drugs including bulk and basic drugs, life saving preparations of ail descriptions, specifications, strength and applications, dyes, pesticides, insecticides, fungicides, vermifuges, restorative foods, mineral waters and remedies of all kinds of agriculture, chemicals, cosmetics, their intermediates including sophisticated items of every descriptions in the form of voils, injections, orals , syrups, tablets, capsules and in any such other forms for human as well as animal use, herbs used in pharmaceuticals, preparation of herbal medicines and industrial preparations, compounds and articles of all kinds, chemists, druggists and chemical manufacturers and to manufacture, make up prepare, buy, sell and deal in all articles, substances, and things commonly or conveniently used in or for making up preparing or packing in tins, PVC and Aluminum foils, strips, collapsible tubes, wooden boxes any of the products in which the Company is authorized to deal or which may be required by customers or persons having dealings with the Company.
- 4.3** The Acquirer does not belong to any group. The Promoters and Directors of the Acquirer Company are Mr. Anand Bangur, Mr. Vishnu Jajoo and Mrs. Mangla Bangur.

4.4 The Acquirer holds 7,08,300 Equity shares of the face value of ₹ 10 each, being 14.05% of the Issued and Subscribed capital and 14.27% of Voting capital of the Target Company. The provisions of Chapter V of the SEBI Takeover Regulations 2011 have been duly complied with by “Acquirer” for the acquisition of 7,08,300 Equity shares constituting 14.05% of the Issued and Subscribed Capital on December 14, 2012 and the provisions of Chapter II of the SEBI Takeover Regulations, 1997 are not applicable.

4.5 The Share holding Pattern of “Sushen Remedies Private Limited as on the date of filing of DLOF:

Sr. No.	Shareholders Category	No. Of Shares Held	% of Shareholding
A.	Promoter & Promoter Group		
1.	Mr. Anand Bangur	57,000	19.35
	Anand Bangur (HUF)	200	0.07
	Mrs. Mangla Bangur	1,01,500	34.45
	Mrs. Saroj Bangur	59,875	20.32
	Sub Total	2,18,575	74.19
2	FII/Mutual-Funds/FIs/Banks	Nil	Nil
3	Public		
	Mr. Promod Solanki	36,050	12.23
	Mr. Rajendra Singh Atal	40,000	13.58
	Sub Total	76,050	25.81
	Total No. of Shares	2,94,625	100.00

4.6 Details of Directors of “Sushen Remedies Private Ltd.” are as under:

Name of Director and DIN No.	Date of Appointment	Qualification	Residential Address	Experience
Mr. Anand Bangur DIN: 00017170	December 20, 2010	B.Com (Hons.)	"Shreenilayam", 1, Ramkrishna Colony, Dewas Road, Ujjain, 456010, Madhya Pradesh, India	25 Years In Corrugation and Plastic Packaging
Mrs. Mangala Bangur DIN:00722728	May 24, 2006	B.A.	"Shreenilayam", 1, Ramkrishna Colony, Dewas Road, Ujjain, 456010, Madhya Pradesh, India	15 Years In Corrugation Industries
Mr. Vishnu jadoo DIN:00806268	December 20, 2010	B.E. (Chemical)	106, Shivaji Park Colony, Dewas Road,, Ujjain, 456010, Madhya Pradesh, India	12 Years In Plastic Packaging Industries

As on the date of this LOF, none of the above directors are directors on the Board of Directors of the Target Company.

4.7 The Brief details of financials of “Sushen Remedies Private Ltd.” are given as under:

(₹ In Lacs)				
Profit & Loss Statement	Financial Year Ended March 31, 2010	Financial Year Ended March 31, 2011	Financial Year Ended March 31, 2012	Period Ended on January 31, 2013

	(Audited)	(Audited)	(Audited)	(Audited)
Income from operations	0.00	0.00	0.00	0.00
Other Income	0.28	0.00	0.00	0.00
Total Income	0.28	0.00	0.00	0.00
Total Expenditure	0.26	0.12	0.28	0.10
Profit/(Loss) Before Depreciation Interest and Tax	0.02	(0.12)	(0.28)	(0.10)
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
Profit Before Tax	0.02	(0.12)	(0.28)	(0.10)
Profit After Tax	0.01	(0.12)	(0.28)	(0.10)
Balance Sheet Statement	Financial Year Ended March 31, 2010 (Audited)	Financial Year Ended March 31, 2011 (Audited)	Financial Year Ended March 31, 2012 (Audited)	Period Ended on January 31, 2013 (Audited)
Sources of Funds				
Paid Up Share Capital	29.46	29.46	29.46	29.46
Reserves and Surplus (Excluding Revaluation Reserves)	0.53	0.41	0.13	0.03
Net worth	29.99	29.87	29.59	29.49
Secured Loans	0.00	0.00	0.00	0.00
Unsecured Loans	0.00	13.21	20.47	63.73
Total	29.99	43.08	50.06	93.22
Uses of Funds				
Net Fixed Assets	0.00	0.00	0.00	0.00
Investments	31.42	44.74	51.86	51.86
Net Current Assets	(1.43)	(1.66)	(1.80)	41.36
Total miscellaneous Expenditure not written off	0.00	0.00	0.00	0.00
Total	29.99	43.08	50.06	93.22
Other Financial Data	Financial Year Ended March 31, 2010 (Audited)	Financial Year Ended March 31, 2011 (Audited)	Financial Year Ended March 31, 2012 (Audited)	Period Ended on January 31, 2013 (Audited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (in ₹)	0.00	(0.04)	(0.10)	(0.03)
Book Value Per Share (IN ₹)	10.18	10.14	10.04	10.01

(Source: Annual Report FY 2010, FY 2011, FY 2012 and Audit Report for the Period ended January 31, 2013 and as certified by Mr. Abhizer Pithewan, partner of Nitin Vasant Garud & Co. (Firm Registration No. 014133C and Membership No. 400753), Chartered Accountants having office at 101-102, Lalvani Tower, Shaheed Park, Freeganj, UJJAIN – 456010 [M.P.], Tel: 0734-2556620, Fax: 0734-4057511, E-Mail Id-abizerp@yahoo.com.

4.7 There are no contingent liabilities in Sushen Remedies Private Ltd.

- 4.8** The Shares of Sushen Remedies Private Limited are not listed on any stock exchange.
- 4.9** There are no pending litigations against the Sushen Remedies Private Limited.
- 4.10** There is no person acting in concert ("PAC") within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Offer with the Acquirer.
- 4.11** The Acquirer has not been prohibited by SEBI from dealing in securities in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act"), or under any of the regulations made under the SEBI Act.
- 4.12** The Acquirer along with their promoters / directors do not have any interest and relationship with the Target Company. Also, the directors of the Acquirer do not hold any equity shares in the Target Company.

5 BACKGROUND OF THE TARGET COMPANY- RAAJ MEDISAFE INDIA LIMITED

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

- 5.1** The Target Company was originally incorporated as "Manoj surgical industries Ltd" on September 19, 1985 by the Registrar of Companies, Madhya Pradesh and Chhattisgarh. The name of the Company was changed to "Raaj Medisafe India Ltd" on September 1, 2008. The CIN of the company is L33112MP1985PLC003039. The registered office of the Company is situated at 106, sector III, industrial area, Pithampur, Dhar, Madhya Pradesh – 454774 (**Tel No.** 0734-2524071-73; **Fax No.** 0734-2526645, **E Mail:** raajmedisafe@gmail.com). In the F.Y 1994-95 the Target Company came up with the Initial Public offer of 39,87,030 Equity Share of Rs. 10 each.
- 5.2** At present target Company is listed at Bombay Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited. As on the date of this DLOF, the promoters and promoter group holds 16,98,380 (Sixteen Lacs Ninety Eight Thousand Three hundred and Eighty Only) Equity shares, constituting 33.70% of the equity share capital of the Target Company.
- 5.3** Target Company has its main objects as follows:
1. To Manufacture and deal with the anatomical and orthopedic and surgical instruments and appliances of all kinds such as Disposable Plastic Syringes, other surgical instruments, equipments ,apparatus and appliances , hospital apparatus, surgical bandages and sanitary goods.
 2. To carry on the business of manufacturers and dealers in Pharmaceuticals, Medical Chemical (Organic or Inorganic) in all forms and chemical products of any nature and kind whatsoever, compounds drugs and formulations and all by-products and joint products thereof.
 3. To carry on the business as chemical engineers, analytical chemists ,Importers, exporters, manufacturers of and dealers in heavy chemicals , acids, alkalis , chemical compounds (Solid ,Liquid and Gaseous) antibiotics, tannins, tannin extracts , essences, solvents dyestuffs, intermediates chemical auxiliaries, disinfectants, insectants, insecticides fungicides deodorant ,biochemical and bleaching , photographical and other preparations and articles.
 4. To establish and equip laboratories and carry on analytical experimental and other work or undertake research in relation to general objects of the company.
- 5.4** The authorized share capital of the target Company is ₹ 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of ₹ 10 (Rupees Ten) each. The issued and subscribed share capital of the Target Company is ₹ 5,04,00,000 (Rupees Five Crore Four Lacs Only) divided into 50,40,000 equity shares of the face value of ₹ 10 each. There are 76,100 partly paid-up equity shares with ₹ 3,80,500 towards capital being allotment money in arrears. The partly

paid-up equity shares do not carry any voting rights in the Target Company. The equity share capital structure of the Target Company is as follows:

Particulars	No. of Shares	Voting Rights	% of Shares/% of Voting Rights
Fully Paid up Equity Shares of ₹ 10 each	49,63,900	49,63,900	98.49 / 100
Partly Paid up Equity Shares of ₹ 10 each on which ₹ 5 paid up	76,100	Nil	1.51 / Nil
Total Issued and Paid up Equity Shares	50,40,000	49,63,900	100 /100

5.5 There are no instruments convertible into Equity Shares at a future date, in the books of the Target Company as on the date of this DLOF.

5.6 As on the date of this DLOF, the Composition of Board of Directors of Target Company is as under:

Sr. no.	Name	Director Identification Number	Date of appointment
1.	Shri Mehar Chand Dhandia	00663824	September 12, 1985
2.	Shri Manoj Dhandia	00664172	March 21, 1993
3	Shri Himanshu Sharma	00113291	June 5, 1989
4	Shri Raj Kumar Jain	02488627	April 25, 1990
5	Shri Rajesh Kumar Gupta	00774786	September 29, 2012
6	Shri Vijendra Kumar Sood	02612644	September 29, 2012
7	Shri Narendra Bahadur Singh	03023539	September 29, 2012

As on the date of this DLOF, none of the directors of the Target Company are on the Board of the Acquirer.

5.6 No merger/ de-merger/ spin off has taken place in the Target Company during last three years.

5.7 The trading in equity shares of the Target Company was suspended by BSE w.e.f November, 22, 1999 due to penal reasons with respect to non compliances of the listing agreement (Source www.bseindia.com). Further, the suspension was revoked by BSE. The Target Company has received in principle approval for revocation of suspension of Equity Shares from BSE vide letter dated June 15, 2012 subject to fulfillment of conditions as set out in said letter.

The Financial details of Target Company are as under:

(₹ In Lacs)

Profit & Loss Statement	March 31, 2010 (Audited)	March 31, 2011 (Audited)	March 31, 2012 (Audited)	Half Year Ended September,30 2012 (Certified)
Income from operations	79.67	3.49	3.85	0.00
Other Income	25.31	0.20	0.58	0.00
Total Income	104.98	3.69	4.43	0.00
Total Expenditure	136.07	26.51	161.04	19.16
Profit/(Loss) Before Depreciation Interest and Tax	(31.09)	(22.82)	(156.61)	(19.16)

Depreciation	22.42	21.51	20.61	9.65
Interest	16.43	0.10	13.37	0.12
Profit Before Tax	(69.94)	(44.43)	(190.59)	(28.93)
Profit After Tax	(69.94)	(44.43)	(190.59)	(28.93)
Balance Sheet Statement	March 31, 2010 (Audited)	March 31, 2011 (Audited)	March 31, 2012 (Audited)	Half Year Ended September, 30 2012 (Certified)
Sources of Funds				
Paid Up Share Capital	499.95	499.95	500.19	500.19
Reserves and Surplus (Excluding Revaluation Reserves)	67.31	67.31	(559.75)	(588.68)
Secured Loans	98.16	0.00	0.00	0.00
Unsecured Loans	112.19	186.33	239.05	257.30
Total	777.61	753.59	179.49	168.81
Uses of Funds				
Net Fixed Assets	213.36	188.82	168.21	158.56
Investments	0.03	0.03	0.03	0.03
Net Current Assets	172.18	128.27	11.25	10.22
Miscellaneous Expenses not written off	0.00	0.00	0.00	0.00
Profit & Loss Account	392.04	436.47	0.00	0.00
Total	777.61	753.59	179.49	168.81
Other Financial Data	March 31, 2010 (Audited)	March 31, 2011 (Audited)	March 31, 2012 (Audited)	Half Year Ended September 30 2012 (Certified)
Net worth	175.22	130.79	(59.56)	(88.49)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (in ₹)	(1.39)	(0.88)	(3.78)	(0.57)
Return on Net Worth (%)	(39.92)	(33.97)	(320.00)	(32.69)
Book Value Per Share (in ₹)	3.48	2.60	(1.18)	(1.76)

Source: Audited Financial Statement for the year ended March 31, 2010, 2011, 2012 and half year ended September 30, 2012 duly certified by Statutory Auditors, Mr. Abhizer Pitheawan, partner of Nitin Vasant Garud & Co. (Firm Registration No. 014133C and Membership No. 400753), Chartered Accountants having office at 101-102, Lalvani Tower, Shaheed Park, Freeganj, UJJAIN – 456010 [M.P.], Tel: 0734-2556620, Fax: 0734-4057511, E-Mail Id- abizerp@yahoo.com.

- 5.8 Pre and Post-offer shareholding pattern of the Target Company as per the following table as on the date of DLOF:

Share holders Category	Shareholding prior to the Agreement/Acquisition and offer		Shares agreed to be acquired which triggered off the regulation		Shares to be acquired in open offer (assuming full acceptance)		Shareholding after the acquisition and offer (assuming full acceptance)	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%

(1) Promoter Group								
(a) Parties to agreement								
(i) Dhandia Gems Private Limited	1377580	27.33	(1377580)	(27.33)	0	0.00	0	0.00
(ii) Ms. Neera Sharma	153900	3.06	(153900)	(3.06)	0	0.00	0	0.00
(b) Promoters other than (a) above	166900	3.31			0	0.00	166900	3.31
Total 1 (a+ b)	1698380	33.70	(1531480)	(30.39)	0	0.00	166900	3.31
(2) Acquirer								
(a) Main acquirer								
Sushen Remedies Private Ltd	708300	14.05	1531480	30.39	1310400	26.00	3549980	70.44
(B) PAC	0	0.00	0	0.00	0	0.00	0	0.00
Total 2 (a+b)	708300	14.05	1531480	30.39	1310400	26.00	3549980	70.44
(3) Parties to agreement other than (1)(a) & (2)	0	0.00						
(4) Public (other than parties to agreement, acquirer & PACs)								
(a) FIs/MFs/FIIs/Banks, SFIs	0	0.00						
(b) Body corporate	37680	0.75						
(C) Individual	2512940	49.86						
(d) HUF	82900	1.64			(1310400)	(26.00)		
Total (4) (a+b+c+d)	2633520	52.25			(1310400)	(26.00)	1323120	26.25
Grand Total (1+2+3+4)	5040000	100.00					5040000	100.00

5.9 The Following Promoters of the Target Company have not complied with provision of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 1997, and chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011

Sr. No.	Particulars	Date of Acquisition/ sold	Due date of Compliances	Applicable Regulation of SEBI(SAST) Regulations, 1997/2011	Status of Compliances
1.	M/s Dhandia Gems Private Limited acquired 804380 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1) and 7(1A)	Not Complied
2.	M/s Dhandia Gems Private Limited holding 1377580 Equity Shares	-	April 7, 2012	Regulation 30(2)	Not Complied
3.	Mr. Himanshu Sharma sold	September 16, 2011	September 19, 2011	Regulation 7(1A)	Not Complied

	1,66,900 Equity Shares				
4.	Mr. Himanshu Sharma holding 15900 Equity Shares	-	April 7, 2012	Regulation 30(2)	Not Complied
5.	Mr. Manoj Kumar Dhandia acquired 58900 Equity Shares	September 30, 2008	October 3, 2008	Regulation 7(1)	Not Complied
6.	Mr. Manoj Kumar Dhandia sold 2,40,500 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1A)	Not Complied
7.	Mr. Manoj Kumar Dhandia holding 39400 Equity Shares	-	April 7, 2012	Regulation 30(2)	Not Complied
8.	Mr. Mehar Chand Dhandia sold 277600 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1A)	Not Complied
9.	Mr. Mehar Chand Dhandia holding 43600 Equity Shares	-	April 7, 2012	Regulation 30(2)	Not Complied
10.	Ms. Neera Sharma holding 153900 Equity Shares	-	April 7, 2012	Regulation 30 (2)	Not Complied
11.	Mr. Raj Kumar Jain sold 120000 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1A)	Not Complied
12.	Ms. Rajkumari Jain acquired 116250 Equity Shares	September 25, 2006	September 27, 2006	Regulation 7(1A)	Not Complied
13.	Ms. Rajkumari Jain sold 224900 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1A)	Not Complied
14.	Ms. Rajshree Dhandia acquired 113080 Equity Shares	September 25, 2006	September 27, 2006	Regulation 7(1A)	Not Complied
15.	Ms. Rajshree Dhandia sold 136880 Equity Shares	September 10, 2011	September 12, 2011	Regulation 7(1A)	Not Complied
16.	Ms. Manju Dhandia holding 23500 Equity Shares	-	April 7, 2012	Regulation 30(2)	Not Complied

Mr. Gyanchand Dhandia is holding 44,500 Equity Shares and has not complied with Regulation 8(2) of Takeover Regulations, 1997 and Regulation 30(2) of Takeover Regulations, 2011.

SEBI may initiate appropriate action against the abovementioned promoters and Target Company for afore stated non-compliances.

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 The Equity Shares of the Target Company are listed on BSE Limited ("BSE") and Madhya Pradesh Stock Exchange Limited ("MPSE") under Scrip code: 524502 and Scrip ID: RAAJMEDI at BSE Limited ("BSE"). Target Company had made an application on March 10, 2005 for delisting of its securities from Madhya Pradesh Stock Exchange ("MPSE"). The trading in equity shares of the Target Company was suspended by BSE w.e.f November, 22, 1999 due to penal reasons with respect to non compliances of the listing agreement. Further, the suspension was revoked by BSE. The Target Company has received in principle approval for revocation of suspension in Equity Shares from BSE vide letter dated June 15, 2012 subject to fulfillment of conditions as set out in said letter.

6.1.2 There has been no trading in the shares of Target Company as the company has been suspended from trading w.e.f November 22, 1999 as per the data maintained on the website of the BSE i.e. www.bseindia.com during twelve calendar months preceding the month in which this PA is made. The Equity Shares of Target Company not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.

6.1.3 The annualized trading turnover during the preceding twelve calendar months prior to March, 2013 (the month in which the Public Announcement was made) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months prior to March , 2013	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE	Nil	50,40,000	-
MPSE	Nil	50,40,000	-

6.1.4 The Offer price of ₹ 1.00 (Rupee One only) per fully paid equity share of ₹ 10 and ₹ 0.50 (Fifty paise) per partly paid up equity share of ₹ 5 each is justified in terms of regulation 8(2) of SEBI (SAST) Regulations in view of the following:

Sr. No	Particular	Amount	
A	Negotiated price as per SPA	₹ 1	
B	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA	
C	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	₹ 1	
D	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	NA	

E	Other financial Parameters	For Six months ended at September 30, 2012	For year ended March 31, 2012
	I PAT	(28.93)	(190.59)
	II Net Worth	(88.49)	(59.56)
	I Return on Net Worth (%)	(32.69)	(320.00)
	ii Book value per share (₹)	(1.76)	(1.18)
	iii Earnings per Share (₹)	(0.57)	(3.78)

Mr. Abhizer Pithewan, partner of Nitin Vasant Garud & Co. (Firm Registration No. 014133C and Membership No. 400753), Chartered Accountants having office at 101-102, Lalvani Tower, Shaheed Park, Freeganj, UJJAIN – 456010 [M.P.], Tel: 0734-2556620, Fax: 0734-4057511, E-Mail Id-abizerp@yahoo.com has certified vide certificate dated March 28, 2013 that the offer price of ₹ 1 (Rupee One only) and Paisa 0.50 per fully paid up equity share of ₹10 each and partly paid up share on which ₹ 5 paid respectively each justified in terms of regulation 8(2) of SEBI (SAST) Regulations.

- 6.1.5 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.6 As on date there is no revision in Offer price or Offer size. In case of any revision in the open offer price or open offer size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.
- 6.1.7 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

6.2 Financial Arrangements:

- 6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e. for the acquisition of 13,10,400 Equity Shares at a price of ₹ 1.00 (Rupee One only) per fully paid up equity share and ₹ 0.50 (Fifty Paise) per share for partly paid up share each is ₹ 13,10,400 Rupees Thirteen Lac Ten Thousand Four Hundred only) (“**Maximum Consideration**”).
- 6.2.2 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/ networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Abhizer Pithewan, partner of Nitin Vasant Garud & Co. (Firm Registration No. 014133C and Membership No. 400753), Chartered Accountants having office at 101-102, Lalvani Tower, Shaheed Park, Freeganj, UJJAIN – 456010 [M.P.], Tel: 0734-2556620, Fax: 0734-4057511, E-Mail Id-abizerp@yahoo.com has certified vide certificate dated March 28, 2013 that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.
- 6.2.3 In accordance with regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened a “Cash Escrow Account” in the name and style as “RMIL Open Offer Escrow Account” bearing accounting no. 0375103000006682 with IDBI Bank Limited, at Ahmedabad, (‘Escrow Bank’) and made a cash deposit of amount of ₹ 26,25,000 (Rupees Twenty Six Lacs Twenty Five Thousand only) (“Cash Deposit”). The cash deposit is more than 100% of the maximum consideration payable under the offer.
- 6.2.4 The acquirer duly empowers Corporate Strategic Allianz Limited, Manager to the Offer to operate the above mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.5 Mr. Abhizer Pithewan, partner of Nitin Vasant Garud & Co. (Firm Registration No. 014133C and Membership No. 400753), Chartered Accountants having office at 101-102, Lalvani Tower, Shaheed Park, Freeganj, UJJAIN – 456010 [M.P.], Tel: 0734-2556620, Fax: 0734-4057511, E-Mail Id-abizerp@yahoo.com has certified that the total Net worth of Acquirer as on March 28, 2013 is ₹ 29.49 Lakhs and the Acquirer have sufficient means to fulfill the obligations under this open offer.

6.2.6 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.

7. Terms and Condition of the Offer

7.1.1 The Acquirer refrain themselves to send the DLOF to non-resident shareholders in accordance with Regulation 18(2) of the Regulations since the local laws or regulations of any jurisdiction outside India may expose them or the Target Company to material risk of civil, regulatory or criminal liabilities in case the DLOF is sent in its original form. However, non-resident can participate in the Offer even if DLOF is not sent to them.

7.1.2 The Offer is not subject to any minimum level of acceptances from shareholders of RMIL. The Acquirer will acquire all the equity shares of the Target Company that are validly tendered and accepted in terms of this Offer upto 13,10,400 equity shares of ₹ 10 each representing 26% of the issued & subscribed capital and 26.40% of the voting capital of the Target Company. Thus, the Acquirer will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares of the Target Company for which this Offer is made.

7.1.3 The Offer is subject to the terms and conditions set out in this DLOF, the Form of Acceptance, the PA, the DPS and any other public announcements that may be issued by the Manager on behalf of the Acquirer with respect to the Offer.

7.1.4 The DLOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and equity shareholders can also apply by downloading such forms from the website.

7.1.5 Accidental omission to dispatch this DLOF or any further communication to any person to whom this Offer is made or the non-receipt of this DLOF by any such person shall not invalidate the Offer in any way. The instructions, authorizations and provisions contained in the Form of Acceptance constitute an integral part of the terms of this Offer.

7.1.6 The acceptance of the Offer must be unconditional and should be sent in the enclosed Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centers mentioned in Para 8 under "Procedure for Acceptance and Settlement" on or before the Closure of the Tendering Period.

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

7.1.8 In terms of the Regulation 18(9) of the Regulations, Shareholders who tender their equity shares in acceptance of this Offer shall not be entitled to withdraw such acceptance.

7.1.9 Kindly note that the Registrar to the offer is M/s Ankit Consultancy Private Limited. For any transfer, issuance of new share certificate, conversion of physical shares into demat or

dematerialisation of shares Shareholders are advised to contact to the RTA of the Target Company. No documents should be sent to the Sellers, the Acquirer, the Target Company or the Manager to the Offer.

- 7.2 This Offer is being made by the Acquirer to (i) all the Shareholders, whose names appear in the register of members of the Target Company as of the close of business on May 13, 2013, i.e. the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on May 13, 2013, i.e. the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. June 7, 2013 but who are not the registered Shareholders.

7.4 STATUTORY APPROVALS

- 7.4.1. As on date of this DLOF, to the best of the knowledge of the Acquirer, there are no statutory approvals is required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- 7.4.2. The Acquirer, in terms of Regulation 23(1)(a) of the Regulations, will have a right not to proceed with the Offer in case of any regulatory or statutory or other approval being required are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has been published.
- 7.4.3 In case of delay in receipt of the statutory approvals, if any required, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company whose equity shares have been accepted in the Offer, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 18(11) of the Regulations.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 The Acquirer has appointed M/s Ankit Consultancy Private Limited as Registrar to the Open offer ("Registrar").
- 8.2 The shareholders who wish to accept the offer and tender their shares pursuant to this Offer will be required to send their share certificate(s), transfer deeds, duly filled Form of Acceptance cum-Acknowledgement and such other documents as may be specified in the Letter of Offer to the Registrar to the Offer as mentioned below either by Registered Post/Courier or by Hand Delivery, on or before the date of Closure of the tendering period. i.e. June 7, 2013 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 centre given below between 10:00 AM to 5:00 PM from Monday to Friday and from 10:00 AM to 2:00 PM on Saturday. The centre will be closed on Sundays and Public holidays. The Shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from SEBI website at www.sebi.gov.in.

Registrar to the Offer	Working Days and Timings	Mode of Delivery
ANKIT CONSULTANCY PVT. LTD. 60, Electronic Complex, Pardesipura, Indore – 452010 Madhya Pradesh, Contact Person: Mr. Akhilesh Gautam Tel.: 0731-3198601-602, 2551745-46 Fax: 0731-4065798 E-mail: ankit_4321@yahoo.com	Monday to Friday 10:00 AM to 5:00 PM & Saturday 10:00 AM to 2:00 PM	Regd. Post/ Courier/ Hand Delivery

Neither the Share Certificate(s) nor Transfer Deed(s)/Delivery Instruction Slip nor the Form of Acceptance should be sent to the Seller or the Acquirer or the Target Company or the Manager to the Offer. Delivery made by Registered Post would be received on all days except Sundays and Public Holidays

8.3 Shareholders should send all the relevant documents mentioned below:

Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed:

a) For Equity Shares held in Physical Form:

(i) Registered shareholders should enclose:

- ✓ Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- ✓ Original share Certificates
- ✓ Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target Company and duly witnessed at the appropriate place.
- ✓ Self attested copy of PAN Card

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

(ii) Unregistered owners should enclose:

- ✓ A plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers and Folio Number.
- ✓ Original share Certificate(s)
- ✓ Original Broker contract note.
- ✓ Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which; the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed.
- ✓ Self attested copy of PAN Card.

All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) differs from the Specimen signature(s) recorded with the Target Company or are not in the same order, such shares are liable to be rejected under the Offer even if the Offer has been accepted by bonafide owner of such shares.

b) For Equity Shares held in Demat Form:

Beneficial Owners should enclose:

- ❖ **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository
- ❖ **Photocopy of the delivery instruction** in “Off-Market” mode or counterfoil of the delivery instruction in “Off-Market” mode, duly acknowledged by DP in favour of the special depository account.
- ❖ For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance
- ❖ A special depository account has been opened, details thereof are as under:

Name of Escrow Account	RMIL ESCROW ACCOUNT
Depository Name	National Securities Depository Limited (“NSDL”)
Depository Participant (DP) Name	Stock Holding Corporation of India Limited
DP ID Number	IN301330
Beneficiary Account Number/Client ID	21307762
ISIN	INE548H01015
Mode	Off- Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited (CDSL) have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

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

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

- 8.4. In case of non-receipt of this Letter of Offer, the eligible persons may send their acceptance to this Offer to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, together with the documents as mentioned above so as to reach the Registrar to the Offer on or before 5:00 pm on June 7, 2013, i.e. Closure of the Tendering Period, or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Offer, on or before 5:00 pm on June 7, 2013, i.e. Closure of the Tendering Period. In case of physical Equity Shares, original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The Shareholders who have lodged their Equity Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the Equity Shares. Shareholders of the Target Company who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer, else the application would be rejected.

- 8.5. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to)
- ❖ Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.
 - ❖ Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
 - ❖ No objection certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
 - ❖ In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
 - ❖ Banker's certificate certifying inward remittance of funds for acquisition of equity shares and any other relevant documents.
- 8.6. If the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under general permission and whether on repatriable or non repatriable basis. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer.
- 8.7 In case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to shareholders, subject to the Acquirer agreeing to pay interest for the delayed period, as directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. If the delay in payment consideration is not due to the above reasons, then the amount held in the Escrow Account shall be subject to forfeiture as per Regulation 17(9) and dealt in the manner provided in Regulation 17(10) of the SEBI (SAST) Regulations, 2011.
- 8.8 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the Acquirer, they will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to this Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. The marketable lot of the Target Company is 1 (One) in case of Demat shares and 100 (Hundred) in case of physical shares. In case of acceptance on a proportionate basis, the 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 first holder of equity shares. The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted this Offer, until the cheque/drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.
- 8.9 The rejected applications/ documents will be sent by Registered Post. In case of acceptance on a proportionate basis, the 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.

Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders'/unregistered owner's sole risk to the sole/ first shareholder as per the details furnished in the form of acceptance cum acknowledgement. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners' DP account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective depository participants when transferred by the Registrar to the Offer.

8.10 In case of shareholders holding Shares in dematerialised form, the bank details of the Shareholder as per the records of the Depository participant will be incorporated in the cheque/demand draft. In case of shareholders holding shares in physical form, it is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the Cheque / Demand Draft/Pay Order.

8.11 Payment to those Shareholders whose Equity Shares and other documents are found valid and in order and are approved by the Acquirer, will be by way of a bankers cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS, so as to avoid fraudulent encashment in transit. In case of the Shareholder(s) holding the Equity Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at its own risk). For Equity Shares that are tendered in dematerialised form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars and not from any details provided in the Form of Acceptance cum Acknowledgement. The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered in this Offer and (i) any corresponding payment for the acquired Equity Shares; and/or (ii) the Equity Share certificates for any rejected Equity Shares, will be dispatched to the Shareholders by registered / speed post or by ordinary post as the case may be*, at the Shareholder's sole risk. The Equity Shares held in dematerialized form to the extent not acquired will be credited back to the same account from which they were tendered.

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

8.12 For Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through NECS / NEFT / RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Shareholder's sole risk.

8.13 Payment of consideration for the applications accepted in the Offer shall be made within 10 working days from the last date of the tendering period. Credit for the consideration will be given to the shareholders whose Equity Shares have been accepted in the Open Offer by crossed account payee Cheques/ demand drafts / pay orders / Electronic Clearing Services (ECS) wherever applicable and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

8.14. For all other applicants, including those applicants whose payment consideration is not credited by ECS/Direct Credit due to technical errors or incomplete/incorrect bank account details or due to unavoidable reasons, payment consideration will be dispatched through Speed Post/Registered

Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.

8.15 General

- 8.15.1 As per the provisions of Section 195(1) of the Income Tax Act, 1961 ("Income Tax Act"), read with part II of the First Schedule to the Finance Act, 2012, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable to the Shareholders whose Equity Shares are validly accepted in this Offer would be chargeable to capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, the Acquirer is required to deduct taxes at source (including surcharge and education cess).
- 8.15.2 As per the provisions of Section 194A and 195 of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2012, a body corporate responsible for paying to residents and non-residents (including FIIs) any income by way of interest, is required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable). Since the interest payable to the Shareholders on being directed by SEBI under Regulation 18(11) of the SEBI (SAST) Regulations will be chargeable to income tax under the Income Tax Act, the Acquirer, under Section 194A and 195 of the Income Tax Act, will be required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable) on such interest income.
- 8.15.3 In view of provisions of section 206AA of Income Tax Act, resident and non-resident Shareholders (including FIIs) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.
- 8.15.4 In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, it would be assumed that the Shareholder is a non-resident Shareholder and taxes shall be deducted at the maximum rate, as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act, on the entire consideration and interest if any, payable to such Shareholder.
- 8.15.5 Securities transaction tax will not be applicable to the Equity Shares accepted in this Offer.
- 8.15.6 Any Shareholder claiming benefit under any Double Taxation Avoidance Agreement ("DTAA") between India and any other foreign country should furnish „Tax Residence Certificate“ provided to him / it by the income tax authority of such other foreign country of which he / it claims to be a tax resident. The Tax Residence Certificate should specify all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962
- 8.16 Tax to be Deducted in Case of Non-resident Shareholders (other than FIIs)
- 8.16.1 All non-resident Shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the income tax authorities under Section 195(3) of the Income Tax Act or Section 197 of the Income Tax Act along with the Form of Acceptance-cum-Acknowledgement indicating the extent to which the tax is required to be deducted at source by the Acquirer before remitting the consideration to the Shareholders whose Equity Shares have been validly accepted in this Offer. The Acquirer will arrange to deduct taxes at source in accordance with such certificate. In absence of such certificate under sections 195(3) or 197, (b) and (c) below will apply.
- 8.16.2 Except in the case falling under (c) below, the Acquirer will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the Shareholder belongs under the

Income Tax Act, on the entire gross consideration and interest if any, payable to such Shareholder. The Acquirer will not take into consideration any other details and documents (including self certified computation of tax liability or the computation of tax liability certified by any tax professionals including a Chartered Accountant etc.) submitted by the Shareholder for deducting lower amount of tax at source.

- 8.16.3 In case of an individual non-resident Shareholder, who is either a citizen of India or a person of Indian origin, who has himself/ herself acquired Equity Shares with convertible foreign exchange and has also held such Equity Shares for at least 12 months prior to the date on which the Equity Shares, if any, are accepted under this Offer, the applicable rate of tax deduction at source would be 10.30% on the entire gross consideration paid to such Shareholder.
- 8.16.4 However, to be eligible for this lower rate of tax deduction at source, the Shareholder will have to furnish a copy of his/ her demat account statement clearly reflecting the fact that Equity Shares held in that account are in repatriable mode. Further, the copy of the demat account statement should also reflect that the Equity Shares were held for more than 12 months prior to the date on which the Equity Shares, if any, are validly accepted under this Offer.
- 8.16.5 In case of Equity Shares being held in physical mode, the Shareholder will have to furnish certificate from his/ her bank to the effect that the purchase consideration of these Equity Shares was paid out of non-resident external account of the Shareholder concerned.
- 8.17 Withholding tax implications for FII
- 8.17.1 As per provisions of section 196D(2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act to an FII.
- 8.17.2 A FII should certify ("FII Certificate") the nature of its income arising from the sale of the Equity Shares as per the Income Tax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Form of Acceptance-cum-Acknowledgement for this purpose. In the absence of FII Certificate to the effect that their income from sale of Equity Shares is in the nature of capital gains, the Acquirer will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e. a company or a trust) on the entire consideration payable to such FII. In any case, if the FII submits a certificate under Section 195(3) or Section 197 of the Income Tax Act from the income tax authorities while tendering the Equity Shares, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, the Acquirer will deduct tax in accordance with the same.
- 8.17.3 In respect of interest income, if the FII submits a certificate under Section 195(3) or Section 197 from the income-tax authorities indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, the Acquirer will deduct tax in accordance with the certificate under Section 195(3) or Section 197 so submitted. In absence of such certificate under Section 195(3) or Section 197 of the Income Tax Act, the Acquirer will arrange to deduct tax at the rate applicable to the category to which such FII belongs (i.e. a company or a trust).
- 8.18 Tax to be deducted in case of resident Shareholders
- 8.18.1 In absence of any specific provision under the Income Tax Act, the Acquirer will not deduct tax on the consideration payable to resident Shareholders for acquisition of Equity Shares.
- 8.18.2 The Acquirer will deduct the tax at the stipulated rates on interest, if any, payable to resident Shareholders, if the amount of interest payable is in excess of ₹. 5,000.
- 8.18.3 The resident Shareholder claiming that no tax is to be deducted or tax to be deducted at a lower rate of interest amount, should submit along with the Form of Acceptance-cum-Acknowledgement, a certificate under Section 197 of the Income Tax Act from the income-tax

authorities indicating the amount of tax to be deducted by the Acquirer or, in the case of resident Shareholder not being a company or firm, a self declaration in Form 15G or Form 15H, as may be applicable. The self declaration in Form 15G or Form 15H would not be valid unless the Shareholder furnishes PAN in such declaration. In case the aforesaid certificate under Section 197 of the Income Tax Act or Form 15G or 15H, if applicable, is not submitted, the Acquirer will arrange to deduct tax at the rate, as may be applicable to the category of the Shareholder under the Income Tax Act.

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

8.19 Issue of withholding tax certificate

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

8.20 Withholding taxes in respect of overseas jurisdictions

- 8.20.1 Apart from the above, the Acquirer will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdiction where the non-resident Shareholder is a resident for tax purposes ("Overseas Tax").

For this purpose, the non-resident Shareholder shall duly represent in the Form of Acceptance-cum-Acknowledgement, the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Shareholder is a tax resident, and the Acquirer will be entitled to rely on this representation at their/its sole discretion.

9. DOCUMENT FOR INSPECTION

- 9.1 The following documents are regarded as Material document and which are available for inspection at the office of Manager to the offer **Corporate Strategic Allianz Limited**, 402 Samedh Complex, Near Associated Petrol Pump, C.G. Road, Ahmedabad – 380006. (Tel No: +91-079-2642 4138 / 4002 4670, Tele Fax No: +91-079- 4002 4670) during normal business hours (11:00 A.M to 4:00 P.M) on any working day (except Saturdays, Sundays and Bank Holidays) during the period from the date of the Draft Letter of Offer, till date of expiry of the Tendering Period;
 - 9.1.1 Certificate of incorporation, Memorandum and Article of Association of Sushen Remedies Private Ltd. ("Acquirer").
 - 9.1.2 Certificate of incorporation, Memorandum and Article of Association of Raaj Medisafe India Ltd. ("Target Company")
 - 9.1.3 Copy of Certificate from C.A. for Net worth of the Acquirer
 - 9.1.4 Certificate from the C.A. for the adequacy of financial resources with acquirer to fulfill the offer obligation.
 - 9.1.5 Audited Annual Reports of Raaj Medisafe India Ltd. ("Target Company") & Sushen Remedies Private Ltd. ("Acquirer") for the financial year ended March 31, 2010, March 31, 2011 and March 31, 2012 and Six months ended i.e. September 30, 2012 of Target Company.
 - 9.1.6 Copy of Escrow Agreement between the Acquirer, Escrow Bank "IDBI BANK" and Manager to the offer i.e. Corporate Strategic Allianz Ltd.
 - 9.1.7 Letter from Escrow Bank i.e IDBI BANK dated April 3, 2013 confirming the amount kept in the escrow account.
 - 9.1.8 Copy of Share Purchase Agreement dated March 28, 2013 entered into between the Acquirer and Target Company.
 - 9.1.9 Copy of Memorandum of Understanding between the Acquirer and Registrar to the Offer.
 - 9.1.10 Copy of Public Announcement dated March 28, 2013

- 9.1.11 Published copy of Detailed Public Announcement which appeared in the newspapers on April 5, 2013.
- 9.1.12 Copy of the recommendation made by the Target Company' s committee of independent directors, as required under Regulation 26(7) of the SEBI (SAST) Regulations;
- 9.1.13 Copy of the agreement with the Registrar to the Offer for opening of the Special Depository Escrow Account for the purposes of this Offer;
- 9.1.14 Copy of Due Diligence Certificate dated April 15, 2013 submitted to SEBI by Corporate Strategic Allianz Limited, Manager to the Offer. and
- 9.1.15 Copy of the Letter from SEBI Dated [●].

10. DECLARATION

- 10.1 The Acquirer accept full responsibility for the information contained in this Draft Letter of Offer and also for the fulfillment of the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. All information contained in this document is as on date of the Public Announcement, unless stated otherwise.
- 10.2 We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (SAST) Regulations.

We have made all reasonable inquiries, accept responsibility for, and confirm that this draft Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Draft Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

For, Sushen Remedies Private Limited

Anand Bangur

Place: Ujjain

Date: April 15, 2013

11. Encl:

- (1) Form of Acceptance cum Acknowledgement.**
- (2) Blank Transfer Deed(s)**

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)
(Please send this Form with enclosures to the **ANKIT CONSULTANCY PRIVATE LIMIED**, Registrar to the Offer at their address given overleaf)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

OFFER OPENS ON: MAY 27, 2013 (MONDAY)
OFFER CLOSSES ON: JUNE 7, 2013 (FRIDAY)
Please read the Instructions overleaf before filling-in this Form of Acceptance

Shareholder(s) Details:

From:
Name:-
Address:

Status: (Resident/NonResident)
No. of Shares held
Folio No:
Tel No/Mobile No:
Fax No:
Email:

FOR OFFICE USE ONLY	
Acceptance Number	
Number of Equity shares offerd	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque /Demand Draft/Pay order No.	

To,
SUSHEN REMEDIES PRIVATE LIMITED (Acquirer),
C/o
ANKIT CONSULTANCY PRIVATE LIMIED
60, Electronic Complex,
Pardesipura, Indore – 452010
Madhya Pradesh,
Tel.: 0731-3198601-602, 2551745-46
Fax: 0731-4065798
E-mail: ankit_4321@yahoo.com

Sub.: To acquire 13,10,400 Equity shares (including partly paid up shares) of face value of ₹ 10 each representing 26% of Issued and Subscribed Capital and 26.40 % of the Voting Capital of the Target Company at a price of ₹ 1 (Rupee One) per fully paid up Equity share of ₹ 10 each and ₹ 0.50 (Fifty Paisa) per partly paid up Equity Share of ₹ 5 each ("Offer Price") payable in Cash by Sushen Remedies Pvt. Ltd. ("Acquirer").

Dear Sir/Madam,

1. I / We, refer to the Letter of Offer dated April 15, 2013 for acquiring the equity shares held by me / us in Raaj Medisafe India Limited.
2. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
3. I / We, unconditionally offer to sell to the "Acquirer" the following equity shares in Raaj Medisafe India Limited (hereinafter referred to as "Target Company" or "RMIL"), held by me / us

4. 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:

Ledger Folio No		Number of share certificates attached	
Representing Equity shares			
Number of equity shares held in RMIL		Number of equity shares offered	
In figures	In words	In figures	In words

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
	Total No. of equity shares			

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

FOR SHARES HELD IN DEMAT FORM:

I / We hold the shares in dematerialized form and had executed an 'off-market' transaction for crediting the shares to the **RMIL ESCROW ACCOUNT** as per the following particulars:

Name of Escrow Account	RMIL ESCROW ACCOUNT
Depository Name	National Securities Depository Limited ("NSDL")
Depository Participant (DP) Name	Stock Holding Corporation of India Limited
DP ID Number	IN301330
Beneficiary Account Number/Client ID	21307762
ISIN	INE548H01015
Mode	Off- Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited (CDSL) have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our shares have been tendered are as follows:

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

5. I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorize the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

6. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I/We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

7. I/We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.

8. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

9. I/We irrevocably authorize the Acquirer or Registrar to send by Registered Post/courier at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with RMIL/DP:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with RMIL):	

-----Place: ----- Date: -----	
Tel. No(s).----- Fax No.: -----	

So as to avoid fraudulent encashment in transit, shareholder(s) may provide details of Bank Account of the First/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration. (Please (✓) at appropriate places.

(1) Electronic Mode: ()

2. Physical Mode: ()

Name of the Bank: -----	
Type of Account: -----(Savings / Current/ NRE/NRO/Other (please specify)	
Name of the Branch and Address: -----	

ACCOUNT NO.	-----
I/We want to receive the payment through ECS/RTGS/NEFT	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
In case of ECS, 9- digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank)	
IFSC Code (For RTGS/NEFT)	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐

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

	1 st Shareholder	2 nd Shareholder	3 rd Shareholder
PAN / GIR No			

Enclosure (Please tick ✓)

☐ Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s)

☐ Duly attested Death certificate/succession certificate (in case of single shareholders) in case the original shareholders in expired

☐ RBI approval (for NRI/OCB/Foreign shareholders)

☐ Corporate Authorization in case of companies along with Board resolutions and specimen signature of authorized signatory

☐ No objection certificate & Tax clearance certificate under Income Tax Act, 1961 (for NRI/OCB/Foreign shareholders)

☐ Other (please specify) _____

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

Instructions:

- I. Please read the enclosed Letter of Offer carefully before filling-up this form of Acceptance cum-Acknowledgement.
- II. The Form of Acceptance cum Acknowledgement should be filled-up in English only.

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

Serial No.

Acknowledgement Slip

ANKIT CONSULTANCY PRIVATE LIMIED

60, Electronic Complex,
Pardesipura, Indore – 452010
Madhya Pradesh,
Tel.: 0731-3198601-602, 2551745-46
Fax: 0731-4065798
E-mail: ankit_4321@yahoo.com

Received from Mr. / Ms. _____

Address: _____

Folio Number _____ DP ID _____ Client ID _____

Number of Certificate(s) enclosed _____

Certificate Number(s) _____

Total number of Share(s) enclosed _____

Demat Shares: Copy of delivery instruction for _____ number of shares enclosed.

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