

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF ADVIK LABORATORIES LIMITED

Registered Office: 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon - 122103, Haryana;
Tel No.: 0124-2362471, 011-41649171-73 and Facsimile: 011-41649174

Open Offer for Acquisition of upto 24,31,884 Equity Shares from the Shareholders of Advik Laboratories Ltd. by Omkam Pharmaceuticals Private Limited

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer ("Manager"), on behalf of Omkam Pharmaceuticals Private Limited ("Acquirer"), in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) ("SEBI (SAST) Regulations") pursuant to the Public Announcement filed on June 20, 2012 with the BSE Limited (BSE), Ahmedabad Stock Exchange Limited (ASE), Securities and Exchange Board of India ("SEBI") and with Advik Laboratories Ltd. ("Target Company" or "TC") in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

I. ACQUIRER, TARGET COMPANY AND OFFER

(A) Omkam Pharmaceuticals Private Limited ("Acquirer")/"OPPL"):

- A.1. The Acquirer, Omkam Pharmaceuticals Private Limited was incorporated on October 25, 2011 under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana, as a private limited company. The name of OPPL has not changed since its incorporation.
- A.2. The Registered office of OPPL is situated at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001, Delhi. Tel. No. 011-43571040-45, Fax: 011-43571047.
- A.3. OPPL was incorporated with the main object of carrying the business of manufacturers, traders, dealers, distributors, importers, exporters, franchisors, franchisees, dispensing chemists and consultants in all kinds of drugs, all kinds of medicines, pharmaceuticals, pesticides, synthetic drugs, disinfectants, antiseptics etc. and run, own, manage and administer Hospitals, Nursing Homes and Clinics.
- A.4. The promoters and persons in control comprises of Mr. Peeyush Kumar Aggarwal, Mrs. Seema Aggarwal, Mr. Atul Aggarwal and Mr. Varun Aggarwal.
- A.5. The present directors of OPPL are Mr. Peeyush Kumar Aggarwal, Mr. Sachin Garg, Mr. Atul Aggarwal and Mr. Varun Aggarwal.
- A.6. The shares of the Acquirer are not listed on any stock exchange.
- A.7. Presently, the Acquirer, its directors, its key managerial employee do not have any interest in the Target Company except to the extent of acquiring stake in along with control of the Target Company in terms of Share Purchase Agreement (SPA) dated June 20, 2012 as mentioned in Paragraph II (A) below and 35,984 (0.38%) Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer.
- A.8. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act.
- A.9. The Key financial information of the Acquirer for the financial year ended March 31, 2010 and March 31, 2011 and provisional financial information for the period ended May 31, 2012 are as follows:

Sr. No.	Particulars	Year ended March 31, 2010 (Audited)	Year ended March 31, 2011 (Audited)	Period ended May 31, 2012 (Provisional)
1.	Total Revenue	NA	NA	11,000
2.	Net Income	NA	NA	7004
3.	Earnings Per share (In Rs.)	NA	NA	NA
4.	Net worth/shareholders' funds (In Rs.)	NA	NA	2,99,69,408

Source- As Certified by Mr. Ram Kishan Sanghi (Membership No. 91534), Proprietor of Sanghi & Co., Chartered Accountants, having office at F-7, 11nd Floor, 203, Main Road, Kalkaji, New Delhi- 110019, Tel: 011-41329617, E-mail: ca_rsanghi@yahoo.co.in vide his certificate dated June 26, 2012

A.10. For the purpose of this Offer, there is no Person Acting in Concert with the Acquirer.

A.11. The Acquirer has not entered into any non-compete arrangement and/or agreement with the seller.

(B) Details of Sellers :

Nature of the Entity	Name of the Seller	Address of the Seller	Part of Promoter/ Promoter Group	No. & % of Shares/Voting Rights held before entering the SPA		No. & % of Shares/Voting Rights held post transaction	
			(Yes/No)	No. of Shares	%	No. of Shares	%
Individual	Varinder Kumar Jain	H-27, W-8E/15, Western Avenue, Sainik Farms, New Delhi-110062, India	Yes	15,12,846	16.174	Nil	NA
Individual	Mr. J C Ashok	1/20, Lajpat Nagar, New Delhi - 110024	Yes	100	0.001	Nil	NA
Individual	Mr. Ramesh Jain	8, Palputra, 16th Road, Khar, Mumbai - 400052	Yes	200	0.002	Nil	NA
Individual	Mr. Aditya Jain	H-27, W-8E/15, Western Avenue, Sainik Farms, New Delhi-110062, India	Yes	5,300	0.057	Nil	NA
Individual	Ms. Kumud Jain	H-27, W-8E/15, Western Avenue, Sainik Farms, New Delhi-110062, India	Yes	1,20,644	1.290	Nil	NA
Private Limited Company	M/s Advik Finance & Properties Pvt Ltd.	B-4, Allied House, 1 LSC Complex, Madangir, New Delhi - 110062	Yes	8,45,747	9.042	Nil	NA

- B.1. None of the Sellers as mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.
- B.2. Manager to the Offer i.e. Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
- (C) Advik Laboratories Ltd. ("Target Company"/ "ALL"):
- C.1. Advik Laboratories Ltd. was incorporated on September 9, 1994 under the Indian Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana and obtained its certificate of commencement of business on October 21, 1994. The name of the Target Company has not changed since its incorporation. The registered office of ALL is situated at 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon - 122103, Haryana.
- C.2. The shares of the Target Company are presently listed on BSE Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE).
- C.3. Based on the information available on BSE and ASE, the Equity Shares of the Target Company are frequently traded on BSE (within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).
- C.4. The authorised share capital of the Target Company as on the date of the PA and DPS is Rs. 12,00,00,000 (Rupees Twelve Crores Only) consisting of 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10 each. The issued and paid up share capital of the Target Company as on the date of PA and DPS is 9,35,34,000 (Rupees Nine Crore Thirty Five Lacs and Thirty Four Thousand Only) divided into 93,53,400 (Ninety Three Lacs Fifty Three Thousand and Four Hundred) Equity Shares of Rs.10 each.
- C.5. 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. The equity shares of the Target Company are listed at BSE Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE).
- C.6. Key financial information of the Target Company based on the audited standalone financial statements for the financial year ended March 31 2009, March 31, 2010 and March 31, 2011 and provisional financial information for the financial year ended March 31, 2012 are as follows:

Sr. No.	Particulars	Year Ended March 31, 2009 (Rs. In Lacs) (Audited)	Year ended March 31, 2010 (Rs. In Lacs) (Audited)	Year ended March 31, 2011 (Rs. In Lacs) (Audited)	Year ended March 31, 2012 (Rs. In Lacs) (Provisional)
1.	Total Revenue	1249.86	1926.25	2279.69	2078.53
2.	Net Income	(18.85)	11.76	(60.61)	1.60
3.	Earnings Per share (In Rs.)	(0.20)	0.13	(0.65)	0.02
4.	Net worth/shareholders' funds	1111.10	1115.65	1073.56	1074.17

Source- As certified by Mr. Vijay Bansal (Membership No. 88744), Partner of VBR & Associates, having office at 205, Laxman Palace, 19, Veer Savarkar Block, Shakarpur, Delhi-110092 Tel.:011-43022799 vide his certificate dated June 26, 2012.

(D) Details of the Offer:

- D.1. The Acquirer is making an Open Offer to acquire up to 24,31,884 (Twenty Four Lakhs Thirty One Thousand Eight Hundred and Eighty Four) Equity Shares of the face value of Rs. 10 each, being 26% of the paid up equity share capital of the Target Company at a price of Rs. 5/- (Rupees Five only) per fully paid up Equity Share payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- D.2. This Offer is being made to all the equity shareholders of the Target Company other than the parties to the SPA dated June 20, 2012 as given in Paragraph II (A).
- D.3. The offer would be subject to the receipt of statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer would stand withdrawn.
- D.4. This 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 terms of the Offer up to a maximum of 24,31,884 (Twenty Four Lakhs Thirty One Thousand Eight Hundred and Eighty Four) Equity Shares constituting 26% of the paid up equity share capital of the Target Company.
- D.5. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- D.6. There are no conditions stipulated in the SPA between the Sellers and the Acquirer, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations, 2011.
- D.7. The Acquirer does not directly hold any equity shares in the Target Company as on the date of this DPS except the shares proposed to be acquired in terms of SPA dated June 20, 2012. However, Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer holds 35,984 (0.38%) Equity Shares in the Target Company as on the date of this DPS.
- D.8. In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest as directed by the SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of regulation 17 of SEBI (SAST) Regulations.
- D.9. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereat.
- (E) The acquirer does not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries 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. ALL's future policy for disposal of its assets, if any, for two years from the 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 passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.
- (F) Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer will hold 49,52,705 (Forty Nine Lacs Fifty Two Thousand Seven Hundred Five Only) Equity Shares constituting 52.95% of the paid up equity share capital of the Target Company including 35,984 Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of the Acquirer.
- (G) The Offer (assuming full acceptance) would not result in public shareholding in Target Company being reduced below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis.

II. BACKGROUND TO THE OFFER

- (A) The Acquirer has entered into a Share Purchase Agreement dated June 20, 2012 ("SPA") with the promoters of the Target Company namely Mr. Varinder Kumar Jain, Mr. J C Ashok, Mr. Ramesh Jain, Mr. Aditya Jain, Ms. Kumud Jain and M/s Advik Finance & Properties Pvt Ltd (hereinafter referred to "Sellers") for acquisition of 24,84,837 (Twenty Four Lakh Eighty Four Thousand Eight Hundred Thirty Seven) fully paid-up Equity Shares ("Sale Shares") of face value of 10 (Rupees Ten) each representing 26.57% of the paid up equity share capital of the Target Company for a consideration of Rs. 1,24,24,185 (Rupees One Crore Twenty-Four Lacs Twenty Four Thousand One Hundred and Eighty Five only) paid in cash at a price of Rs. 5/- (Rupees Five Only) per fully paid-up equity shares. The details of the SPA is as under:
- (B) The salient features of the SPA are as follows:
- SPA dated June 20, 2012 between the Acquirer and Sellers to acquire 24,84,837 (Twenty Four Lacs Eighty Four Thousand Eight Hundred Thirty Seven) fully paid up Equity Shares at a price of Rs.5/- (Rupees Five Only) each representing 26.57% of the paid up equity share capital of the Target Company.
 - The total consideration for the sale shares is Rs. 1,24,24,185/- (Rupees One Crore Twenty Four Lacs Twenty Four Thousand One Hundred Eighty Five only).
 - The Acquirer agrees to take steps to comply with the Regulations and to comply with all laws that may be required to give effect to the sale shares.
 - On compliance of the Regulations by the Acquirer, the delivery of the shares would be deemed to have taken effect in pursuance of the SPA and that the payment made/to be made by the Acquirer to the Sellers shall be appropriated by the Sellers towards the sale of Sale Shares.
 - In the event of non compliance of any provisions of the Regulations, the SPA for such sale shares shall not be acted upon by the Sellers or Acquirer.
- (C) This Open Offer is for acquisition of 26.00% of the equity & voting share capital of the Target Company. After the completion of this Open Offer and pursuant to the acquisition of shares under SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective control over the management and affairs of Target Company.
- (D) Subject to satisfaction of the provisions under the Companies Act, 1956 and/or and other Regulation(s), the Acquirer intends to make changes in the management of ALL (Target Company).
- (E) The Acquirer intends to take control over the Target Company & make changes in the Board of Directors of the Target Company in accordance with the provisions of SEBI (SAST) Regulations and other applicable laws.
- (F) The main object of this acquisition is to acquire substantial shares and control over the Target Company. The acquirer desires to enter into the Pharmaceuticals Industry for the purpose of expansion and to get the maximum advantage of installed capacity and brand name of Target Company. The Proposed acquisition does have any repercussions on employment and the locations of the Target Company's places of business.

III. SHAREHOLDING AND ACQUISITION DETAILS

The present and proposed shareholding of the Acquirer in Target Company and the details of acquisition are as follows:

Details	Acquirer	
	No. of Shares	%
Shareholding as on the PA date	NIL	NA
Shares acquired between the PA date and the DPS date	NIL	NA
Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)	49,52,705*	52.95%

*It includes 24,84,837 Equity Shares representing 26.57% of the paid up equity share capital of the Target Company proposed to be acquired under SPA dated June 20, 2012, and 35,984 Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer and assuming full acceptance under the Open Offer.

IV. OFFER PRICE

- (A) The Equity Shares of the Target Company are listed on BSE and ASE (together referred to as "Stock Exchange").
- (B) The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of DPS (June 1, 2011 to May 31, 2012) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of DPS	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	19,03,735	93,53,400	20.35%

(Source: www.bseindia.com)

- (C) Based on the information available on the websites of the Stock Exchange, the Equity Shares of the Target Company are frequently traded on the BSE (within the meaning of definition "frequently traded shares" under clause (j) Sub-Regulation (1) and Regulation 2 of the SEBI (SAST) Regulations).
- (D) The Offer Price of Rs. 5 per Equity Share is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:
- | | | |
|-----|--|--------------------|
| (a) | The negotiated price under the SPA dated June 20, 2012 | Rs. 5 per share |
| (b) | The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, 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 or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA | Not Applicable |
| (d) | The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE (As the maximum volume of trading in the shares of the target company is recorded on BSE during such period) | Rs. 3.37 per share |

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 5/- (Rupee Five Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

- (E) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- (F) 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, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it 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.
- (G) 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.
- (H) 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.

(I) 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.

V. FINANCIAL ARRANGEMENTS

- (A) The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of up to 24,31,884 Equity Shares from the public shareholders of the Target Company at an Offer Price of Rs. 5/- (Rupees Five Only) per fully paid up equity share is Rs. 1,21,59,420/- (Rupees One Crore Twenty One Lacs Fifty Nine Thousand Four Hundred and Twenty Only) (the "Maximum Consideration").
- (B) The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through internal resources.
- (C) The Acquirer, the Manager to the Offer and The Development Credit Bank Limited, a banking corporation incorporated under the Companies Act, 1956, and having one of its branch offices at Hansalaya Building, 15, Barakhmba Road, Connaught Place, New Delhi-110001 have entered into an escrow agreement dated June 20, 2012 for the purpose of the Offer (the "Offer Escrow Agreement") in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Offer Escrow Agreement, the acquirer has opened an Escrow Account bearing name and style as "CPCL - ALL - Open Offer Escrow Account" (the "Escrow Account") and deposited cash of Rs. 31,00,000 (Rupees Thirty One Lacs only) being in excess of 25% of the Maximum Consideration.
- (D) The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- (E) Mr. Ram Kishan Sanghi (Membership No. 91534), Proprietor of Sanghi & Company, Chartered Accountants, has vide its certificate dated June 26, 2012 certified that the Acquirer has sufficient resources to meet the fund requirement for the takeover of Target Company.
- (F) 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 the Acquirer's obligations through verifiable means in relation to the Offer in accordance with the Regulations.

VI. STATUTORY AND OTHER APPROVALS

- (A) 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 Acquirer from NRIs and OCBs.
- (B) As of the date of this DPS, 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. 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.
- (C) 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 the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- (D) The Acquirer does not require any approval from financial institutions/banks in India for the Offer.
- (E) There are no conditions stipulated in the SPA between the Sellers and the Acquirer, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations, 2011.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day
Public Announcement	20 Jun 2012	Wednesday
Detailed Public Statement	27 Jun 2012	Wednesday
Filing of draft offer document with SEBI along with soft copies of Public Announcement and detailed public statement	04 Jul 2012	Wednesday
Identified Date*	25 Jul 2012	Wednesday
Last date for a competing offer	18 Jul 2012	Wednesday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	03 Aug 2012	Friday
Date by which Letter of Offer will be dispatched to the shareholders	03 Aug 2012	Friday
Upward Revision in Offer	02 Aug 2012	Thursday
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	07 Aug 2012	Tuesday
Offer Opening Date	08 Aug 2012	Wednesday
Offer Closing Date	23 Aug 2012	Thursday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	30 Aug 2012	Thursday
Filing of Report to SEBI by Manager to the Offer	06 Sep 2012	Thursday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES

- (A) All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the parties to SPA dated June 20, 2012) anytime before closure of the Offer.
- (B) Letters of Offer (hereinafter referred to as "LOO"), specifying the detailed terms and conditions, together with Form of Acceptance cum acknowledgement ("Form of Acceptance") and Transfer deeds (For shareholders holding equity shares in Physical Form) will be dispatched to all the equity shareholders of ALL, whose names appear in its Register of Members on July 25, 2012, Wednesday, the Identified Date, except the parties to SPA dated June 20, 2012.
- (C) Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 23, 2012, Thursday.
- (D) The Registrar to the Offer, M/s Beetal Financial & Computer Services Pvt Ltd has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.
- (E) For shareholders holding equity shares in dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 23, 2012, Thursday along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "ADVIK LABORATORIES LTD-OPEN OFFER ESCROW A/C" ("Depository Escrow Account") filled in as per the instructions given below:

DP Name	: SMC Global Securities Limited
DP ID	: IN303655
Client ID	: 10001857
Depository	: National Securities Depository Limited ("NSDL")

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall use the inter-depository delivery instruction slip for the purpose of crediting their shares in favor of the Special Depository Account with NSDL.

- (F) In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with ALL), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 23, 2012, Thursday. Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.
- (G) In case of shareholders who have not received the LOO and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para VIII (E) above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 23, 2012, Thursday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

(H) The following collection centre would be accepting the documents by Hand Delivery / Regd. Post/Courier as specified above, both in case of shares in physical and dematerialised form.

Collection Centre	Contact Person	Telephone/email/fax
BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062.	Mr. Punit Mittal	Ph: 011- 29961281/82/83 Fax No.: 011-29961284 Email: beetalta@gmail.com

- (I) Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 23, 2012, Thursday else the application would be rejected.
- (J) Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of ALL is 1 (One) Equity Share.
- (K) The Letter of Offer along with the form of acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
- (L) No indemnity is needed from unregistered shareholders.
- (M) The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.
- (N) 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.
- (O) The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered/ unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- (P) It must be noted the detailed procedure for tendering the shares in the Offer will be mentioned in the Letter of Offer.

IX. General

- A. The Acquirer, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities under directions issued pursuant to Section 11B or under any other regulations of SEBI Act.
- B. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Corporate Professionals Capital Private Limited as the Manager to the Offer.
- C. The Acquirer has appointed Beetal Financial and Computer Services Pvt. Limited as the Registrar to the Offer having office at Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062, Contact Person: Mr. Punit Mittal, Ph: 011- 29961281/82/83, Fax No.: 011-29961284, Email: beetalta@gmail.com
- D. Acquirer, along with its respective board of directors, accept full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereat.

This Detailed Public Statement will also be available on SEBI's website (www.sebi.gov.in) and the website of the Manager to the Offer (www.corporateprofessionals.com).

Issued by Manager to the Offer

**Corporate Professionals**
WHERE EXCELLENCE IS LAW

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED
D-28, South Extn. Part 1, New Delhi - 110049
Contact Person: Mr. Manoj Kumar/ Ms. Ruchi Hans
Ph: 91-11-4062228/51, Fax: 91-11-40622201
Email: manoj@indiapcp.com/ruchi@indiapcp.com
SEBI Regn. No: INM00011435

On behalf of
Omkam Pharmaceuticals Private Limited
Acquirer

Place: New Delhi
Date: June 26, 2012