

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This LoF is sent to you as a shareholder(s) of Vivanza Biosciences Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LoF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."

OPEN OFFER BY

Mr. Hemant Amrish Parikh ("Acquirer")

R/o B-1, 399 Apartments, Bodakdev, Ahmedabad – 380054, Gujarat

Tel. No.: 079-26870952, Fax. No.: 079-40032655

To

Acquire upto 638,000 (Six Lacs Thirty Eight Thousand) equity shares of face value of Rs. 10/- each representing 25.02% of the expanded paid up capital of

VIVANZA BIOSCIENCES LIMITED

CIN: L24110GJ1982PLC005057

Registered Office: 702, 'A' Wing, Ashoka Chambers, Rasala Marg, Ellisbridge Ahmedabad – 380006

Tel. No. 079-65410862; Fax No. 079-65410862;

At a price of Rs. 10.00 (Rupees Ten Only) per fully paid up equity share payable in cash

Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations, 2011) and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011")

1. This offer is being made by the Acquirer pursuant to Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011") for substantial acquisition of share and voting rights accompanied with change in control and management.
2. The Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this draft Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirer upto three working days prior to the commencement of the tendering period i.e. upto April 25, 2016, Monday, or in the case of withdrawal of offer, the same would be informed by way of the Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the offer.
6. **There is no competing offer till date.**
7. A copy of Public Announcement, Detailed Public Statement, Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NO. 21 to 27). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.

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



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph.: 91-11-40622228/48

Fax: 91-11-40622201

Email: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Regn. No: INM000011435

PUVA SHAREREGISTRY (INDIA) PRIVATE LIMITED

CIN: U67120MH1993PTC074079

Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha

Marg, Opp. Kasturba Hospital Lane, Near Lodha

Excelus, Lower Parel, Mumbai – 400011

Contact Person: Mr. V. B. Shah

Ph.: 022-23018261

Fax: 022-23012517

Email: busicomp@gmail.com, busicomp@vsnl.com

SEBI Regn. No.: INR000001112

OFFER OPENS ON: APRIL 29, 2016, FRIDAY

OFFER CLOSES ON: MAY 12, 2016, THURSDAY

SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	DATE AND DAY
Public Announcement (PA) Date	February 29, 2016, Monday
Detailed Public Statement (DPS) Date	March 08, 2016, Tuesday
Last date for a competing offer	March 31, 2016, Thursday
Identified Date*	April 12, 2016, Tuesday
Last date by which Board of TC shall give its recommendation	April 26, 2016, Tuesday
Date by which LoF will be despatched to the shareholders	April 22, 2016, Friday
Issue Opening PA Date	April 28, 2016, Thursday
Date of commencement of tendering period (Offer opening Date)	April 29, 2016, Friday
Date of expiry of tendering period (Offer closing Date)	May 12, 2016, Thursday
Date by which all requirements including payment of consideration would be completed	May 26, 2016, Thursday

** Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.*

RISK FACTORS

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

(A) Relating to Transaction

- 1) The Preferential Allotment was approved by the Board of Directors of the Target Company on February 29, 2016 is subject to the approval of shareholders and Bombay Stock Exchange Limited in accordance with Companies Act, 2013, SEBI (ICDR) Regulations, 2009, and subsequent amendments thereto and all statutory approvals that may become applicable at a later date.

(B) Relating to the Offer

- 1) In the event that either (a) the regulatory approvals are not received in a timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds 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 VBL, 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 delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

- 2) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- 3) The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities. Accordingly, the acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
- 4) The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the draft Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement(PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.
- 5) Shareholders should note that those who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

(C) Relating to Acquirer

- 1) The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- 2) The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of VBL are advised to consult their stockbrokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS

1.	Acquirer or The Acquirer	Mr. Hemant Amrish Parikh
2.	Board of Directors / Board	The Board of Directors of M/s. Vivanza Biosciences Limited
3.	Book Value per share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	Buying Broker	M/s. Khajanchi & Gandhi Stock Broking Private Limited
6.	Companies Act	The Companies Act, 2013, as amended from time to time.
7.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspaper on March 08, 2016, Tuesday
8.	EPS	Profit after tax / Number of equity shares issued
9.	Escrow Agreement	Escrow Agreement dated March 02, 2016 between the Acquirer, Escrow Agent and Manager to the Offer
10.	Escrow Bank/ Escrow Agent	State Bank of India having its branch office at Ajanta Commercial Centre, Ashram Road, Usman Pura, Ahmedabad, Gujarat – 380014
11.	Expanded paid up capital	Rs. 25,500,000 representing 2,550,000 Equity Shares of Rs. 10/- each after taking into account the proposed Preferential Allotment of 1,912,000 (Nineteen Lacs and Twelve Thousand Only) equity shares to the Acquirer and 450,000 (Four Lacs Fifty Thousand Only) equity shares to the person belonging to Public category.
12.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
13.	Form of Acceptance	Form of Acceptance cum Acknowledgement
14.	LOO or Letter of Offer or LOF	This Letter of Offer
15.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
16.	N.A.	Not Available/ Not Applicable
17.	NRI	Non Resident Indian
18.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 638,000 (Six Lacs and Thirty Eight Thousand Only) fully paid up Equity Shares of face value of Rs. 10/- each being 25.02% of the expanded paid up capital of the Target Company after taking into account the proposed preferential allotment of 2,362,000 (Twenty Three Lacs and Sixty Two Thousand Only) Equity Shares, as was approved by the Board of Directors of the

		Target Company at its meeting held on February 29, 2016 at a price of Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash.
19.	Offer Period	Monday, February 29, 2016 to Thursday, May 12, 2016
20.	Offer Price	Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash
21.	PAT	Profit After Tax
22.	Persons eligible to participate in the Offer	Registered shareholders of Vivanza Biosciences Limited and unregistered shareholders who own the Equity Shares of Vivanza Biosciences Limited any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form, except Acquirer including person deemed to be acting in concert with Acquirer.
23.	Public Announcement or PA	Public Announcement submitted to BSE as well as to SEBI on February 29, 2016, Monday.
24.	Registrar or Registrar to the Offer	M/s. Purva Shareregistry (India) 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.
25.	RBI	The Reserve Bank of India
26.	Return on Net Worth	(Profit After Tax/Net Worth) *100
27.	INR or Rs.	Indian Rupees
28.	SEBI Act	Securities and Exchange Board of India Act, 1992
29.	SEBI	Securities and Exchange Board of India
30.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
31.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
32.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
33.	Tendering Period	Friday, April 29, 2016 to Thursday, May 12, 2016
34.	Target Company or VBL	Vivanza Biosciences Limited

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF 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 VIVANZA BIOSCIENCES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR 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 ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 12, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

- 3.1.1. The Offer is made in accordance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 pursuant to the proposed allotment of Equity Shares on preferential basis by the Board of Directors of the Target Company.
- 3.1.2. The Board of Directors of Target Company in their meeting held on February 29, 2016 approved allotment of 1,912,000 (Nineteen Lacs Twelve Thousand Only) Equity Shares of face value of Rs. 10/- each to the Acquirer alongwith 450,000 equity shares of Rs. 10 each to a non-promoter by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to compliance with applicable provisions of SEBI (ICDR) Regulations, 2009, SEBI (LODR) Regulations, 2015 as amended, and subject to approval from shareholders of Target Company and other approvals, if any, at a price of Rs 10/- per share. After the said Preferential Allotment, the

Acquirer will hold 1,912,000 equity shares, representing 74.98% of the Post Preferential Paid up equity share capital of Target Company.

- 3.1.3. There is no separate arrangement for the proposed change in control of the Target Company.
- 3.1.4. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.
- 3.1.5. The Acquirer proposes to appoint its representatives on the board of the Target Company after the completion of all formalities relating to Open Offer under SEBI (SAST) Regulations, 2011 as it may deem fit.
- 3.1.6. The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2. Details of the Proposed Offer

- 3.2.1. In accordance with Regulation 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirer have given PA on February 29, 2016 to BSE and SEBI and DPS on March 08, 2016 which was published in the following newspapers:

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Financial Express (Gujarati)	Gujarat
Mahanayak (Marathi)	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in and the website of Manager to the Offer www.corporateprofessionals.com

- 3.2.2. The Acquirer is making an Open Offer to acquire upto 638,000 Equity Shares (Six Lacs Thirty Eight Thousand) Equity Shares of the face value Rs. 10 each, being 25.02% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 1,912,000 Equity Shares and 450,000 Equity Shares to the Persons belonging to Public Category along with 1,450,000 Fully Convertible Warrants (FCW) which would be convertible into equity shares after the period of 6 months from the date of allotment of FCW but not later than 18 months from the date of allotment of FCW, as was approved by the Board of Directors of the Target Company at its meeting held on February 29, 2016 at a price of Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash, subject to the terms and conditions as set out in PA,

Detailed Public Statement, and the Letter of Offer, that will be sent to the shareholders of the Target Company. In the same meeting the Board of the Target Company has also approved the allotment of 1,450,000 Fully Convertible Warrants (FCW) which would be convertible into equity shares after the period of 6 months from the date of allotment of FCW but not later than 18 months from the date of allotment of FCW.

- 3.2.3. There is no Person Acting in Concert (PAC) with Acquirer in this Takeover Open Offer.
- 3.2.4. There are no partly paid up shares in the Target Company.
- 3.2.5. This is not a competitive Bid.
- 3.2.6. The Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company. The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 638,000 Equity Shares (Six Lac Thirty Eight Thousand) Equity Shares being 25.02% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 2,362,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on February 29, 2016.
- 3.2.7. The Acquirer has not acquired any shares of Target Company after the date of P.A. i.e. February 29, 2016 and upto the date of this draft LOO dated March 14, 2016.
- 3.2.8. The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer will hold 2,550,000 (Twenty Five Lacs Fifty Thousand) Equity Shares constituting 100.00% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 2,362,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on February 29, 2016.
- 3.2.10. Pursuant to this Open Offer, assuming full acceptance, the public shareholding in the Target Company will reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the SEBI (LODR) Regulations, 2015, the Acquirer undertakes that he will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and reduce the non-public shareholding within the time period mentioned therein.
- 3.2.11. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS. 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.

3.3. Object of the Acquisition/ Offer

3.3.1. The Target Company is engaged into the business of manufacturing and trading of I. V. Fluids and pharmaceutical products and the Acquirer holds experience of more than 25 years, in the field of pharmaceutical and biotechnology products, accordingly, Acquirer proposes to control and expand the same line of business of Target Company.

4. BACKGROUND OF THE ACQUIRER – MR. HEMANT AMRISH PARIKH

4.1. Acquirer has done Bachelor in Chemical Engineering and holds experience of more than 25 years in the field of Pharmaceutical and Biotechnology projects. Acquirer is the Chairman and Managing Director of V Worldwide Group, a multi product and multi activity corporate business house. The Net worth of Acquirer as on January 25, 2016 is 240,287,619/- (Rupees Twenty Four Crores Two Lacs Eighty Seven Thousand Six Hundred and Nineteen Only) as certified by Mr. Niraj N Madhawani (Membership No. 121562), proprietor of M/s. Niraj N Thakkar & Co., Chartered Accountants having office at 27, Bindu Park Soc. Nr. R.T.O. Subhash Bridge, Ahmedabad – 380027, email: neer_thakkar@yahoo.co.in, vide certificate dated January 25, 2016. As on the date of this DLOO, Acquirer does not holds any shares in the Target Company. The entities in which Acquirer holds the position of Director and entities promoted/controlled/managed by the Acquirer are as under:

Acquirer's Directorship in Other Companies		
Name of the Company/ Firm	Designation	CIN/LLPIN
Vaishali Lifecare Private Limited	Director	U24231GJ2004PTC044158
Vintron Infrastructure and Projects Private Limited	Director	U67200GJ2004PTC044858
Vital Interiors & Furnitures Private Limited	Director	U74999GJ2007PTC051468
Winfra Green Projects Private Limited	Director	U70100GJ2008PTC055654
Vitale Beverages Private Limited	Additional Director	U15549GJ2008PTC053718
Sahs Solutions Private Limited	Director	U74140GJ2010PTC059918
Virtual To Visual Jewellery Designs Private Limited	Director	U74999GJ2011PTC067895
Vital Intelligence Technology Private Limited	Director	U72200GJ2012PTC070032
Vernes Infotech Private Limited	Director	U72900GJ2013PTC075393
Viva Energy Fertilizers Private Limited	Director	U24100GJ2013PTC075597

Triglobal Bioscience Private Limited	Director	U24230GJ2013PTC076145
Springvelly Projects LLP	Designated Partner	AAA-7073
Viva Surbhi Biotech LLP	Designated Partner	AAD-9329
Companies/ Firms Promoted/ Controlled by Acquirer		
Vaishali Lifecare Private Limited		U24231GJ2004PTC044158
Vintron Infrastructure and Projects Private Limited		U67200GJ2004PTC044858
Vital Interiors & Furnitures Private Limited		U74999GJ2007PTC051468
Winfra Green Projects Private Limited		U70100GJ2008PTC055654
Vitale Beverages Private Limited		U15549GJ2008PTC053718
Sahs Solutions Private Limited		U74140GJ2010PTC059918
Virtual To Visual Jewellery Designs Private Limited		U74999GJ2011PTC067895
Vital Intelligence Technology Private Limited		U72200GJ2012PTC070032
Vernes Infotech Private Limited		U72900GJ2013PTC075393
Viva Energy Fertilizers Private Limited		U24100GJ2013PTC075597
Triglobal Biosciences Private Limited		U24230GJ2013PTC076145
Springvelly Projects LLP		AAA-7073
Viva Surbhi Biotech LLP		AAD-9329

- 4.2.** There is no Person acting in Concert with Acquirer in this Takeover Open Offer.
- 4.3.** With regard to the Target Company, the Acquirer has complied with all the provisions of Chapter II and Chapter V of SEBI (SAST) Regulations, 1997/2011 as may be applicable.
- 4.4.** The Board of Directors of Target Company in their meeting held on February 29, 2016 approved to allot 1,912,000 (Nineteen Lacs Twelve Thousand Only) Equity Shares of face value of Rs. 10/- each representing 74.98% of the expanded capital of the Target Company to the Acquirer by way of Preferential Allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to compliance with applicable provisions of SEBI (ICDR) Regulations, 2009 as amended and subject to approval from the shareholders of the Target Company and other Approvals, if any. Presently, Acquirer does not hold any equity shares of Target Company. After the Preferential Allotment, the Acquirer will hold 1,912,000 Equity Shares representing 74.98% of the post preferential paid up equity share capital of Target Company. In addition to the above, the Board of Directors of the Target Company has also approved to allot 450,000 Equity Shares and 1,450,000 fully convertible warrants (FCW) to the persons belonging to Public Category. FCW would be convertible into equity shares after the period of 6 months from the date of allotment of FCW but not later than 18 months from the date of allotment of FCW.

5. BACKGROUND OF THE TARGET COMPANY – VIVANZA BIOSCIENCES LIMITED (“VBL”)

- 5.1.** VBL is a public listed company incorporated under the provisions of Companies Act, 1956, on March 06, 1982. At the time of incorporation, the name of VBL was Ijee Injectaa Private Limited and subsequently the name was changed to Ijee Injectaa Limited on July 21, 1992 and then changed to Vivanza Biosciences Limited on January 07, 2016. The main area of operation of VBL is manufacturing and trading of IV Fluids and pharmaceutical products. The registered office of VBL is situated at 702, 'A' Wing, Ashoka Chambers, Rasala Marg, Ellisbridge, Ahmedabad – 380006.
- 5.2.** The Equity Shares of Target Company are listed and traded on BSE and are infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.
- 5.3.** The authorised share capital of the Target Company as on the date is Rs. 40,000,000 (Rupees Four Crores Only) divided into 4,000,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The present paid-up capital of the Company is Rs. 1,880,000 (Rupees Eighteen Lacs and Eighty Thousand Only) comprising of 188,000 (One Lac Eighty Eight Thousand) Equity Shares of Rs. 10/- each. Recently, on May 18, 2015 the Company has reduced its paid-up capital from Rs. 37,600,000 (Rupees Three Crores and Seventy Six Lacs Only) divided into 3,760,000 (Thirty Seven Lacs and Sixty Thousand Only) of Rs. 10 each to Rs. 1,880,000 (Rupees Eighteen Lacs and Eighty Thousand Only) divided into 188,000 Equity Shares of Rs. 10/- each by the order of High Court as per the process for re-organization of share capital of the company pursuant to sections 391 to 394 and other relevant provisions of the Companies Act, 1956. On February 29, 2016, the Board of Directors of Target Company approved the preferential allotment of 2,362,000 Equity Shares of Rs. 10/- each to Acquirer as well as person belonging public category and now the expanded paid up share capital of the Target Company will be Rs. 25,500,000 (Rupees Two Crores Fifty Five Lacs Only) divided into 2,550,000 (Twenty Five Lacs Fifty Thousand) Equity Shares of the face value of Rs. 10 each. Share capital structure of the TC is provided below:

Paid up Equity Shares of TC	No. of Shares/ voting rights	% of shares/ voting rights
Fully paid up equity shares	2,550,000 Equity Shares of Rs. 10 each	100
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	2,550,000 Equity Shares of Rs. 10 each	100
Total voting rights in TC	2,550,000 Equity Shares of Rs. 10 each	100

- 5.4.** There are currently no outstanding partly paid up shares or any other instruments convertible into equity shares of the Target Company at a future date.
- 5.5.** As on the date of draft LOO, the composition of the Board of Directors of VBL is as under:

S. No.	Name and Address of Director	Designation	Date of Appointment
1.	Mr. Harshul Kumarpal Shah Address: 13, Anita Society, Vishvakunj Char Rasta, Paldi, Ahmedabad – 380007	Director	25.04.2012
2.	Mr. Vishnubhai Govind Bhai Chauhan Address: 2/94 Irana, Kadi, Mehsana – 382715	Director	15.12.2012
3.	Mr. Hemantbhai Divyakant Bhai Nanavaty Address: Ruturaj, Girnar Society, Block No-7, Near Moti Baug, Junagadh – 362001	Managing Director	01.05.1992
4.	Ms. Sheetal Girish Pandya Address: 2, Pankhil Bunglows, Sterling City, Bhopal, Ahmedabad	Director	30.03.2015

None of the above Directors are representative of Acquirer.

5.6. There has been no merger/de-merger, spin off during last 3 years involving the Target Company. Recently, on May 18, 2015 the Company has reduced its paid-up capital from Rs. 37,600,000 (Rupees Three Crores and Seventy Six Lacs Only) divided into 3,760,000 (Thirty Seven Lacs and Sixty Thousand Only) of Rs. 10 each to Rs. 1,880,000 (Rupees Eighteen Lacs and Eighty Thousand Only) divided into 188,000 Equity Shares of Rs. 10/- each by the order of High Court as per the process for re-organization of share capital of the company pursuant to sections 391 to 394 and other relevant provisions of the Companies Act, 1956.

5.7. The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31, 2015, March 31, 2014, March 31, 2013 and for half year ended September 31, 2015 (Unaudited) are as follows:

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Half Year Ended September 30, 2015 (Unaudited)
Income from Operations	0.00	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00

Increase/(Decrease) in Stock	0.00	0.00	0.00	0.00
Total Income	0.00	0.00	0.00	0.00
Total Expenditure (Excluding Depreciation and Interest)	159.92	5.35	5.26	3.80
Profit Before Depreciation, Interest and Tax	(159.92)	(5.35)	(5.26)	(3.80)
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
Profit / (Loss) Before Tax	(159.92)	(5.35)	(5.26)	(3.80)
Provision for Tax	0.00	0.00	0.00	0.00
Profit/ (Loss) After Tax	(159.92)	(5.35)	(5.26)	(3.80)

Balance Sheet Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Half Year Ended September 30, 2015 (Unaudited)
Sources of Funds				
Paid up share capital	376.00	376.00	376.00	18.80
Reserves and Surplus (excluding revaluation reserves)	(352.73)	(358.08)	(363.34)	(14.08)
Revaluation Reserve	3.96	3.96	3.96	0.00
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	35.68	38.68	47.98	50.48
Trade Payables	3.53	3.53	4.71	4.71
Other Current Liabilities	2.08	3.76	4.54	5.64
Short-term Provisions	1.18	1.18	0.00	0.00
Total	69.69	69.03	73.85	65.55
Uses of funds				
Net fixed assets	0.00	0.00	0.00	0.00
Investments	0.25	0.25	0.25	0.25
Long-term Loan and	59.33	59.33	59.33	59.33

Advances				
Cash and Cash Equivalents	0.98	0.32	5.14	4.94
Other Current Assets	9.12	9.12	9.12	1.03
Total	69.69	69.03	73.85	65.55

Other Financial Data	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Half Year Ended September 30, 2015 (Unaudited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (In Rs)	(4.25)	(0.14)	(0.14)	(2.02)
Networth (Rs. In Lacs)	19.03	13.68	8.42	4.72
Return on Networth (%)	(8.40)	(0.39)	(0.62)	(0.81)
Book Value Per Share	0.51	0.36	0.22	2.51

Source- As certified by Mr. Amin G. Shaikh (Membership No. 108894), Partner of G M C A & Company, Chartered Accountants having office at 101, "Parishram", 5-B, Rashmi Society, Nr. L.G.Showroom, Mithakali Six Road, Navrangpura, Ahmedabad – 380009; Tel. 079-40037372, Email ID: gmca1973@gmail.com vide certificate dated February 27, 2016.

5.8. Pre and Post Offer shareholding pattern of the Target Company as on the date of draft LOO is as follows:

Sr. No.	Shareholder Category	Shareholding & Voting rights prior to the Agreement/ acquisition and Offer (A)		Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C)=(D)	
		No.	%	No.	%	No.	%	No.	%
1.	Promoter Group								
	a. Parties to agreement, if any	Nil	NA	Nil	NA	Nil	NA	Nil	NA
	b. Promoters other than (a) above (*)	22,598	0.89	Nil	NA	Nil	NA	Nil	NA

	Total 1 (a+b)	22,598	0.89	Nil	NA	Nil	NA	Nil	NA
2.	Acquirer								
	Mr. Hemant Amrish Parikh	Nil	NA	1,912,000	74.98	638,000	25.02	2,550,000	100.00
	Total 2	Nil	NA	1,912,000	74.98	638,000	25.02	2,550,000	100.00
3.	Parties to the agreement other than 1(a) & 2	Nil	NA	Nil	NA	Nil	NA	Nil	NA
4.	Public (other than parties to agreement, Acquirer)								
a.	Fls / MFs / Flls / Banks, SFIs (indicate names)	60	0.00	Nil	NA	Nil	NA	Nil	NA
b.	Others (including preferential allotment and holding of existing promoters)	637,940	25.01	Nil	NA	Nil	NA	Nil	NA
	Total (4) (a+b)	638,000	25.02	NA	NA	NA	NA	(638,000)	(25.02)
	Total (1+2+3+4)	2,550,000 (**)	100.00	NA	NA	NA	NA	2,550,000	100.00

(*) The shareholding of existing promoter will be shifted into Public Category.

(**) This is the expanded capital of the Target Company after taking into account the proposed preferential allotment.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Offer is made pursuant to proposed allotment of 1,912,000 equity shares of the Target Company to the Acquirer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

6.1.2. The Equity Shares of the Target Company are listed and traded on BSE and are infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

- 6.1.3. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (February 2015 to January 2016) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of PA	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	4517	3,760,000 (Prior to reduction)	0.04
	3428	188,000 (Post to Reduction)	1.22
Total			1.26

(Source: www.bseindia.com)

- 6.1.4. The Offer Price of Rs. 10.00 per equity share is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price
(a)	The price at which the equity shares will be allotted to the Acquirer pursuant to the preferential issue approved by the Board of Directors in the meeting held on February 29, 2016	Rs. 10.00
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirer, during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

Other Parameters [#]	Based on the unaudited financial data for the half year ended September 30, 2015
Return on Net Worth (%)	(0.81)
Book Value per Share (Rs.)	2.51
Earnings Per Share (Rs.)	(2.02)

Source- As certified by Mr. Amin G. Shaikh (Membership No. 108894), Partner of G M C A & Company, Chartered Accountants having office at 101, "Parishram", 5-B, Rashmi Society, Nr. L. G.

Showroom, Mithakali Six Road, Navrangpura, Ahmedabad – 380009; Tel. 079-40037372, Email ID: gmca1973@gmail.com vide certificate dated February 27, 2016.

The Acquirer has also got an Independent Valuation Certificate from M/s. Naimish K. Shah & Co., Chartered Accountants, which carried the valuation of shares of Target Company for the purpose of acquisition of controlling stake. The Valuer arrived at a fair value of Rs. 2.51/- (Rupees Two and Fifty One Paise Only) on the basis of HLL Formula.

In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 10.00 (Rupees Ten only) per share is justified in terms of Regulation 8 of the 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. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the acquirer shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.7. If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.8. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.9. 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 the shareholders.

6.2. Financial Arrangement

- 6.2.1. The total fund requirement for the Offer (assuming full acceptance) i.e. for the acquisition upto 638,000 (Six Lacs Thirty Eight Thousand) Equity Shares of a face value of Rs. 10/- each from the public shareholders of the Target Company at an Offer Price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share is Rs. 6,380,000 (Rupees Sixty Three Lacs Eighty Thousand Only) (the “Maximum Consideration”).
- 6.2.2. The Acquirer, the Manager to the Offer and State Bank of India, a banking company formed by an special Act of Parliament and carrying on business as a banking company under Banking Regulations Act, 1949 having its registered office at Corporate Centre, State Bank Bhavan, Madame Cama Road, Mumbai – 400021 through one of its branch offices at Ajanta Commercial Centre, Ashram Road, Usman Pura, Ahmedabad, Gujarat – 380014, have entered into an Escrow Agreement dated March 02, 2016 for the purpose of the Offer (the “Escrow Agreement”) in accordance with Regulation 17 of the SEBI (SAST) Regulations.
- 6.2.3. The Acquirer has furnished a Bank Guarantee of an amount of Rs. 1,600,000 (Rupees Sixteen Lacs Only) issued by State Bank of India, Ajanta Commercial Centre, Ashram Road, Usman Pura, Ahmedabad, Gujarat – 380 014 in favor of Manager to the Offer (“Bank Guarantee”) being in excess of 25% of the Maximum Consideration. The Manager to the Offer has been duly authorized to realize the value of aforesaid Bank Guarantee in terms of the regulations. The Bank Guarantee is valid upto September 01, 2016. The Acquirer undertakes that in case the offer process is not completed within the validity of Bank Guarantee, then the Bank Guarantee will be further extended at least upto 30th Day from the end of offer period.
- 6.2.4. The Acquirer has also deposited cash of Rs. 64,000 (Rupees Sixty Four Thousand Only) (“**Security Deposit**”) being 1% of the Maximum Consideration in an Escrow Account bearing name and style as “**CPCPL-VBL-Open Offer Escrow Account**”, (the “**Escrow Account**”) opened with State Bank of India.
- 6.2.5. The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account and Bank Guarantee in terms of the SEBI (SAST) Regulations.
- 6.2.6. Mr. Niraj N Madhawani (Membership No. 121562), Proprietor of M/s. Niraj N Thakkar & Co., Chartered Accountants having office at 27, Bindu Park Soc. Nr. R.T.O. Subhash Bridge, Ahmedabad – 380027; Tel. +079-27559924, +91-9727442905, Email ID: neer_thakkar@yahoo.co.in vide certificate dated January 25, 2016 certified that the Acquirer has sufficient resources to meet the fund requirement for the Takeover of Target Company.
- 6.2.7. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill their

obligations through verifiable means in relation to the Offer in accordance with the Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. Operational terms and conditions

- 7.1.1. The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2. LOO will be dispatched to all the equity shareholders of VBL, whose names appear in its Register of Members on April 12, 2016, Tuesday, the Identified Date.
- 7.1.3. The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4. The LOO along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 7.1.5. This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4. of this draft LOO. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

7.2. Locked in shares: There are no locked in shares in the Target Company.

7.3. Persons eligible to participate in the Offer

Registered shareholders of VBL and unregistered shareholders who own the Equity Shares of VBL any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company.

7.4. Statutory and other Approvals:

- 7.4.1. Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open

Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.

- 7.4.2. As of the date of this Offer, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 7.4.3. No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 7.4.5. The Acquirer shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window (**“Acquisition Window”**) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.
- 8.2. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window (**“Acquisition Window”**).
- 8.4. The Acquirer has **M/s. Khajanchi & Gandhi Stock Broking Private Limited (“Buying Broker”)** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

The Contact details of the Buying Broker are as mentioned below:

Name - M/s. Khajanchi & Gandhi Stock Broking Private Limited;

Address - 201, Hi-Scan House, Near Mithakali Underbridge, Mithakali, Ahmedabad – 380009;

Contact Person - Mr. Darshan Shah;

Telephone - 079-40016900;

Email ID: kgsbpl@yahoo.com;

- 8.5. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period.
- 8.6. Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.
- 8.7. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.
- 8.8. Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).

8.9. Procedure for tendering Equity Shares held in dematerialised Form:

- a) The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker indicating to their broker the details of Equity Shares they intend to tender in Open Offer.
- b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.
- c) For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("**TRS**") generated by the exchange bidding system to the Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered etc.
- f) The Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to

retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

8.10. Procedure to be followed by registered Shareholders holding Equity Shares in the physical form:

- a) Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
 - i. The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
 - iv. Self-attested copy of the Shareholder's PAN Card;
 - v. Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
 - vi. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- b) Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- c) After placement of order, as mentioned in paragraph 10(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 8.10(a)) either by registered post or courier or hand delivery to the Registrar

to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as **“VIVANZA BIOSCIENCES LIMITED – OPEN OFFER”**. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

- d) Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as “unconfirmed physical bids”. Once, Registrar to the Offer confirms the orders it will be treated as “Confirmed Bids”.
- e) In case any person has submitted Equity Shares in physical form for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before the Offer Closing Date.

8.11. Modification / Cancellation of orders will not be allowed during the period the Offer is open.

8.12. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.

8.13. Procedure for tendering the shares in case of non-receipt of Letter of Offer:

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.corporateprofessionals.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form.

Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

8.14. Accidental omission of non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.

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

8.16. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

8.17. Settlement Process

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

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

8.18. The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

8.19. Settlement of Funds / Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying

Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

NOTE ON TAXATION

1. Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.
2. **SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.**
3. Tax deduction at source
 - a) In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 ("Income Tax Act") the Acquirer shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.
 - b) In the case of non-resident Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Shareholder. It is therefore recommended that the non-resident

Shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

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

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi-110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

- 9.1. Certificate of Incorporation, Certificate of Commencement of Business, Memorandum & Articles of Association of VBL.
- 9.2. Mr. Niraj N. Thakkar, Membership no. 121562, Proprietor of Niraj N. Thakkar & Co., Chartered Accountants, having office at 27, Bindu Park Soc., Nr. R.T.O. Subhash Bridge, Ahmedabad - 380027, email: neer_thakkar@yahoo.co.in vide certificate dated January 25, 2016 certified that the Acquirer have sufficient resources to meet the fund requirement for the takeover of Target Company.
- 9.3. Audited Annual Reports of VBL for the years ended March 31, 2015, 2014, 2013.
- 9.4. Escrow Agreement between the Acquirer, State Bank of India and Manager to the Offer.
- 9.5. Confirmation from State Bank of India confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011.
- 9.6. Copy of Public Announcement filed on February 29, 2016, Published copy of the Detailed Public Statement, which appeared in the Newspapers on March 08, 2016, Issue Opening PA and any corrigendum to these.
- 9.7. A copy of the recommendation made by the Board of VBL.
- 9.8. A copy of the comments letter from SEBI, as may be received.
- 9.9. Copy of agreement between the Acquirer, and the Registrar to the issue.

10. DECLARATION BY THE ACQUIRER

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

(Hemant Amrish Parikh)

Acquirer

Place: New Delhi

Date: March 14, 2016

11. ENCLOSURES

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(For physical shares being tendered)

(All terms and expressions used herein shall have the same meaning as described thereto
in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
OFFER OPENS ON	:	APRIL 29, 2016, FRIDAY
OFFER CLOSSES ON	:	MAY 12, 2016, THURSDAY
Please read the Instructions overleaf before filling-in this Form of Acceptance		

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

From:

Tel. No.:

Fax No.:

E-mail:

To,

The Acquirer

C/O M/S. PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED

Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Near
Lodha Excelus, Lower Parel East, Mumbai – 400011

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S. VIVANZA BIOSCIENCES LIMITED
("VBL"/ "TARGET COMPANY") BY MR. HEMANT AMRISH PARIKH ("ACQUIRER")
PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011

I / we, refer to the Letter of Offer dated _____ for acquiring the equity shares held by me / us in **M/s. Vivanza Biosciences Limited**.

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

I / We, unconditionally Offer to sell to the Acquirer the following equity shares in VBL held by me/ us at a price of Rs. 10.00/- (Rupees Ten Only) per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....Number of share certificates attached.....			
Representing equity shares			
Number of equity shares held in VBL		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				

2. I / We confirm that the Equity Shares of VBL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. 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 authorise 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.
4. 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.
5. 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.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

7. 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.
8. I / We irrevocably authorise the Acquirer to send by Registered Post 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 PCL:

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

Place: ----- **Date:** -----

Tel. No(s) : ----- **Fax No.:** -----

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

Bank Account No.: ----- Type of Account: -----

(Savings /Current /Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFCS Code of Bank-----

The Permanent Account Number (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.			

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

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of VBL.
 - II. Shareholders of VBL to whom this Offer is being made, are free to Offer his / her / their shareholding in VBL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S. VIVANZA BIOSCIENCES LIMITED (“VBL”/ “TARGET COMPANY”) BY MR. HEMANT AMRISH PARIKH (“ACQUIRER”) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Received from Mr. / Ms.

Ledger Folio No/ -----Number of certificates enclosed..... under the Letter of Offer dated _____, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

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

Stamp

Authorised Signatory

Date

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

M/s. Purva Shareregistry (India) Private Limited

Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Near
Lodha Excelus, Lower Parel East, Mumbai – 400011

Contact Person: Mr. V. B. Shah,

Ph.: 022-23018261