LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Public Shareholder(s) of Ahlcon Parenterals (India) Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Open Offer/Registrar to the Offer. In case you have recently sold your Equity Shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

B. BRAUN SINGAPORE PTE. LIMITED
a private limited company incorporated under the laws of Singapore
Registered Office: 600 North Bridge Road, #15–05 Park View Square, Singapore 188778
Tel no: +65–62130933, Fax no: +65–62130930
(hereinafter referred to as the **"Acquirer"**)

ALONG WITH

B. BRAUN MELSUNGEN AG (as the person acting in concert, the **"PAC"**)
a joint stock corporation incorporated under the laws of Germany
Registered Office: Carl-Braun-Strasse 1, 34212 Melsungen, Germany
Tel no: +49–5661712652, Fax no: +49–5661752652

MAKES A CASH OFFER AT Rs. 460/- (Rupees four hundred sixty only) (**"Open Offer Price"**) PER FULLY PAID-UP EQUITY SHARE TO ACQUIRE 1,872,039 fully paid up equity shares of Rs. 10/- (Rupees ten only) each constituting not more than 26% of the fully paid-up voting equity share capital

pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (**"SEBI (SAST) Regulations, 2011"**)

of

AHLCON PARENTERALS (INDIA) LIMITED ("Target Company")
a public limited company incorporated under the Companies Act, 1956
Registered Office: 4, Community Centre, Saket, New Delhi – 110017
Telefax no: +91–11–26852036, Email id: info@ahlconindia.com, Website: www.ahlconindia.com

Notes:

1. The Open Offer *(as defined hereinafter)* is being made by B. Braun Singapore PTE. Limited, the Acquirer, along with B. Braun Melsungen AG, the PAC, pursuant to and in accordance with the provisions of regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 for the substantial acquisition of shares and voting rights accompanied with a change in control and management of the Target Company.
2. There are no partly paid-up Equity Shares *(as defined hereinafter)* in the Target Company.
3. The Open Offer *(as defined hereinafter)* is not a conditional offer and is not subject to a minimum level of acceptance by the Public Shareholders *(as defined hereinafter)* of the Target Company.
4. **The Open Offer *(as defined hereinafter)* is subject to the statutory and regulatory approvals and clearances from the FIPB *(as defined hereinafter)* and the RBI *(as defined hereinafter)*, as described in paragraph 6.4 of this Letter of Offer, required in relation to the acquisition of Equity Shares *(as defined hereinafter)* tendered pursuant to the Open Offer *(as defined hereinafter)*. Vide its letter dated May 7, 2012, the RBI has granted approval for acquiring Equity Shares *(as defined hereinafter)* from NRIs *(as defined hereinafter)* but in the case of OCBs *(as defined hereinafter)* the Target Company is required to submit full details of the OCBs *(as defined hereinafter)* to obtain specific approval of the RBI *(as defined hereinafter)*. The approval from the FIPB is currently pending. Further delay in receipt of the FIPB approval may affect the Open Offer *(as defined hereinafter)* process. Any Equity Shares *(as defined hereinafter)* tendered will be held in escrow by the Registrar to the Offer *(as defined hereinafter)* in case the FIPB *(as defined hereinafter)* approval is delayed beyond the date by which payment of consideration is required to be completed. In the event the FIPB *(as defined hereinafter)* approval is refused, the Open Offer *(as defined hereinafter)* would stand withdrawn in terms of regulation 23(1) of the SEBI (SAST) Regulations, 2011.**
5. **The Open Offer *(as defined hereinafter)* is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.**
6. If there is any upward revision of the Open Offer Price or the Open Offer Size *(as defined hereinafter)* by the Acquirer and the PAC upto three (3) Working Days *(as defined hereinafter)* prior to commencement of the Tendering Period *(as defined hereinafter)* of the Open Offer i.e. up to July 26, 2012 (Thursday) or in case of withdrawal of the Open Offer by the Acquirer the same would be informed by way of the issue opening public announcement in the same newspapers in which the original DPS (as defined hereinafter) has appeared. Such revised Open Offer Price would be payable by the Acquirer for all the Equity Shares *(as defined hereinafter)* validly tendered anytime during the Tendering Period *(as defined hereinafter)*.
7. **There has been no competing offer to this Open Offer** *(as defined hereinafter)*.
8. A copy of the Public Announcement, the DPS *(as defined hereinafter)* and the draft Letter of Offer are available on SEBI's website and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) is expected to be available on SEBI's website (www.sebi.gov.in).

Manager to the Open Offer	Registrar to the Offer
Deutsche Equities India Private Limited Deutsche Bank House Hazarimal Somani Marg, Fort, Mumbai–400001 Tel: +91-22-7158 4600, Fax : +91-22-22006765 E-mail: apil.openoffer@db.com SEBI Regn No: INM000010833 Contact Person: Mr. Vivek Pabari	**MAS Services Limited** T-34, 2nd Floor Okhla Industrial Area, Phase-II, New Delhi–110020 Tel: +91-11-26387281/82/83, Fax: +91-11-26387384 E-mail: info@masserv.com SEBI Regn No: INR000000049 Contact Person: Mr. N. C. Pal
OPEN OFFER OPENING DATE: July 31, 2012	**OPEN OFFER CLOSING DATE:** August 13, 2012

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OPEN OFFER

Activity	Day and Date
Public Announcement date	Wednesday, March 21, 2012
Detailed Public Statement date	Thursday, March 29, 2012
Last date for a competing offer	Monday, April 23, 2012
Identified Date*	Tuesday, July 17, 2012
Date by which Letter of Offer will be dispatched to Public Shareholders	Tuesday, July 24, 2012
Issue opening public announcement date	Monday, July 30, 2012
Last date by which Board of Directors of the Target Company shall give its recommendation	Friday, July 27, 2012
Date of commencement of Tendering Period (Open Offer opening date)	Tuesday, July 31, 2012
Date of Closure of Tendering Period (Open Offer closing date)	Monday, August 13, 2012
Date by which all requirements including payment of consideration would be completed	Wednesday, August 29, 2012

** "Identified Date" is date falling on the tenth (10th) Working Day (as defined hereinafter) prior to the commencement of the Tendering Period (as defined hereinafter), and is only for the purpose of determining the Public Shareholders (as defined hereinafter) as on such date to whom the Letter of Offer shall be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in the Open Offer any time before the Closure of the Tendering Period (as defined hereinafter)*

RISK FACTORS

Given below are the risks related to the Open Offer and the probable risk involved in associating with the Acquirer and the PAC. For capitalized terms used herein please refer to the definitions section on page no. 4:

1. ***Risks related to the transaction:***

- The Open Offer is subject to the compliance of terms and conditions as mentioned under the SPA entered into between the Acquirer and the Sellers and receipt of approvals from the FIPB and RBI as more particularly set out in paragraph 6.4 of this Letter of Offer. In accordance with the SPA, the transaction under the SPA shall be completed upon the fulfillment of conditions precedent agreed between the Acquirer and the Sellers.

- In terms of regulation 23(1) of the SEBI (SAST) Regulations, 2011 if the conditions precedent and other conditions as stated in the SPA are not satisfactorily complied with for reasons beyond the control of the Acquirer/PAC, the Open Offer would stand withdrawn. If at a later date, any other statutory approvals are required, the Open Offer would become subject to receipt of such other statutory approvals.

2. ***Risks related to the Open Offer:***

- The Open Offer is an offer to acquire not more than 26% of the fully paid-up voting equity share capital of the Target Company from the Public Shareholders. In the case of over subscription in the Open Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted.

- **The Open Offer along with any obligation to make payment for, or purchase the Equity Shares tendered and accepted is subject to (a) the statutory and regulatory approval and clearance from the FIPB for the consummation of the transaction under the SPA and FDI Regulations, and (b) the statutory and regulatory approval and clearance from RBI for acquiring the Equity Shares from NRIs and OCBs pursuant to the Open Offer. Vide its letter dated May 7, 2012, the RBI has granted approval for acquiring Equity Shares from NRIs but in the case of OCBs the Target Company is required to submit full details of the OCBs to obtain specific approval of the RBI. The approval from the FIPB is currently pending. Further delay in receipt of the FIPB approval may affect the Open Offer process. Any Equity Shares tendered will be held in escrow by the Registrar to the Offer in case the FIPB approval is delayed beyond the date by which payment of consideration is required to be completed. In the event the FIPB approval is refused, the Open Offer would stand withdrawn in terms of regulation 23(1) of the SEBI (SAST) Regulations, 2011 and all the Equity Shares tendered by the Public Shareholders will be returned. For further details see paragraph** 6.4 **of this Letter of Offer.**

- In the event that either (a) the regulatory approvals are not received in a timely manner, or (b) there is any litigation leading to a stay on the Open Offer, or (c) SEBI instructs the Acquirer and the PAC not to proceed with the Open Offer then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders, whose Equity Shares are accepted in the Open Offer, as well as the return of Equity Shares not accepted by the Acquirer in the Open Offer, may be delayed.

- In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period, as directed by SEBI in terms of regulation 18(11) of the SEBI (SAST) Regulations, 2011.

- The Acquirer, the PAC and the Manager to the Open Offer do not accept any responsibility for statements made otherwise than in this Letter of Offer or the Public Announcement or the DPS and anyone placing reliance on any other source of information (not released by the Acquirer, the PAC, or the Manager to the Open Offer) would be doing so at his/her/their own risk.

- The tendered Equity Shares will lie to the credit of a designated escrow depository account and Open Offer related documents would be held in trust by the Registrar to the Offer, till the completion of the Open Offer formalities. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer. During such period, there may be fluctuations in the market price of the Equity Shares. Accordingly, the Acquirer and the PAC make no assurance with respect to the market price of the Equity Shares before, during or upon completion of the Open Offer and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by the Public Shareholders on whether or not to participate in the Open Offer.

3. ***Probable risks involved in associating with the Acquirer and the PAC:***

- The Acquirer and the PAC make no assurance with respect to the financial performance of the Target Company. They also make no assurance with respect to the market price of the Equity Shares upon the completion of the Open Offer, and disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Open Offer.

- The Acquirer and the PAC make no assurance with respect to their investment/disinvestment relating to their proposed shareholding in the Target Company.

The risk factors set forth above, pertain to the Open 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 Public Shareholder in the Open Offer. The Public Shareholders are advised to consult their stockbrokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Open Offer.

CURRENCY OF PRESENTATION

- In this Letter of Offer, all references to "Rs."/"INR" are to the reference of Indian Rupee(s). Throughout this Letter of Offer, all figures have been expressed in "million, thousand or lakh" unless otherwise specifically stated. At some places SGD and EUR have been used which represent Singapore Dollars and EURO, respectively. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

- All the data presented in SGD and EUR, in this Letter of Offer has been converted into INR for purpose of convenience translation. The conversion has been assumed at the following rate as on March 21, 2012, being the date of the PA (unless otherwise stated in this Letter of Offer):
  1 SGD = 39.9990 INR
  1 EUR = 67.1366 INR
  (Source: Bloomberg and Reserve Bank of India – www.rbi.org.in).

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DEFINITIONS

The following abbreviations/definitions apply throughout this document, unless the context requires otherwise:

Particulars	Details/Definitions
Acquirer	B. Braun Singapore PTE. Limited, incorporated under the Companies Act (Cap 50) as a private limited company limited by shares, on October 6, 1987 and registered under the laws of Singapore and having its registered office at 600 North Bridge Road, #15–05 Park View Square, Singapore 188778
Bank Guarantee	Bank guarantee of Rs. 215,284,485/- (Rupees two hundred fifteen million two hundred eighty four thousand four hundred eighty five only), issued by Deutsche Bank AG, located at 12, Taunusanlage, Frankfurt Am Main, Federal Republic OF Germany and acting through its New Delhi branch having one of its offices at TRS, ECE House, 28, Kasturba Gandhi Marg, New Delhi – 110001 on behalf of the Acquirer, in favour of the Manager to the Open Offer
Board of Directors	Board of Directors of Ahlcon Parenterals (India) Limited
BSE	Bombay Stock Exchange Limited
Business Day(s)	a day (excluding Saturdays and Sundays) on which banks are open in India for the transaction of normal banking business
Closure of Tendering Period	Monday, August 13, 2012
CSE	The Calcutta Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
DC	Direct Credit
DSE	Delhi Stock Exchange Association Limited
DP	Depository Participant
DPS	Detailed Public Statement published by the Manager to the Open Offer on behalf of the Acquirer and the PAC in the Business Standard, Navbharat Times and Maharashtra Times on March 29, 2012 in accordance with regulation 13(4) of the SEBI (SAST) Regulations, 2011
DTAA	Double Taxation Avoidance Agreement
Equity Shares	The issued and fully paid-up equity shares of the Target Company with a face value of Rs. 10/- (Rupees ten only) each
Escrow Bank	Deutsche Bank AG , Mumbai Branch, a banking corporation incorporated under the laws of the Federal Republic of Germany and having its branch office at 222 Kodak House, Fort, Mumbai 400001
EUR	EURO
FDI Regulations	Means the (a) the Foreign Exchange Management Act, 1999 including the amendments thereto; (b) the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000; (c) the consolidated foreign direct investment policy issued by the Department of Industrial Policy and Promotion, as may be amended or supplemented from time to time; and (d) any other laws, rules, regulations, guidelines, circulars, press notes and press releases (which have the force of law) issued by any Governmental Authority in India, including the RBI, in

Particulars	Details/Definitions
	relation to foreign investment into India
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII(s)	Foreign Institutional Investors, as defined under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time
FIPB	Foreign Investment Promotion Board constituted by the Government of India
Form of Acceptance-cum-Acknowledgement	Form of Acceptance-cum-Acknowledgement which is a part of this Letter of Offer
FY	Financial Year
IFRS	International Financial Reporting Standards
Identified Date	Tuesday, July 17, 2012 i.e. date falling on the tenth (10th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
Indian GAAP	GAAP, as applicable to Indian companies
Income Tax Act	Income Tax Act, 1961
JSE	Jaipur Stock Exchange Limited
Letter of Offer	This Letter of Offer including the Form of Acceptance-cum-Acknowledgement
Listing Agreements	Listing Agreement with the stock exchanges in India, as amended from time to time
Manager to the Open Offer	Deutsche Equities India Private Limited
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
NRI	Non–Resident Indians, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
Open Offer	The open offer made by the Acquirer, along with the PAC, to the Public Shareholders to acquire 1,872,039 Equity Shares, representing not more than 26% of the fully paid-up voting equity share capital from the Public Shareholders as of the tenth (10th) Working Day from the Closure of the Tendering Period at the Open Offer Price, payable in cash and subject to the terms and conditions mentioned in the PA, the DPS and this Letter of Offer, in terms of regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011
Open Offer Consideration	Shall have the meaning given to it in paragraph 5.2.1 of this Letter of Offer
Open Offer Escrow Account	Shall have the meaning given to it in paragraph 5.2.4 of this Letter of Offer
Open Offer Price	Rs. 460/- (Rupees four hundred sixty only) per fully paid up Equity Share payable in cash
Open Offer Size	1,872,039 Equity Shares, representing not more than 26% of the fully paid-up voting equity share capital of the Target Company as of the tenth (10th) Working Day from the Closure of the Tendering Period
Overseas Tax	Shall have the meaning given to it in paragraph 7.18.5(a) of this Letter of Offer
PAC	PAC shall have the meaning assigned to it in regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011 and for purposes of this Letter of Offer shall mean B. Braun Melsungen AG, a company registered under the laws of Germany, the person acting in concert with the Acquirer for the purpose of the Open Offer
PAN	Permanent Account Number
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Open Offer on behalf of the Acquirer and the PAC on March 21, 2012 in accordance with regulations 3(1) and 4 read with regulations 13(1), 14 and 15(1) of the SEBI (SAST) Regulations, 2011
Public Shareholder(s)	The shareholders of the Equity Shares except the Sellers and any person deemed to be acting in concert. Persons eligible to participate in the Open Offer are described in paragraph 6.3.1 of this Letter of Offer.
RBI	Reserve Bank of India
Registrar to the Offer	MAS Services Limited
RTGS	Real Time Gross Settlement
Rs./Rupee(s)/INR	Indian Rupee(s), the legal currency of India
Sale Shares	Shall have the meaning given to it in paragraph 2.1.3 of this Letter of Offer
SCRR	Securities Contract (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India

Particulars	Details/Definitions
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI (SAST) Regulations, 2011	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
Sellers	Mr. Bikramjit Ahluwalia, Ms. Rohini Ahluwalia, M/s Ahluwalia Builders & Development Group Private Limited, M/s Tidal Securities Private Limited, M/s Capricon Industrials Limited, Mr. Shobhit Uppal, Mr. Vikas Ahluwalia, Ms. Rachna Uppal, Ms. Sudershan Walia, Ms. Mukta Ahluwalia, Ms. RamPyari, Ms. Pushpa Rani and Ms. Raman Pal, being the promoters or members of the promoter group of the Target Company
SGD	Singapore Dollar(s)
SPA	Share Purchase Agreement dated March 21, 2012 entered into between the Acquirer and the Sellers
Special Depository Account	The special depository account opened by the Registrar to the Offer with NSDL for receiving Equity Shares tendered during the Open Offer
Stock Exchange(s)	Collectively BSE, CSE, DSE and JSE
Target Company	Ahlcon Parenterals (India) Limited
Tax Clearance Certificate	Certificate to be furnished by the NRIs/OCBs/FIIs and other non–resident Public Shareholders indicating the amount to be deducted by the Acquirer under the Income Tax Act, before remitting the consideration
Tendering Period	Tuesday, July 31, 2012 to Monday, August 13, 2012
TRC	Shall have the meaning given to it in paragraph 7.18.1(iv) of this Letter of Offer
Working Day	Any working day of SEBI

Note: *All terms beginning with a capital letter used in this Letter of Offer, and not specifically defined herein, shall have the meanings ascribed to them in the SEBI (SAST) Regulations, 2011.*

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF AHLCON PARENTERALS (INDIA) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PAC, THE SELLERS OR THE TARGET COMPANY WHOSE EQUITY SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OPEN OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND THE PAC DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, DEUTSCHE EQUITIES INDIA PRIVATE LIMITED, THE MANAGER TO THE OPEN OFFER, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 9, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND THE PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER."

2. DETAILS OF THE OPEN OFFER

2.1. ***Background of the Open Offer***

2.1.1. The Open Offer is a mandatory offer, being made by the Acquirer and the PAC to the Public Shareholders, in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. This is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011 and is being made as a result of an agreement for a direct substantial acquisition of Equity Shares and voting rights, accompanied with a change in control of the Target Company, pursuant to the SPA, entered into between the Acquirer and the Sellers, as more particularly stated in paragraph 2.1.3 below.

2.1.2. As on the date hereof, the Sellers hold 70.946% of the fully paid–up voting equity share capital of the Target Company. As per stock exchange filings made on July 10, 2012 with the BSE, the Sellers form part of the "Promoter and the Promoter Group" of the Target Company. Brief details of the Sellers are shown below:

Name	Mr. Bikramjit Ahluwalia
Residential Address	B – 10, Saket, New Delhi – 110017
Fax Number	+91–11–40504558

Name	Ms. Rohini Ahluwalia
Residential Address	A – 332, Shivalik, Malviya Nagar, New Delhi – 110017
Fax Number	+91–11–40504558

Name	M/s Ahluwalia Builders & Development Group Private Limited
Registered Office Address	B – 4/205, Safdarjung Enclave, New Delhi – 110029
Fax Number	+91–11–49410553

Name	M/s Tidal Securities Private Limited
Registered Office Address	B – 4/205, Safdarjung Enclave, New Delhi – 110029
Fax Number	+91–11–49410553

Name	M/s Capricon Industrials Limited
Registered Office Address	B – 4/205, Safdarjung Enclave, New Delhi – 110029
Fax Number	+91–11–49410553

Name	Mr. Shobhit Uppal
Residential Address	B – 5, Saket, New Delhi – 110017
Fax Number	+91–11–49410553

Name	Mr. Vikas Ahluwalia
Residential Address	B – 10, Saket, New Delhi – 110017
Fax Number	+91–11–49410553

Name	Ms. Rachna Uppal
Residential Address	B – 5, Saket, New Delhi – 110017
Fax Number	+91–11–49410553

Name	Ms. Sudershan Walia
Residential Address	B – 10, Saket, New Delhi – 110017
Fax Number	+91–11–40504558

Name	Ms. Mukta Ahluwalia
Residential Address	B – 10, Saket, New Delhi – 110017
Fax Number	+91–11–40504558

Name	Ms. RamPyari
Residential Address	Ahlcon apartment flat no. 702, Sector – 3, Plot – 1 Vaishali, Ghaziabad, Uttar Pradesh – 201010
Fax Number	+91–11–49410553

Name	Ms. Pushpa Rani
Residential Address	78/I, SFS Flats, Saket, New Delhi – 110017
Fax Number	+91–11–49410553

Name	Ms. Raman Pal
Residential Address	16 – A, Qutub Enclave MIG Flat, Phase – 1, New Delhi – 110016
Fax Number	+91–11–49410553

2.1.3. On March 21, 2012 the Acquirer entered into the SPA with the Sellers to acquire such number of Equity Shares from the Sellers which (a) taken together with the Equity Shares to be purchased by the Acquirer from the Public Shareholders under the Open Offer would aggregate to 75% of the fully paid-up voting equity share capital of the Target Company, or (b) all the Equity Shares held by the Sellers in case the number of Equity Shares validly tendered by the Public Shareholders in the Open Offer are less than or equal to 291,907. The Equity Shares that the Acquirer shall acquire from the Sellers, subject to completion of the Open Offer, are referred to in this Letter of Offer as "**Sale Shares**". The Acquirer has agreed to acquire the Sale Shares from the Sellers at a price of Rs. 460/- (Rupees four hundred sixty only) per Sale Share, payable in cash. As on the date of this Letter of Offer, the Acquirer and the PAC **do not hold** any Equity Shares. The acquisition of the Sale Shares by the Acquirer is subject to certain conditions precedent as provided in the SPA.

2.1.4. The salient features of the SPA are as follows:

(a) The purchase price for the Sale Shares is Rs. 460/- (Rupees four hundred sixty only) per fully paid-up equity share of the Target Company.

(b) The transaction under the SPA shall be completed upon the fulfillment of the following conditions precedent agreed between the Acquirer and the Sellers in the SPA:

(i) Prior to the date of commencement of the Tendering Period of the Open Offer, the Sellers are required to fulfill the below stated conditions:

A. to obtain the 'No Objection Certificates' from Punjab and Sind Bank for selling and transferring the Sale Shares of the Target Company to the Acquirer;

B. to intimate and obtain consent from all persons to whom the Target Company is obligated, either contractually or legally, regarding any change in control or management of the Target Company;

C. to apply to the relevant Government authority for compounding the default in filing of 'Form FC-GPR Part B' in relation to the financial years ending March 31, 2007, March 31, 2008, March 31, 2009 and March 31, 2010 and 'Annual Return on Foreign Liabilities and Assets' in relation to the financial year ended March 31, 2011;

D. to enter into a 'Deed of Confirmation' with Ahluwalia Contracts (India) Limited for assignment of interest in factory premises on Plot No. 917, Phase III, Bhiwadi Industrial Area, Alwar, Rajasthan – 301019 by Ahluwalia Contracts (India) Limited in favour of the Target Company and to register the said Deed of Confirmation with the appropriate Governmental authority;

E. to obtain the renewal of the consolidated consent and authorisation issued by the Rajasthan State Pollution Control Board; and

F. to obtain registration for all the products manufactured/sold by the Target Company with the concerned authorities under the Central Sales Tax Act, 1956.

(ii) Prior to the closing date as per the SPA, the Sellers are required to fulfill the below stated conditions:

A. to obtain a certificate from practicing 'Company Secretary' confirming general compliances by the Target Company under the provisions of the Companies Act, 1956;

B. open bank accounts of the Sellers and submit the bank account details necessary for the Acquirer to credit the Sale Shares price in accordance with the terms of the SPA; and

C. to provide to the Acquirer all the information required in Form FC-TRS in relation to the Sellers and the Target Company.

(iii) Prior to the closing date as per the SPA, the Acquirer is required to fulfill the below stated conditions:

A. to apply for the approval of the FIPB in compliance with the foreign direct investment policy laid down by the Government of India, under the FDI Regulations; and

B. to apply for the approval of the RBI for acquiring Equity Shares from the NRIs and the OCBs pursuant to the Open Offer.

(c) **If any of the conditions precedent set out in paragraph 2.1.4(b) above is not met for reasons outside the reasonable control of the Sellers or the Acquirer, as the case may be, the SPA shall automatically terminate. In such an event, the Acquirer shall also have a right to withdraw the Open Offer in terms of regulation 23(1)(c) of the SEBI (SAST) Regulations, 2011. However, under the SPA, the Acquirer has reserved the right to specifically waive any of the conditions set out in paragraph 2.1.4(b) above to be fulfilled by the Sellers, if such waiver is permissible under the applicable laws in India.**

(d) Under the SPA, the Acquirer has a right to cause the Sellers to deposit in a transaction escrow all or any of the Equity Shares held by the Sellers and the Acquirer shall, upon exercise of such right, deposit the relevant amount of consideration in a transaction cash escrow.

(e) The SPA also contains certain non-compete provisions whereby the Sellers have agreed not to undertake any business competing with the business of the Target Company for a period of five (5) years after the closing date under the SPA within the geographical limits of India and such other locations where the Target Company is engaged in its business activities. However, it is hereby clarified that no separate consideration is being paid for the non-compete obligation of the Sellers. The Sellers have also covenanted that for a period of two (2) years after the closing date under the SPA, they shall not solicit any customer, vendor or key employee of the Target Company.

(f) On the closing date as per the SPA, the Sellers have undertaken to cause the resignation of Mr. Bikramjit Ahluwalia, Ms. Rohini Ahluwalia, Ms. Sudershan Walia and Mr. S. K. Sachdeva from the Board of Directors of the Target Company and the Sellers shall cease to be promoters of the Target Company upon closing under the SPA. There are no representatives of the Acquirer on the Board of Directors of the Target Company as of the date of the PA, the DPS and this Letter of Offer. The Sellers, including Mr. Bikramjit Ahluwalia and Ms. Rohini Ahluwalia as the directors of the Target Company, shall exercise their rights to invite a representative of the Acquirer as an observer for attending all meetings of the Board of Directors of the Target Company or any committees of the Board of Directors of the Target Company with all notices, agendas, minutes, consents and other materials in relation to such meetings of the Target Company. However, the observer will not have a right to vote at any such meetings. Mr. Arun Mudgal, Business Unit Head Hospital Care and Head of Regulatory Affairs and Projects – B. Braun Medical (India) Private Limited, was invited as an observer at the meetings of the Board of Directors of the Target Company held on the April 9, 2012 and May 30, 2012.

(g) Under the SPA, the closing is to take place at any place and time as may be mutually agreed upon by the Acquirer and the Sellers and in any event no later than two (2) Business Days immediately following the expiry of the Open Offer period or the completion of each conditions precedent stated in paragraph 2.1.4(b) above, whichever is later or such other date or time as may be mutually agreed between the Acquirer and the Sellers under the SPA.

2.1.5. Pursuant to the execution of the SPA, the following conditions precedent agreed between the Acquirer and the Sellers in the SPA have been fulfilled:

(a) Application to the RBI for compounding the default in filing of ‘Form FC-GPR Part B’ in relation to the financial years ending March 31, 2007, March 31, 2008, March 31, 2009 and March 31, 2010 and ‘Annual Return on Foreign Liabilities and Assets’ in relation to the financial year ended March 31, 2011 (*as stated in paragraph 2.1.4 (b)(i) C above*);

(b) Renewal of the ‘Consent to Operate’ issued by Rajasthan State Pollution Control Board (*as stated in paragraph 2.1.4 (b)(i) E above*); and

(c) Approval from the RBI for acquiring Equity Shares from NRIs pursuant to the Open Offer. In the case of OCBs, the Target Company is required to submit full details of the OCBs to obtain specific approval of the RBI. (*as described in paragraph 6.4 of the Letter of Offer*) (*as stated in paragraph 2.1.4 (b)(iii) B above*).

2.1.6. After the completion of the Open Offer and pursuant to the acquisition of Equity Shares under the SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which it shall be in a position to exercise effective control over the management and affairs of the Target Company and shall consequently replace the Sellers as the promoter of the Target Company.

2.1.7. The Acquirer intends to take control over the Target Company and reconstitute the Board of Directors of the Target Company after the closure of the Open Offer in accordance with the SEBI (SAST) Regulations, 2011, and on closing as per the SPA, by appointing persons nominated by the Acquirer as additional directors on the Board of Directors of the Target Company.

2.1.8. There is no arrangement between the Acquirer and the PAC with regard to the Open Offer/acquisition of the Equity Shares. The PAC will not acquire any Equity Shares being tendered and accepted in the Open Offer. All the Equity Shares validly tendered and accepted in the Open Offer and pursuant to the SPA will be acquired by the Acquirer only. There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

2.1.9. The Acquirer and the PAC have not been prohibited by SEBI from dealing in securities in terms of any directions issued under Section 11B of the SEBI Act or under any other applicable regulations made under the SEBI Act.

2.1.10. As per regulation 26(6) of the SEBI (SAST) Regulations, 2011, the Board of Directors of the Target Company have constituted a committee of independent directors to provide their written reasoned recommendation on the Open Offer to the Public Shareholders and such recommendations shall be published at least two (2) Working Days before the commencement of the Tendering Period in the same newspapers where the DPS related to the Open Offer was published, in compliance with regulation 26(7) of the SEBI (SAST) Regulations, 2011.

2.2. ***Details of the Open Offer***

2.2.1. The PA announcing the Open Offer, under regulations 3(1) and 4 read with regulations 13, 14 and 15 of the SEBI (SAST) Regulations, 2011, was made on March 21, 2012 to the BSE, CSE, DSE and JSE and a copy thereof was also filed with SEBI and the Target Company at its registered office.

2.2.2. In accordance with regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011, the DPS was published on March 29, 2012 in the following newspapers:

Newspaper	Language	Editions	Date of DPS
Business Standard	English	All editions	March 29, 2012
Navbharat Times	Hindi	All editions	March 29, 2012
Maharashtra Times	Marathi	Mumbai edition	March 29, 2012

The DPS is also available on SEBI’s website (www.sebi.gov.in).

2.2.3. Simultaneously with the publication of the DPS in the newspapers, a copy of the DPS, along with respective cover letters dated March 29, 2012, were sent to (a) SEBI; (b) the Stock Exchanges; and (c) the registered office of the Target Company.

2.2.4. Pursuant to the Open Offer, the Acquirer proposes to acquire 1,872,039 Equity Shares representing not more than 26% of the fully paid-up voting equity share capital of the Target Company, as of the tenth (10^{th}) Working Day from the Closure of the Tendering Period, at the Open Offer Price of Rs. 460/- (Rupees four hundred sixty only) per Equity Share, to be paid in cash, in accordance with the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, the DPS and this Letter of Offer.

2.2.5. The Equity Shares under the Open Offer will be acquired by the Acquirer 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 thereof.

2.2.6. There are no partly paid up Equity Shares.

2.2.7. Since the date of the PA and to the date of this Letter of Offer, the Acquirer and the PAC have not acquired any Equity Shares. Further, the Acquirer and the PAC have not acquired any Equity Shares during the twelve (12) months period prior to the date of the PA.

2.2.8. The Open Offer is not a competing offer under regulation 20 of the SEBI (SAST) Regulations, 2011. There have been no competing offers.

2.2.9. The Open Offer is not a conditional offer and is not subject to a minimum level of acceptance by the Public Shareholders, in terms of regulation 19(1) of the SEBI (SAST) Regulations, 2011. Further, there is no differential pricing for the Open Offer. All Equity Shares validly tendered by the Public Shareholders pursuant to the Open Offer will be accepted at the Open Offer Price by the Acquirer, in accordance with the terms and conditions contained in the PA, the DPS and this Letter of Offer. In the event that the Equity Shares tendered in the Open Offer by the Public Shareholders are more than the Open Offer Size, the acquisition of Equity Shares from the Public Shareholders will be on a proportionate basis, as detailed in paragraph 7.13 of this Letter of Offer.

2.2.10. The Acquirer and the PAC may withdraw the Open Offer in compliance with the conditions specified in regulation 23 of the SEBI (SAST) Regulations, 2011. In the event of such withdrawal, the same would be notified in accordance with regulation 23 of the SEBI (SAST) Regulations, 2011 by making a public announcement in the same newspapers in which the DPS had appeared, providing the grounds and reasons for withdrawal of the Open Offer and simultaneously informing, in writing, SEBI, the Stock Exchanges and the Target Company at its registered office.

2.2.11. The Equity Shares are listed on the BSE, CSE, DSE and JSE. As per Clause 40A of the listing agreement read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding (i.e. Equity Shares held by the public excluding the Equity Shares held by custodian against depository receipts issued overseas) as determined in accordance with the SCRR, on a continuous basis for listing. Consequent to the Open Offer, the shareholding of the Acquirer in the Target Company will not exceed the maximum permissible non-public shareholding specified in the listing agreement entered into by the Target Company with the Stock Exchanges, as per Rule 19A of the SCRR, for the purpose of listing on a continuous basis. Hence, the provisions of regulation 7(4) of the SEBI (SAST) Regulations, 2011 are not applicable.

2.3. *Object of the Open Offer*

2.3.1. As the acquisition of Sale Shares under the SPA would result in the Acquirer acquiring more than 25% of the fully paid–up voting equity share capital and control of the Target Company, the Open Offer is a mandatory offer made in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

2.3.2. The acquisition of the Sale Shares by the Acquirer is to capitalize on the favourable long term growth prospects of the Target Company and to facilitate the long term growth plans of the Acquirer in India. The objective of the acquisition is to provide the Target Company significant benefit from the expertise of the Acquirer in marketing and of the PAC in manufacturing of its products. The Target Company would operate as a separate entity and synergies of both the organizations would help in furthering growth. The future plan and envisaged pathway of growth for the Target Company involves investments into the site which would entail simple capacity expansions as well as quality improvements and product innovation. The acquisition is also expected to generate substantial synergy within the B. Braun Group. The Acquirer has no intention at present to change the existing line of business of the Target Company.

2.3.3. In terms of regulation 25(2) of the SEBI (SAST) Regulations, 2011, the Acquirer does not currently have any intention to alienate any material assets of the Target Company, whether by way of sale, lease, encumbrance or otherwise, outside the ordinary course of business for a period of two (2) years after completion of the Open Offer. Hence, the Acquirer will be debarred from causing any alienation of material assets of the Target Company whether by way of sale, lease, encumbrance or otherwise outside the ordinary course of business for a period of two (2) years after completion of the Open Offer, unless such alienation of assets is approved by a special resolution passed by the shareholders of the Target Company by way of a postal ballot and the notice for such postal ballot *inter alia* shall contain reasons as to why such alienation is necessary, in accordance with regulation 25(2) of the SEBI (SAST) Regulations, 2011.

3. BACKGROUND OF THE ACQUIRER AND THE PAC

3.1. *Background of the Acquirer – B. Braun Singapore PTE. Limited*

3.1.1. B. Braun Singapore PTE. Limited, the Acquirer, was incorporated as a private limited company limited by shares on October 6, 1987 in the Republic of Singapore under the Companies Act (Cap 50). The Acquirer's name has not changed since incorporation.

3.1.2. The Acquirer's principal activity is the sale and distribution of medical supplies and medical equipment within Singapore. It operates through four major divisions, namely (a) the Hospital Care Division that caters to supplies and equipment requirements of hospitals; (b) the Aesculap Division that caters to supplies and equipment required in surgery; (c) the Out Patient Market Division that caters to supplies and equipment requirements for general practice and home-care; and (d) the Avitum Division that caters to supplies and equipment requirements for extracorporeal blood treatment.

3.1.3. The Acquirer is a wholly owned subsidiary of B. Braun Medical Industries Sdn. Bhd., which in turn is a wholly owned subsidiary of B. Braun Melsungen AG. B. Braun Melsungen AG has various subsidiaries across the world (together with B. Braun Melsungen AG referred to as the "**B. Braun Group**") including the Acquirer, B. Braun Medical Industries Sdn. Bhd. and B. Braun Medical (India) Private Limited. B. Braun Medical (India) Private Limited is a wholly owned subsidiary of B. Braun Medical Industries Sdn. Bhd. in India. B. Braun Melsungen AG is a person acting in concert within the meaning of regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011 in relation to the Open Offer with the Acquirer. Both the Acquirer and the PAC belong to the B. Braun Group.

3.1.4. As the Acquirer does not hold any Equity Shares and has never held Equity Shares in the past, the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereto are not applicable to the Acquirer as far as the Target Company is concerned.

3.1.5. Shareholding pattern of the Acquirer as on the date of this Letter of Offer is as follows:

No.	Shareholder's category	Number of equity shares	Percentage of shareholding
1.	Promoters and Promoter Group – B. Braun Medical Industries Sdn. Bhd.	1,000,000	100.00%
2.	FII/Mutual Funds/FIs/Banks	Nil	Nil
3.	Public	Nil	Nil
	Total paid up capital	1,000,000	100.00%

3.1.6. The details of the board of directors of the Acquirer as on the date of this Letter of Offer are given below:

Name of the Director	Director Identification Number (DIN)[(a)]	Designation	Years of experience	Qualification	Date of appointment
Mr. Lam Chee Hong	Not Applicable	Managing Director	25	B.Sc. Economics	February 2, 2009
Mr. Kim Hae Dong	Not Applicable	Director	25	Master of Business Administration	November 1, 2004
Mr. Manfred Gregor Mahrle	Not Applicable	Director	13	M.Sc. Economics	December 7, 2011

(a) The disclosure is not applicable since directors in the relevant jurisdiction are not allotted an identification number

3.1.7. None of these directors were or are on the Board of Directors of the Target Company as on the date of the PA, the DPS and this Letter of Offer.

The details of experience and qualifications of the board of directors of the Acquirer are given below:

Mr. Lam Chee Hong
Director on the board of the Acquirer
Mr. Lam Chee Hong holds a Bachelor of Science in Economics and is a member of the board of the Acquirer and the Managing Director of the Acquirer. He is also the Managing Director of B. Braun Medical Supplies Sdn. Bhd., Malaysia since 2006 and in 2009 he took over the helm of the Acquirer. As Managing Director of these two entities, Mr. Lam takes charge of the business operations and development. Mr. Lam also holds an additional portfolio as Regional Head of B. Braun Avitum Asia Pacific. In this capacity, he oversees the strategic direction and development of the dialysis business in Asia Pacific.

Mr. Kim Hae Dong
Director on the board of the Acquirer
Mr. Kim Hae Dong holds a Master of Business Administration and is a member on the board of the Acquirer and he is the President of the B. Braun Group of companies in the Asia Pacific region. After completing his studies, he worked as the President of Chung Jin Trading Co. Ltd. from 1979 to 1989. Thereafter, he established B. Braun Korea Co. Ltd. (a joint venture between B. Braun and Chung Jin Trading Co. Ltd.) and was appointed as Managing Director of the company from 1990 to 2004. He has been President for the Asia Pacific region since 2004.

Mr. Manfred Gregor Mahrle
Director on the board of the Acquirer
Mr. Manfred Gregor Mahrle holds a Master of Science and is a member on the board of the Acquirer. He is the Chief Financial Officer of B. Braun Group's Asia Pacific Region since November 2011. He has been with the B. Braun Group for over thirteen (13) years developing B. Braun's Avitum Service Provider Business in Europe. His prior experience as the Managing Director of B. Braun Austria and Regional Head for B. Braun Avitum in Central and Eastern Europe provides him with substantial expertise in the medical devices and services industry. Before B. Braun Group, Mr. Mahrle was working for a big 4 auditing firm.

3.1.8. The financial year for the Acquirer starts from January 1 and ends on December 31 of every year. Brief financial details of the Acquirer based on the audited financial statements as at and for the financial years ended December 31, 2009, 2010 and 2011 of the Acquirer, as certified by the statutory auditors of the Acquirer, are as follows:

Profit & Loss Statement	For the year ended December 31, 2009		For the year ended December 31, 2010		For the year ended December 31, 2011	
	Standalone		Standalone		Standalone	
	Audited		Audited		Audited	
Currency	**SGD**	**INR**	**SGD**	**INR**	**SGD**	**INR**
Income from operations	21,948,822	877,930,931	21,724,810	868,970,675	22,011,481	880,437,229
Other income	1,296,611	51,863,143	253,338	10,133,267	1,036,866	41,473,603
Total income	23,245,433	929,794,075	21,978,148	879,103,942	23,048,347	921,910,832
Total expenditure	20,593,812	823,731,886	21,266,974	850,657,693	21,914,839	876,571,645
Profit before, depreciation interest and tax	2,651,621	106,062,188	711,174	28,446,249	1,133,508	45,339,186
Depreciation	119,331	4,773,121	119,422	4,776,761	176,697	7,067,703
Interest	473,763	18,950,046	566,592	22,663,113	639,337	25,572,841
Profit before tax	2,058,527	82,339,021	25,160	1,006,375	317,474	12,698,643
Provision for tax	327,596	13,103,512	18,728	749,101	49,040	1,961,551
Profit after tax	1,730,931	69,235,509	6,432	257,274	268,434	10,737,092

Balance Sheet Statement	For the year ended December 31, 2009		For the year ended December 31, 2010		For the year ended December 31, 2011	
	Standalone		Standalone		Standalone	
	Audited		Audited		Audited	
Currency	**SGD**	**INR**	**SGD**	**INR**	**SGD**	**INR**
Sources of funds						
Paid up share capital	1,000,000	39,999,000	1,000,000	39,999,000	1,000,000	39,999,000
Reserves and surplus (excluding revaluation reserves)	14,810,090	592,388,790	14,816,522	592,646,063	15,085,848	603,418,834
Networth	15,810,090	632,387,790	15,816,522	632,645,063	16,085,848	643,417,834
Secured loans	-	-	-	-	-	-
Unsecured loans	-	-	-	-	-	-
Other non-current liabilities(a)	8,098	323,912	8,098	323,912	8,098	323,912
Total	15,818,188	632,711,702	15,824,620	632,968,975	16,093,946	643,741,746
Uses of funds						
Net fixed assets	357,943	14,317,362	872,942	34,916,807	897,186	35,886,543
Investments	-	-	-	-	-	-
Other non-current assets(b)	-	-	-	-	4,121,456	164,854,119
Net current assets(c)	15,460,245	618,394,340	14,951,678	598,052,168	11,075,304	443,001,085
Total miscellaneous expenditure not written off	-	-	-	-	-	-
Total	15,818,188	632,711,702	15,824,620	632,968,975	16,093,946	643,741,746

Other Financial Data	For the year ended December 31, 2009		For the year ended December 31, 2010		For the year ended December 31, 2011	
	Standalone		Standalone		Standalone	
	Audited		Audited		Audited	
Currency	**SGD**	**INR**	**SGD**	**INR**	**SGD**	**INR**
Dividend (%)(d)	346.63%	346.63%	0.00%	0.00%	0.00%	0.00%
Earning per share (EPS)(e)	1.731	69.236	0.006	0.257	0.268	10.737
Return on networth(f)	10.95%	10.95%	0.04%	0.04%	1.67%	1.67%
Book value per share(g)	15.81	632.39	15.82	632.65	16.09	643.42

(a) Includes deferred tax liabilities
(b) Includes intangible assets and loans to group companies
(c) Calculated as current assets less current liabilities as reported. Borrowings reported as a part of current liabilities as per the applicable reporting standards
(d) Calculated as dividend/profit after tax
(e) Calculated as profit after tax/total number of equity shares outstanding at year end
(f) Calculated as profit after tax/networth
(g) Calculated as networth/total number of equity shares outstanding at year end

Note: Since the financials for the Acquirer are presented in SGD they have been converted into INR for purpose of convenience translation. SGD to INR conversion has been assumed at the rate of 1 SGD = 39.9990 INR as on March 21, 2012, being the date of the PA (Source: Bloomberg).

Source: The above financial information for the years ended December 31, 2009 and 2010 has been extracted from the Acquirer's audited financial statements prepared as on December 31, 2009, 2010 in accordance with the Singapore financial reporting standards and audited by the statutory auditors. The financial information for the year ended December 31, 2011 has been extracted from the Acquirer's audited financial information prepared in accordance with IFRS and audited by statutory auditors.

3.1.9. The Acquirer did not have any contingent liabilities as on December 31, 2009, December 31, 2010 and December 31, 2011

3.1.10. The equity shares of the Acquirer are not listed on any stock exchange in India or abroad.

3.2. ***Background of the PAC - B. Braun Melsungen AG***

3.2.1. The PAC is a joint stock corporation, established through the reorganization of B. Braun GmbH, a private limited company in accordance with Section 376 ff of the German Stock Corporation Act, on July 8, 1971 under the laws of Germany. The PAC's name has not changed since incorporation.

3.2.2. The PAC is engaged in the business of supplying to the global healthcare market products for anesthesia, intensive medicine, cardiology, extra corporeal blood treatment and surgery, as well as services for hospitals, general practitioners and the homecare sector. The PAC operates through the same four (4) major divisions as the Acquirer viz. (a) the Hospital Care Division; (b) the Aesculap Division; (c) the Out Patient Market Division; and (d) the Avitum Division. The PAC operates in fifty six (56) countries and has approximately 44,000 employees worldwide.

3.2.3. The PAC, through its wholly owned subsidiary B. Braun Medical Industries Sdn. Bhd. holds 100% of the fully paid-up voting equity share capital of the Acquirer.

3.2.4. B. Braun Holding GmbH & Co. KG holds 94% of the voting share capital of the PAC and the remaining 6% of the voting share capital of the PAC is held by B. Braun Bet. GbR. The Braun family owns 100% of the voting share capital of B. Braun Holding GmbH & Co. KG. Prof. Dr. Ludwig-Georg Braun and Mr. Otto Philipp Braun, members of the Braun family, are the Chairman of the Supervisory Board and a member of the Board of the PAC respectively, whilst Ms. Anna Maria Braun, another member of the Braun family, is employed as an Asia Pacific Head of Product Business – B. Braun Avitum with a B. Braun Group company. The PAC belongs to the B. Braun Group. Both the PAC and the Acquirer are related to the extent that they belong to the B. Braun Group.

3.2.5. As the PAC does not hold any Equity Shares and has never held Equity Shares in the past, the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereto are not applicable to the PAC as far as the Target Company is concerned.

3.2.6. Shareholding pattern of the PAC as on the date of this Letter of Offer is as follows:

No.	Shareholder's category	Number of equity shares held	Percentage of shareholding
1.	Promoters and Promoter Group – B. Braun Holding GmbH & Co. KG	18,239,760	94.00%
	B. Braun Bet. GbR	1,164,240	6.00%
2.	FII/Mutual Funds/FIs/Banks	Nil	Nil
3.	Public	Nil	Nil
	Total paid up capital	19,404,000	100.00%

3.2.7. The details of the board of directors of the PAC as on the date of this Letter of Offer are given below:

Name of the Director	Director Identification Number (DIN)[(a)]	Designation	Years of experience with the PAC	Qualification	Date of appointment
Dr. Heinz-Walter Grosse	Not Applicable	Chairman on the board of the PAC and the Chief Executive Officer	33	Doctorate in Economics and Diploma in Business Education	April 1, 2005 appointed as Deputy Board Member December 1, 2005 appointed as Full Board Member
Mr. Caroll-Heinz Neubauler	Not Applicable	Member of the board of the PAC	23	Counsel, Master of Laws	October 1, 1991 appointed as Deputy Board Member November 1, 1992 appointed as Full Board Member
Prof. Dr. Hanns- Peter Knaebel	Not Applicable	Member of the board of the PAC	5	Medical Doctor, Master of Business Administration	April 1, 2009 appointed as Deputy Board Member April 1, 2010 appointed as Full Board Member
Dr. Wolfgang Feller	Not Applicable	Member of the board of the PAC	32	Doctorate and Diploma in Chemistry	March 1, 1991 appointed as Deputy Board Member May 1, 1992 appointed as Full Board Member
Dr. Annette Beller	Not Applicable	Member of the board of the PAC	16	Doctorate and Diploma in Economics	April 1, 2011 appointed as Deputy Board Member April 1, 2012 appointed as the Full Board Member
Mr. Otto Philipp Braun	Not Applicable	Member of the board of the PAC	4	B. Sc. Economics and Management M. Sc. International Accounting and Finance	April 1, 2011 appointed as Deputy Board Member April 1, 2012 appointed as the Full Board Member
Dr. Meinrad Lugan	Not Applicable	Member of the board of the PAC	11	Doctorate and Diploma in Chemistry	October 1, 2000 appointed as Deputy Board Member April 1, 2001 appointed as Full Board Member

(a) The disclosure is not applicable since directors in the relevant jurisdiction are not allotted an identification number

3.2.8. None of these directors were or are on the Board of Directors of the Target Company as on the date of the PA, the DPS and this Letter of Offer.

The details of experience and qualifications of the board of directors of the PAC are given below:

Dr. Heinz-Walter Grosse
Director on the board of director of the PAC
Dr. Heinz-Walter Grosse holds a Doctorate in Economics as well as a Diploma in Business Education and He is the Chairman on the board of the PAC and the Chief Executive Officer of the PAC. Dr. Grosse joined the PAC in 1978 and worked in various senior functions in Germany as well as abroad. Before becoming the Chief Executive Officer Dr. Grosse served as the Chief Financial Officer of the PAC.

Mr. Caroll-Heinz Neubauer
Director on the board of director of the PAC
Mr. Caroll-Heinz Neubauer, a Counsel and a Master of Laws and is a member of the board of the PAC and responsible for the operations and business in North America. Mr. Neubauer joined the PAC in 1988 and worked in various senior functions in Germany as well as abroad.

Prof. Dr. Hanns-Peter Knaebel
Director on the board of director of the PAC
Prof. Hanns-Peter Knaebel, a Medical Doctor and a Master of Business Administration and is a member of the board of the PAC. He is responsible for the Aesculap division. Prof. Dr. Knaebel joined the PAC in 2007 and was initially responsible for clinical sciences and the business development of biosurgicals before becoming a member of the board of the PAC.

Dr. Wolfgang Feller
Director on the board of director of the PAC
Dr. Wolfgang Feller holds a Doctorate as well as a Diploma in Chemistry and is a member of the board of the PAC and is responsible for the Avitum dialysis division. Dr. Feller joined the PAC in 1979 and was initially responsible for research.

Dr. Annette Beller
Director on the board of director of the PAC
Dr. Annette Beller holds a Doctorate as well as a Diploma in Economics and is a member of the board of the PAC and the Chief Financial Officer of the PAC. Dr. Beller joined the PAC in 1995 and was responsible for finance and tax as Senior Vice President before becoming the Chief Financial Officer of the PAC.

Mr. Otto-Philipp Braun
Director on the board of director of the PAC
Mr. Otto-Philipp Braun is a member of the Braun family and holds a Bachelor of Science in Economics and Management and a Master of Science in International Accounting and Finance. He is a member of the board of the PAC with responsibility for the operations and business in Latin America as well as the Iberian Peninsula. Before joining the board of directors, Mr. Braun worked within various functions within the PAC abroad.

Dr. Meinnrad Lugan
Director on the board of director of the PAC
Dr. Meinnrad Lugan holds a Doctorate as well as a Diploma in Chemistry and is a member of the board of the PAC. He is responsible for the Out Patient Market and Hospital Care divisions. Dr. Lugan joined the PAC in 2000 and was originally responsible for the Out Patient Market division only. In 2005 he took over additional responsibility for the PAC's largest division Hospital Care.

3.2.9. The financial year for the PAC starts from January 1 and ends on December 31 of every year. Brief financial details of the PAC based on the audited consolidated financial statements as at and for the financial years ended December 31, 2009, 2010 and 2011 of the PAC, as certified by the statutory auditors of the PAC, are as follows:

(Figures **in thousands** except earnings per share data)

Profit & Loss Statement	**For the year ended December 31, 2009**		**For the year ended December 31, 2010**		**For the year ended December 31, 2011**	
	Consolidated		**Consolidated**		**Consolidated**	
	Audited		**Audited**		**Audited**	
Currency	**EUR ('000)**	**INR ('000)**	**EUR ('000)**	**INR ('000)**	**EUR ('000)**	**INR ('000)**
Income from operations	4,028,249	270,442,942	4,422,813	296,932,627	4,609,439	309,462,062
Other income	199,302	13,380,459	242,508	16,281,163	211,230	14,181,264
Total income	4,227,551	283,823,400	4,665,321	313,213,790	4,820,669	323,643,326
Total expenditure	3,600,676	241,737,144	3,960,291	265,880,473	4,128,669	277,184,799
Profit before depreciation interest and tax	626,875	42,086,256	705,030	47,333,317	692,000	46,458,527
Depreciation	208,561	14,002,076	238,220	15,993,281	252,861	16,976,228
Interest	82,234	5,520,911	77,192	5,182,408	78,979	5,302,382
Profit before tax	336,080	22,563,269	389,618	26,157,628	360,160	24,179,918
Provision for tax	96,505	6,479,018	112,255	7,536,419	104,436	7,011,478
Profit after tax (before minority interest)	239,575	16,084,251	277,363	18,621,209	255,724	17,168,440
Profit after tax (after minority interest)	220,422	14,798,384	257,452	17,284,452	237,198	15,924,667

Balance Sheet Statement	**For the year ended December 31, 2009**		**For the year ended December 31, 2010**		**For the year ended December 31, 2011**	
	Consolidated		**Consolidated**		**Consolidated**	
	Audited		**Audited**		**Audited**	
Currency	**EUR ('000)**	**INR ('000)**	**EUR ('000)**	**INR ('000)**	**EUR ('000)**	**INR ('000)**
Sources of funds						
Paid up share capital	400,000	26,854,640	600,000	40,281,960	600,000	40,281,960
Reserves and surplus (excluding revaluation reserves)[(a)]	1,220,036	81,909,069	1,384,027	92,918,867	1,583,532	106,312,954
Networth	1,620,036	108,763,709	1,984,027	133,200,827	2,183,532	146,594,914
Secured loans	87,514	5,875,392	83,637	5,615,104	77,194	5,182,543
Unsecured loans	613,153	41,165,008	708,324	47,554,465	621,785	41,744,531
Other non-current liabilities[(b)]	624,800	41,946,948	681,343	45,743,052	729,178	48,954,532
Total	2,945,503	197,751,057	3,457,331	232,113,448	3,611,689	242,476,520
Uses of funds						
Net fixed assets	1,926,755	129,355,780	2,305,032	154,752,011	2,541,690	170,640,425
Investments	38,789	2,604,162	50,554	3,394,024	77,916	5,231,015
Other non-current assets[(c)]	296,162	19,883,310	378,003	25,377,836	406,249	27,274,177
Net current assets[(d)]	683,797	45,907,806	723,742	48,589,577	585,834	39,330,903
Total miscellaneous expenditure not written off	-	-	-	-	-	-
Total	2,945,503	197,751,057	3,457,331	232,113,448	3,611,689	242,476,520

Other Financial Data	For the year ended December 31, 2009		For the year ended December 31, 2010		For the year ended December 31, 2011	
	Consolidated		Consolidated		Consolidated	
	Audited		Audited		Audited	
Currency	EUR	INR	EUR	INR	EUR	INR
Dividend (%)[e]	14.49%	14.49%	10.90%	10.90%	16.97%	16.97%
EPS[f]	11.36	762.67	13.27	890.90	12.22	820.41
Return on networth[g]	14.79%	14.79%	13.98%	13.98%	11.71%	11.71%
Book value per share[h]	83.49	5,605.22	102.25	6,864.61	112.53	7,554.88

(a) Includes capital reserves & retained earnings, effect of foreign currency translation and minority interests
(b) Includes provisions for pensions and similar obligations, other provisions, trade accounts payable, deferred income tax liabilities and other liabilities
(c) Includes intangible assets, trade accounts receivable, income tax receivable, deferred income tax assets and other assets
(d) Calculated as current assets less current liabilities as reported. Current financial assets reported as part of current assets. Current financial liabilities reported as part of current liabilities.
(e) Calculated as (dividend to PAC shareholders + dividend to minority interests)/profit after tax (before minority interests)
(f) Based on profit after tax (after minority interests)
(g) Calculated as profit after tax (before minority interests)/networth
(h) Calculated as networth/total number of equity shares outstanding at the year end

Note: Since the financials for the PAC are presented in EUR they have been converted into INR for purpose of convenience translation. EUR to INR conversion has been assumed at the rate of 1 EUR = 67.1366 INR as on March 21, 2012, being the date of the PA (Source: Reserve bank of India – www.rbi.org.in).

Source: The above financial information has been prepared from the PAC's consolidated audited financial statements prepared as on December 31, 2009, 2010 and 2011 in accordance with IFRS and audited by the statutory auditors.

3.2.10. The contingent liabilities of the PAC are as under:

Contingent liabilities	For the year ended December 31, 2009		For the year ended December 31, 2010		For the year ended December 31, 2011	
	Consolidated		Consolidated		Consolidated	
	Audited		Audited		Audited	
Currency	EUR ('000)	INR ('000)	EUR ('000)	INR ('000)	EUR ('000)	INR ('000)
Uncertain liabilities	3,195	214,501	680	45,653	218	14,636
Guarantees	3,953	265,391	4,710	316,213	31,258	2,098,556
Warranties	32,003	2,148,573	22,997	1,543,940	2,576	172,944
Contractual performance guarantees	27,173	1,824,303	32,932	2,210,943	36,663	2,461,429
Collateral for third party liabilities	5	336	-	-	-	-
Total	66,329	4,453,104	61,319	4,116,749	70,715	4,747,565

3.2.11. The equity shares of the PAC are not listed on any stock exchange in India or abroad.

4. BACKGROUND OF THE TARGET COMPANY - AHLCON PARENTERALS (INDIA) LIMITED

4.1. The Target Company was initially incorporated as Gujarat Inject (Rajasthan) Limited on January 20, 1992 under the Companies Act, 1956. The certificate of commencement of business was issued in the name of Gujarat Inject (Rajasthan) Limited on February 11, 1992. Subsequently, its name was changed to Ahlcon Parenterals (India) Limited vide fresh certificate of incorporation dated August 3, 1993.

4.2. The corporate identification number of the Target Company is L24239DL1992PLC047245.

4.3. The Target Company is currently engaged in the business of production and supply of pharmaceutical preparations including intravenous fluids, ophthalmic drops and ear drops.

4.4. The promoter/promoter group of the Target Company consists of the Sellers who collectively hold 5,108,205 (five million one hundred eight thousand two hundred five) Equity Shares constituting 70.946% of the fully paid-up voting equity share capital of the Target Company as on the date of this Letter of Offer.

4.5. As of March 31, 2011, the total paid-up capital of the Target Company was Rs. 81,001,500/- (Rupees eighty one million one thousand five hundred only) comprising 7,200,150 (seven million two hundred thousand one hundred fifty) fully paid-up Equity Shares of Rs. 10/- (Rupees ten only) each and 900,000 (nine hundred thousand) 6% redeemable cumulative preference shares of Rs. 10/- (Rupees ten only) each. Further, all the Equity Shares are fully paid–up and the Target Company does not have any partly paid–up Equity Shares. Details of the issued and paid–up share capital of the Target Company as of the date of this Letter of Offer is set forth below:

Paid-up Equity Shares	**Number of Equity Shares/voting rights**	**% of Equity Shares/voting rights**
Fully paid-up Equity Shares	7,200,150	100.00%
Partly paid-up equity shares	NIL	NIL
Total paid up Equity Shares	7,200,150	100.00%
Total voting rights in the Target Company	7,200,150	100.00%

4.6. The Equity Shares are listed on BSE (Scrip code: 524448), CSE (Scrip code: 11084), DSE (Scrip code: 101237) and JSE (Scrip code: 294).

4.7. The Equity Shares have been listed on BSE since January 21, 1994, on CSE since April 30, 1994, on DSE since March 21, 1994 and on JSE since March 28, 1994. The Equity Shares are not currently suspended and have not been suspended at any time from the date of listing on any of the Stock Exchanges. The Target Company has been complying with the relevant listing agreement requirements of the Stock Exchanges from the date of listing. The Target Company has not been delisted from any of the Stock Exchanges since listing.

4.8. As on the date of this Letter of Offer, there are no outstanding convertible instruments, fully or partially convertible debentures, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares. The Target Company has not issued any partly paid–up shares as on the date of the PA.

4.9. The details of the Board of Directors of the Target Company as on the date of this Letter of Offer is given below:

Name of director	**Director Identification Number (DIN)**	**Designation**	**Year of experience**	**Date of appointment**
Mr. Bikramjit Ahluwalia	304947	Non Executive Chairman (Promoter)	40	January 20, 1992
Ms. Rohini Ahluwalia	338453	Executive Vice Chairperson (Wholetime Director and Promoter)	25	January 20, 1992
Ms. Sudershan Walia	305040	Non Executive Director (Promoter)	30	January 20, 1992
Mr. Arun Kumar Gupta	371289	Independent Non Executive Director	35	March 15, 1993
Mr. G. P. Talwar	330065	Independent Non Executive Director	40	January 30, 2002

Mr. S. S. Arora	371867	Independent Non Executive Director	25	January 30, 2002
Mr. S. C. L. Gupta	359155	Independent Non Executive Director	25	January 29, 2003
Mr. Sunil Kumar Sachdeva	399472	Non Executive Director	20	January 30, 2009

None of these directors are the representatives of the Acquirer as of the date of the PA, the DPS and this Letter of Offer.

4.10. There has been no merger, demerger or spin off during the last three (3) years involving the Target Company. The Target Company was initially incorporated as Gujarat Inject (Rajasthan) Limited on January 20, 1992 under the Companies Act, 1956. Subsequently, its name was changed to Ahlcon Parenterals (India) Limited vide fresh certificate of incorporation dated August 3, 1993.

4.11. The Target Company does not have any listed subsidiaries as of the date of the PA, the DPS and this Letter of Offer.

4.12. The financial year for the Target Company starts from April 1 of every year and ends on March 31 of the next year. Based on the audited standalone financial statements for the financial years ended March 31, 2011, 2010 and 2009 audited by statutory auditors of the Target Company, and prepared in accordance with Indian GAAP, and the unaudited standalone financial information for the nine (9) months ended December 31, 2011 (subject to limited review by the statutory auditors of the Target Company) the financial information of the Target Company is as follows:

(Figures **in lakhs** except earnings per share data)

Profit & Loss Statement	**For the year ended March 31, 2009**	**For the year ended March 31, 2010**	**For the year ended March 31, 2011**	**For the nine (9) months period ended December 31, 2011**
	Standalone	**Standalone**	**Standalone**	**Standalone**
	Audited	**Audited**	**Audited**	**Limited Review**
Currency	**INR lakh**	**INR lakh**	**INR lakh**	**INR lakh**
Income from operations	3,783.02	5,028.90	6,182.56	6,073.56
Other income[(a)]	(17.91)	20.66	230.91	101.77
Total income	3,765.12	5,049.56	6,413.47	6,175.33
Total expenditure	3,010.24	3,553.90	5,228.79	4,977.24
Profit before depreciation interest and tax	754.88	1,495.66	1,184.69	1,198.09
Depreciation	222.91	219.54	289.32	249.96
Interest	188.68	167.99	247.09	244.81
Profit before tax	343.29	1,108.12	648.28	703.32
Provision for tax	117.13	392.25	219.07	221.56
Profit after tax	226.16	715.87	429.21	481.76

Balance Sheet Statement	**For the year ended March 31, 2009**	**For the year ended March 31, 2010**	**For the year ended March 31, 2011**	**For the nine (9) months period ended December 31, 2011**
	Standalone	**Standalone**	**Standalone**	**Standalone**
	Audited	**Audited**	**Audited**	**Limited Review**
	INR lakh	**INR lakh**	**INR lakh**	**INR lakh**
Sources of funds				
Paid up share capital[(b)]	810.02	810.02	810.02	n/a

Reserves and surplus (excluding revaluation reserves)	2,119.81	2,703.01	2,999.98	n/a
Networth	2,929.83	3,513.03	3,810.00	n/a
Secured loans	1,302.78	1,004.32	2,513.98	n/a
Unsecured loans	-	-	-	n/a
Other liabilities[(c)]	466.83	472.96	632.66	n/a
Total	4,699.43	4,990.30	6,956.64	n/a
Uses of funds				
Net fixed assets[(d)]	3,773.34	3,749.00	5,292.85	n/a
Investments	-	-	-	n/a
Net current assets	925.66	1,241.30	1,663.80	n/a
Total miscellaneous expenditure not written off	0.43	-	-	n/a
Total	4,699.43	4,990.30	6,956.64	n/a

Other Financial Data	**For the year ended March 31, 2009**	**For the year ended March 31, 2010**	**For the year ended March 31, 2011**	**For the nine (9) months period ended December 31, 2011**
	Standalone	**Standalone**	**Standalone**	**Standalone**
	Audited	**Audited**	**Audited**	**Limited Review**
Currency	**INR**	**INR**	**INR**	**INR**
Dividend (%)[(e)]	15.00%	15.00%	15.00%	10.00%
EPS	3.05	9.85	5.87	6.62
Return on networth[(f)]	7.74%	20.73%	11.37%	n/a
Book value per share[(g)]	39.44	47.54	51.67	n/a

(a) Other income figures for the financial years ended March 31, 2009, 2010 and 2011 include net sales, other income and increase/(decrease) in stock as reported in the respective annual reports for those financial years. Interim financials for nine (9) months ended December 31, 2011 does not include increase/(decrease) in stock within other income

(b) Paid-up share capital includes preference capital of Rs. 90.00 lakhs as at March 31, 2009, 2010 and 2011

(c) Includes deferred tax liability

(d) Net fixed assets includes capital work in progress

(e) Dividend % refers to dividend per equity share as a % of face value of Equity Shares. For the nine (9) months period ending December 31, 2011 the interim dividend % is for nine (9) months only

(f) Return on networth calculated as (profit after tax-dividend on preference shares–tax on dividend on preference shares)/(paid-up equity capital + reserves & surplus excluding preference capital)

(g) Book value per share calculated as (paid-up equity capital + reserves & surplus excluding preference capital)/total Equity Shares outstanding at the year end

Source: The financial information has been extracted from the audited financial statements of the Target Company as at and for the years ended March 31, 2009, 2010 and 2011 audited by Arun K. Gupta & Associates, Chartered Accountants, Firm Registration Number 000605N. The interim financial information of the Target Company has been extracted from the interim unaudited financial information of the Target Company as at and for the nine (9) months ended December 31, 2011, and has been subjected to a limited review by Arun K. Gupta & Associates Chartered Accountants as confirmed in its report dated February 13, 2012.

4.13. Pre and post Open Offer shareholding of the Target Company as on June 30, 2012 is as follows:

SHAREHOLDING STRUCTURE ASSUMING FULL ACCEPTANCE BY PUBLIC SHAREHOLDERS								
Shareholders' category	**Shareholding/voting rights prior to the SPA/acquisition and Open Offer**		**Equity Shares/voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations, 2011**		**Equity Shares/voting rights to be acquired in the Open Offer**		**Shareholding/voting rights after the acquisition and the Open Offer**	
	A		**B**		**C**		**A+B+C=D**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter group								
a. Parties to the SPA	5,108,205	70.9%	0	0.0%	0	0.0%	1,580,132	21.9%(a)
b. Promoters other than a.	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total 1 (a+b)	**5,108,205**	**70.9%**	**0**	**0.0%**	**0**	**0.0%**	**1,580,132**	**21.9%**
(2) Acquirers								
a. Acquirer	0	0.0%	3,528,073	49.0%	1,872,039	26.0%	5,400,112	75.0%
b. PAC	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total 2 (a+b)	**0**	0.0%	**3,528,073**	49.0%	**1,872,039**	**26.0%**	**5,400,112**	**75.0%**
(3) Parties to the SPA other than (1)(a) & (2)	0	0.0%	0	0.0%	0	0.0%	0	0.0%
(4) Public (other than parties to the SPA, Acquirer & PAC)								
a. FIs/MFs/FIIs/Banks, SFIs	14,523	0.2%	0	0.0%	0	0.0%	1,527	0.0%
b. Others	2,077,422	28.9%	0	0.0%	0	0.0%	218,379	3.0%
Total (4) (a+b)	**2,091,945**	**29.1%**	**0**	**0.0%**	**0**	**0.0%**	**219,906**	3.1%
Grand Total (1+2+3+4)	**7,200,150**	**100.0%**	**3,528,073**	**49.0%**	**1,872,039**	**26.0%**	**7,200,150**	**100.0%**

(a) Post the acquisition and the Open Offer, Sellers will cease to be part of the "Promoter and the Promoter Group" of the Target Company and any shareholding of the Sellers in the Target Company will be considered as a part of public shareholding

SHAREHOLDING STRUCTURE ASSUMING ZERO ACCEPTANCE BY PUBLIC SHAREHOLDERS								
Shareholders' category	**Shareholding/voting rights prior to the SPA/acquisition and Open Offer**		**Equity Shares/voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations, 2011**		**Equity Shares/voting rights to be acquired in the Open Offer**		**Shareholding/voting rights after the acquisition and the Open Offer**	
	A		**B**		**C**		**A+B+C=D**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter group								

a. Parties to the SPA	5,108,205	70.9%	0	0.0%	0	0.0%	0	0.0%
b. Promoters other than a.	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total 1 (a+b)	**5,108,205**	**70.9%**	**0**	**0.0%**	**0**	**0.0%**	**0**	**0.0%**
(2) Acquirers								
a. Acquirer	0	0.0%	5,108,205	70.9%	0	0.0%	5,108,205	70.9%
b. PAC	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total 2 (a+b)	**0**	0.0%	**5,108,205**	**70.9%**	**0**	**0.0%**	**5,108,205**	**70.9%**
(3) Parties to the SPA other than (1)(a) & (2)	0	0.0%	0	0.0%	0	0.0%	0	0.0%
(4) Public (other than parties to the SPA, Acquirer & PAC)								
a. FIs/MFs/FIIs/Banks, SFIs	14,523	0.2%	0	0.0%	0	0.0%	14,523	0.2%
b. Others	2,077,422	28.9%	0	0.0%	0	0.0%	2,077,422	28.9%
Total (4) (a+b)	**2,091,945**	**29.1%**	**0**	**0.0%**	**0**	**0.0%**	**2,091,945**	29.1%
Grand Total (1+2+3+4)	**7,200,150**	**100.0%**	**5,108,205**	**70.9%**	**0**	**0.0%**	**7,200,150**	**100.0%**

As set out in paragraph 2.1.3, the Acquirer will acquire such number of Equity Shares from the Sellers, which, taken together with the Equity Shares to be purchased by the Acquirer from the Public Shareholders under the Open Offer, aggregate to 75% of the fully paid-up voting equity share capital of the Target Company, or all the Equity Shares held by the Sellers in case the number of Equity Shares validly tendered by the Public Shareholders in the Open Offer are less than or equal to 291,907.

4.14. Since March 31, 2003 the Sellers have acquired Equity Shares in the Target Company to increase their shareholding from 51.15% to 70.946%, and the matter of these past acquisitions is being examined by SEBI. In the event any violations of SEBI (SAST) Regulations, 2011 or SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as the case may be, are established, the Sellers would be liable for appropriate action in terms of provisions of SEBI (SAST) Regulations, 2011 or SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as the case may be, and SEBI Act.

5. OPEN OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1. ***Justification of the Open Offer Price***

5.1.1. The Open Offer is made pursuant to the execution of the SPA for the direct acquisition of Equity Shares from the Sellers by the Acquirer.

5.1.2. The Equity Shares are listed on the BSE, CSE, DSE and JSE.

5.1.3. The Acquirer has made a PA on March 21, 2012 and the Manager to the Open Offer has published the DPS on March 29, 2012 on behalf of the Acquirer. The Equity Shares have been frequently traded on the BSE, for the period commencing on March 1, 2011 and ending on February 29, 2012 within the meaning of regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011, as per the table below:

Stock Exchange	Total number of Equity Shares traded during the twelve (12) calendar months prior to the PA	Total number of listed Equity Shares	Trading turnover (as % of total Equity Shares listed)
BSE	1,420,811	7,200,150	19.73%

(Source: BSE website)

5.1.4. The Open Offer Price of Rs. 460/- (Rupees four hundred sixty only) per Equity Share is justified, in terms of regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

	Particulars	**Rs./Equity Share**
A	The highest negotiated price per Equity Share for any acquisition under the SPA attracting the obligations to make the PA of the Open Offer	460/-
B	The volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any PAC during the fifty two (52) weeks immediately preceding the date of the PA	Not applicable
C	The highest price paid or payable for any acquisition, whether by the Acquirer or by any PAC, during the twenty six (26) weeks immediately preceding, the date of the PA	Not applicable
D	Volume weighted average market price for the Equity Shares during the period of sixty (60) trading days preceding the date of the PA as traded on the BSE, being the stock exchange where the maximum volume of trading in the Equity Shares was recorded during such period	207.11/-

5.1.5. Calculation of the volume-weighted average market price of the Equity Shares for a period of sixty (60) trading days immediately preceding the date of the PA as traded on BSE (as the maximum volume of trading in the Equity Shares was recorded on BSE during such period) as per regulation 8(2)(d) of the SEBI (SAST) Regulations, 2011 is as follows:

No.	**Date**	**Total turnover (Rs.)**	**No. of Equity Shares traded**	**Volume weighted average price (Rs.)**
1.	December 27, 2011	6,873,119	50,104	137.2
2.	December 28, 2011	1,122,633	8,552	131.3
3.	December 29, 2011	755,320	6,212	121.6
4.	December 30, 2011	379,812	3,467	109.6
5.	January 2, 2012	666,617	5,755	115.8
6.	January 3, 2012	286,380	2,385	120.1
7.	January 4, 2012	601,668	5,047	119.2
8.	January 5, 2012	334,447	2,805	119.2
9.	January 6, 2012	140,758	1,189	118.4
10.	January 9, 2012	322,832	2,716	118.9
11.	January 10, 2012	185,337	1,565	118.4
12.	January 11, 2012	136,656	1,168	117.0
13.	January 12, 2012	418,596	3,532	118.5
14.	January 13, 2012	482,398	4,032	119.6
15.	January 16, 2012	139,069	1,165	119.4
16.	January 17, 2012	124,630	1,051	118.6
17.	January 18, 2012	92,276	780	118.3
18.	January 19, 2012	311,524	2,717	114.7
19.	January 20, 2012	927,938	8,101	114.5
20.	January 23, 2012	237,945	1,993	119.4
21.	January 24, 2012	528,931	4,395	120.3
22.	January 25, 2012	295,857	2,453	120.6
23.	January 27, 2012	313,573	2,645	118.6
24.	January 30, 2012	975,169	7,831	124.5
25.	January 31, 2012	798,495	6,180	129.2
26.	February 1, 2012	255,847	1,967	130.1
27.	February 2, 2012	1,174,484	8,735	134.5
28.	February 3, 2012	886,547	6,054	146.4
29.	February 6, 2012	4,712,438	28,770	163.8
30.	February 7, 2012	3,158,021	18,371	171.9
31.	February 8, 2012	3,045,913	16,875	180.5

32.	February 9, 2012	1,326,310	6,999	189.5
33.	February 10, 2012	4,960,606	24,934	198.9
34.	February 13, 2012	1,343,532	6,433	208.8
35.	February 14, 2012	1,897,828	8,656	219.3
36.	February 15, 2012	5,013,525	21,779	230.2
37.	February 16, 2012	1,482,911	6,148	241.2
38.	February 17, 2012	1,331,933	5,249	253.7
39.	February 21, 2012	1,402,319	5,264	266.4
40.	February 22, 2012	3,150,261	11,263	279.7
41.	February 23, 2012	17,182,183	59,369	289.4
42.	February 24, 2012	4,247,238	14,256	297.9
43.	February 27, 2012	1,635,330	5,550	294.7
44.	February 28, 2012	1,303,755	4,695	277.7
45.	February 29, 2012	607,990	2,310	263.2
46.	March 1, 2012	249	1	249.0
47.	March 2, 2012	474	2	237.0
48.	March 3, 2012	61,137	271	225.6
49.	March 5, 2012	2,571,974	11,958	215.1
50.	March 6, 2012	895,509	4,312	207.7
51.	March 7, 2012	1,536,303	7,598	202.2
52.	March 9, 2012	50,686	221	229.3
53.	March 12, 2012	136,052	565	240.8
54.	March 13, 2012	107,187	424	252.8
55.	March 14, 2012	112,529	424	265.4
56.	March 15, 2012	760,157	2,728	278.6
57.	March 16, 2012	948,739	3,243	292.6
58.	March 19, 2012	11,779,951	38,498	306.0
59.	March 20, 2012	2,341,027	7,259	322.5
60.	March 21, 2012	868,509	2,565	338.6
	Total	**99,741,434**	**481,586**	
	Volume weighted average price **(Total turnover divided by the total number of Equity Shares traded)**			**207.11**

(Source: BSE website)

5.1.6. The Sellers have entered into a non compete arrangement with the Acquirer, for which no separate consideration has been paid to the Sellers.

5.1.7. There have been no corporate actions in the Target Company, where the record date for effecting such corporate actions falls prior to three (3) Working Days before the commencement of the Tendering Period warranting adjustment of relevant price parameters.

5.1.8. In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and the Manager to the Open Offer, the Open Offer Price of Rs. 460/- (Rupees four hundred sixty only) per Equity Share, being the highest of the prices mentioned above, is justified in terms of regulation 8 of the SEBI (SAST) Regulations, 2011.

5.1.9. If the Acquirer acquires any Equity Shares during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Open Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Open Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the Open Offer within sixty (60) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011, 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 Equity Shares whether by way of bulk deals, block deals or in any other form.

5.1.10. There has been no revision in the Open Offer Price or the Open Offer Size as on the date of this Letter of Offer. An upward revision in the Open Offer Price or in the Open Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last three (3) Working Days before the commencement of the Tendering Period of the Open Offer, in accordance with regulation 18(4) of the SEBI (SAST) Regulations, 2011. In case of any revision in the Open Offer Price or the Open Offer Size, the Acquirer shall, in terms of regulation 18(5) of the SEBI (SAST) Regulations, 2011 (a) make corresponding increases to the escrow amounts pursuant to regulation 17(2) of the SEBI (SAST) Regulations, 2011, (b) make a public announcement in respect of such revision in all the newspapers in which the DPS was published, and (c) simultaneously with the issue of such announcement in (b) above, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

5.2. ***Financial Arrangements***

5.2.1. The total financial resources required for the Open Offer, assuming full acceptance of the Open Offer, would be Rs. 861,137,940/- (Rupees eight hundred sixty one million one hundred thirty seven thousand nine hundred forty only) i.e. consideration payable for acquisition of 1,872,039 Equity Shares at the Open Offer Price of Rs. 460/- (Rupees four hundred sixty only) per Equity Share ("**Open Offer Consideration**").

5.2.2. The Acquirer has made firm financial arrangements and has adequate resources to meet the financial requirements for the Open Offer. Prior to the PA, the Acquirer availed of a syndicated loan facility from DZ Bank AG and Landesbank Badenwurttemberg of EUR 30,000,000/- (Euro thirty million only) (*equivalent to Rs.2,014,098,000/- (Rupees two billion fourteen million ninety eight thousand only) at an exchange rate of 1 EUR = 67.1366 INR as on March 21, 2012, being the date of the PA*) of which the Acquirer has set aside funds amounting to EUR 15,000,000/- (Euro fifteen million only) (*equivalent to Rs. 1,007,049,000/- (Rupees one billion seven million forty nine thousand only) at an exchange rate of 1 EUR = 67.1366 INR as on March 21, 2012, being the date of the PA*) for the purpose of fulfilling the obligations of the Acquirer and is thus able to implement the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations, 2011.

5.2.3. Deutsche Bank AG, New Delhi Branch, a banking corporation incorporated under the laws of the Federal Republic of Germany and having one of its branch offices at TRS, ECE House, 28 Kasturba Gandhi Marg, New Delhi – 110001, has issued a bank guarantee dated March 22, 2012 in favour of the Manager to the Open Offer for the provision of the escrow requirements for the purpose of the Open Offer ("**Bank Guarantee**") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Bank Guarantee, the Manager to the Open Offer has been duly authorized in terms of the SEBI (SAST) Regulations, 2011 to realize an amount of Rs. 215,284,485/- (Rupees two hundred fifteen million two hundred eighty four thousand four hundred eighty five only), which is equal to 25% of the Open Offer Consideration. The Bank Guarantee is valid until the earlier of the following (a) September 30, 2012, or (b) completion of the Open Offer in terms of regulation 22 of the SEBI (SAST) Regulations, 2011, or (c) withdrawal of the Open Offer in terms of regulation 23 of the SEBI (SAST) Regulations, 2011. The Acquirer undertakes that in case the Open Offer process is not completed within the validity of the Bank Guarantee i.e. by September 30, 2012, then the Bank Guarantee will be further extended at least upto thirty (30) days from the date of completion of payment of consideration to the Public Shareholders who have validly tendered the Equity Shares held by them in the Open Offer in accordance with regulation 17(6) of the SEBI (SAST) Regulations, 2011. Deutsche Bank AG is not an associate of or group of the Acquirer, the PAC or the Target Company.

5.2.4. The Acquirer has also deposited cash of an amount of Rs. 8,611,380/- (Rupees eight million six hundred eleven thousand three hundred eighty only), being at least 1% of the Open Offer Consideration, in an escrow account ("**Open Offer Escrow Account**") opened with the Escrow Bank in accordance with regulation 17(4) of the SEBI (SAST) Regulations, 2011. The Bank Guarantee and the Open Offer Escrow Account together represent 26% of the Open Offer Consideration and comply with the requirements of escrow amount as per regulation 17 of the SEBI (SAST) Regulations, 2011. The Manager to the Open Offer has been duly authorized to realize the value of the Open Offer Escrow Account in terms of the SEBI (SAST) Regulations, 2011, and has been empowered to operate the Open Offer Escrow Account in accordance with the SEBI (SAST) Regulations, 2011.

5.2.5. In case of any upward revision in the Open Offer Price or the Open Offer Size, the value of the escrow amount shall be computed on the revised consideration calculated at such revised open offer price or open offer size and any additional amounts required will be funded via the Bank Guarantee and/or the Open Offer Escrow Account by the Acquirer and the PAC prior to effecting such revision, in terms of regulation 17(2) of the SEBI (SAST) Regulations, 2011.

5.2.6. V. B. Goel & Co., Chartered Accountants, Membership no. 39287, having office at Flat No. 2&3, Ajay Apartment, Kasturba Cross Road, Malad (West), Mumbai – 400064, Telephone number: +91–22–28441350, Fax number: +91–22 28441351, vide certificate dated March 21, 2012 have certified that adequate and firm financial resources are available with the Acquirer to enable it to fulfill its obligations under the Open Offer.

5.2.7. Based on the above, the Manager to the Open 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 Open Offer, in accordance with the SEBI (SAST) Regulations, 2011.

6. TERMS AND CONDITIONS OF THE OPEN OFFER

6.1. *Operational Terms and Conditions*

6.1.1. The Open Offer is not conditional and is not subject to any minimum level of acceptance by the Public Shareholders. The Acquirer will acquire 1,872,039 fully paid-up Equity Shares of Rs. 10/- (Rupees ten only) each, constituting not more than 26% of the fully paid-up voting equity share capital of the Target Company as of the tenth (10^{th}) Working Day from the Closure of the Tendering Period for the Open Offer, that are validly tendered and accepted subject to the terms and conditions mentioned in the PA, the DPS and this Letter of Offer.

6.1.2. The Tendering Period of the Open Offer will open on Tuesday, July 31, 2012 and close on Monday, August 13, 2012.

6.1.3. The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonus and rights declared thereafter.

6.1.4. Accidental omission to dispatch this Letter of Offer to any Public Shareholder entitled to the Open Offer or non-receipt of this Letter of Offer by any Public Shareholder entitled to the Open Offer shall not invalidate the Open Offer in any manner whatsoever.

6.1.5. The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms of the Open Offer. The acceptance of the Open Offer must be unconditional and should be on the enclosed Form of Acceptance-cum-Acknowledgment and sent along with the other documents duly filled in and signed by the applicant Public Shareholder(s).

6.1.6. **The Open Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 6.4 of this Letter of Offer. In terms of regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011, if the statutory approvals are refused, the Open Offer would stand withdrawn.**

6.1.7. The Acquirer will not be responsible in any manner for any loss of Equity Share certificate(s) and Open Offer acceptance documents during transit. The Public Shareholders are advised to adequately safeguard their interest in this regard.

6.1.8. Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.

6.1.9. In terms of regulation 18(9) of the SEBI (SAST) Regulations, 2011, the Public Shareholders who tender their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

6.1.10. In accordance with regulation 27(7) of the SEBI (SAST) Regulations, 2011, the Manager to the Open Offer shall file a final report with SEBI within fifteen (15) Working Days from the Closure of the Tendering Period confirming status of completion of various Open Offer requirements.

6.1.11. Each Public Shareholder to whom the Open Offer is being made is free to offer his/her shareholding in the Target Company in whole or in part while accepting the Open Offer. The acceptance must be unconditional and should be absolute and unqualified.

6.2. ***Locked in Equity Shares***

6.2.1. To the best of our knowledge, the Target Company has no Equity Shares which are "locked-in". *(Source: Shareholding pattern as of June 30, 2012 filed with the BSE)*

6.3. ***Persons eligible to participate in the Open Offer***

6.3.1. The Letter of Offer is being sent to all the Public Shareholders whose names appeared in the register of members on the Identified Date and to the beneficial owners of the Equity Shares, whose names appeared as beneficiaries on the records of the respective DP at the close of the business hours on the Identified Date. However, it is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in the Open Offer any time before the Closure of the Tendering Period. It is also clarified that the Sellers are not eligible to participate in the Open Offer.

6.4. ***Statutory Approvals***

6.4.1. **The Open Offer and the underlying transaction as envisaged under the SPA are subject to (a) the approval of the FIPB in compliance with the FDI Regulations since the Target Company is a pharmaceutical sector company and foreign direct investment upto 100% is permitted for brownfield investments (i.e. investments in existing companies) in the pharmaceutical sector, under the Government approval route, and (b) approval from RBI under FEMA for acquiring the Equity Shares, if any, from NRIs and OCBs under the Open Offer. The Acquirer has made an application to the FIPB vide its application reference number 064/FC/2012 dated April 4, 2012 to obtain their approval in terms of the FDI Regulations. The approval from the FIPB is pending. Further delay in receipt of the FIPB approval may affect the Open Offer process. Any Equity Shares tendered will be held in escrow by the Registrar to the Offer in case the FIPB approval is delayed beyond the date by which payment of consideration is required to be completed. The Acquirer had made an application to the RBI vide its letter dated March 27, 2012 to obtain their approval. RBI vide its letter dated May 7, 2012 has granted approval under FEMA for acquiring the Equity Shares from NRIs, if any, under the Open Offer and in case OCBs, if any, wish to tender their Equity Shares in the Open Offer, the Target Company is required to submit to the RBI full details of the OCBs to obtain their specific approval.**

6.4.2. **In terms of regulation 23 of the SEBI (SAST) Regulations, 2011, the Acquirer and the PAC have the right to withdraw the Open Offer, in the event (a) the statutory approvals indicated above are refused, or (b) any of the conditions precedents in the SPA, as set out in paragraph 2.1.4(b) is not met for reasons outside the reasonable control of the Sellers or the Acquirer. In the event of withdrawal of the Open Offer, a public announcement will be made within two (2) Working Days of such withdrawal, in the same newspapers in which the DPS was published and such public announcement will also be sent to SEBI, the Stock Exchanges and the registered office of the Target Company.**

6.4.3. In case of delay in receipt of any statutory approvals which may be required upon making the PA but in any event before the Closure of the Tendering Period, as per regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and the PAC to diligently pursue such approval, grant an extension of time for the purpose of completion of the Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations, 2011.

6.4.4. To the best of the knowledge and belief of the Acquirer and the PAC, as on the date of this Letter of Offer, there are no other statutory approvals required to implement the Open Offer other than those mentioned above. If any other statutory approvals are required or become applicable prior to completion of the Open Offer, the Open Offer would also be subject to the receipt of such other statutory approvals.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER

7.1. The Public Shareholders who wish to avail of and accept the Open Offer should deliver the documents mentioned below so as to reach the Registrar to the Offer at any of the collection centers at the addresses mentioned in paragraph 7.10 before 4:00 PM Indian standard time on August 13, 2012. The Public Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respects otherwise the same is liable to be rejected. In the case of dematerialized Equity Shares, the Public Shareholders are advised to ensure that their Equity Shares are credited in favour of the Special Depository Account, on or before 4:00 PM Indian standard time on August 13, 2012. The Form of Acceptance-cum-Acknowledgment of dematerialized Equity Shares, not credited in favour of the Special Depository Account, on or before 4:00 PM Indian standard time on August 13, 2012 is liable to be rejected. In case Equity Shares are credited in favour of the Special Depository Account and the Form of Acceptance-cum-Acknowledgment of such dematerialized Equity Shares does not reach the Registrar to the Offer or at any of the collection centres, the Equity Shares will be treated as tendered in the Open Offer.

7.2. Documents to be delivered by Public Shareholders:

7.2.1. For Equity Shares held in DEMATERIALIZED MODE:

(a) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Equity Shares, as per the records of the DP;

(b) Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP for transferring the Equity Shares in favour of the Special Depository Account. The details of the Special Depository Account are as follows:

Depository Participant Name	SMC Global Securities Limited
Depository Participant ID	IN303655
Beneficiary Account Name/Client ID	10001793
Account Name	MAS-ESCROW DEMAT ACCOUNT-AHLCON PARENTERALS OPEN OFFER
ISIN	INE027C01011
Depository	National Securities Depository Limited
Mode of Instruction	Off-Market

Please note the following:

(i) For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgment.

(ii) Public Shareholders having their beneficiary account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

(iii) The Registrar to the Offer shall not accept those acceptances, for which corresponding Equity Shares have not been credited to the Special Depository Account. However, the Equity Shares that are credited to the Special Depository Account but the corresponding Form of Acceptance-cum-Acknowledgment has not been received by the Registrar to the Offer as on the date of Closure of Tendering Period will be treated as tendered in the Open Offer.

7.2.2. For Equity Shares held in PHYSICAL MODE by REGISTERED PUBLIC SHAREHOLDERS:

(a) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all the Public Shareholders. In case of Equity Shares held in joint names, names of the Public Shareholders should be filled up in the same order in which the holders hold the Equity Shares. This order can neither be changed nor can any new name be added for the purpose of accepting the Open Offer;

(b) Original Equity Share certificate(s);

(c) Valid Equity Share transfer deed(s) duly signed by the transferor (by all the Public Shareholders in case the Equity Shares are held in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s). (Please use pre-filled equity shares transfer deed, with transferee particulars, sent along with this Letter of Offer only); and

(d) Cancelled cheque of the sole/first Public Shareholder's bank account, duly signed, having his/her name and a valid 9 digit MICR code (not starting with "000") printed on it.

7.2.3. For Equity Shares held in PHYSICAL MODE by PERSONS NOT REGISTERED AS PUBLIC SHAREHOLDERS:

(a) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein;

(b) Original Equity Share certificate(s);

(c) Valid Equity Share transfer deeds as obtained from the market, wherein the name of the transferee has not been filled in, duly signed by the transferor (by all the Public Shareholders in case the Equity Shares are held in joint names);

(d) Original contract note issued by a registered share broker of a recognized stock exchange through whom the Equity Shares being tendered were acquired;

(e) In case the Equity Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with or receipt by the Target Company/its transfer agents, of the Equity Share certificate(s) and the transfer deed(s); and

(f) Cancelled cheque of the sole/first Public Shareholder's bank account, duly signed, having his/her name and a valid 9 digit MICR code (not starting with "000") printed on it.

7.3. No indemnity is required from persons not registered as Public Shareholders.

7.4. Public Shareholders who have sent their physical Equity Shares for dematerialization may participate in the Open Offer by submitting the Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the DP. Such Public Shareholders need to ensure that the process of getting their Equity Shares dematerialized is completed in time so that the credit of the Equity Shares in the Special Depository Account is received on or before 4:00 PM Indian standard time on August 13, 2012, else the application will be rejected.

7.5. In case of non-receipt of this Letter of Offer, the Public Shareholders may also (a) download this Letter of Offer from the SEBI website (www.sebi.gov.in), or (b) obtain a copy of this Letter of Offer by writing to the Registrar to the Offer or the Manager to the Open Offer superscripting the envelope "AHLCON PARENTERALS – Open Offer" with (1) suitable documentary evidence of ownership of the Equity Shares and (2) their folio number, DP identity – Client identity, current address and contact details. Alternatively such Public Shareholders may participate in the Open Offer as follows:

7.5.1. In case of Equity Shares held in dematerialized mode, by sending their consent in writing on plain paper to the Registrar to the Offer, such that it is received by the Registrar to the Offer before 4:00 PM Indian standard time on August 13, 2012, stating the name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP identity, beneficiary account number together with a photocopy or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP for transferring the Equity Shares in favour of the Special Depository Account.

7.5.2. In case of Equity Shares held in physical mode by registered Public Shareholders, by sending their consent in writing on a plain paper to the Registrar to the Offer, stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers and folio number, together with the original Equity Share certificate(s) and transfer deed(s) duly signed (*as specified in paragraph 7.2, as applicable, above*), either by hand delivery or by registered post or by speed post, such that these are received by the Registrar to the Offer before 4:00 PM Indian standard time on August 13, 2012.

7.5.3. In case of Equity Shares held in physical mode by unregistered Public Shareholders, by sending their consent in writing on plain paper to the Registrar to the Offer, stating the name & address of the first holder, name(s) & address(es) of joint holder(s) if any, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, together with the original equity share certificate(s), valid share transfer deeds and the original contract note(s) issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired, and the original Equity Share certificate(s) and transfer deed(s) duly signed (*as specified in paragraph 7.2, as applicable, above*), either by hand delivery or by registered post or by speed post, such that these are received by the Registrar to the Offer before 4:00 PM Indian standard time on August 13, 2012.

7.6. Applications in respect of Equity Shares that are subject matter of litigation wherein the Public Shareholders may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the directions/orders (in favour of the Public Shareholders) regarding these Equity Shares are not received together with the Equity Shares tendered in the Open Offer.

7.7. All the Public Shareholders should provide all relevant documents which are necessary to determine transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

7.7.1. Duly attested death certificate(s) of deceased Public Shareholder(s) and succession certificate, in case all/sole Public Shareholder(s) has/have expired.

7.7.2. Duly attested power of attorney, in favour of the authorized signatory, if any person apart from the Public Shareholder has signed the acceptance form or transfer deed(s).

7.7.3. No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

7.7.4. In case of companies, the necessary certified corporate authorisations along with certified copy of the constitutional documents (including board of directors and/or general meeting resolutions).

7.8. While tendering Equity Shares under the Open Offer, non-resident Public Shareholders will be required to submit the previous approvals from the RBI (specific or general) that they would have obtained for acquiring the Equity Shares. In case the previous approvals from the RBI are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered.

7.9. The Acquirer will arrange to deduct tax at the rate, as may be applicable to the category of the Public Shareholder under the Income Tax Act, on the entire consideration amount payable to such Public Shareholder. For further details please refer to paragraph 7.18 of the this Letter of Offer.

7.10. The Form of Acceptance-cum-Acknowledgement along with all the relevant documents should be submitted at any of the collection centers as per the details provided below:

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery	Working Days and timing
1.	Delhi	MAS Services Limited T–34, 2nd Floor, Okhla Industrial area, Phase – II, New Delhi – 110020 Email: info@masserv.com	N. C. Pal	+91–11–26387281/82/83	+91–11–26387384	Hand delivery/ Registered post/ Speed post	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Saturday) except public holidays
2.	Kolkata	MAS Services Limited C/o Worldlink Development consultant, 62, Southern Avenue, Kolkata – 700029 Email: calcutta@masserv.com	Debasish Ghosh	+91–33–24647568	+91–33–40085129	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
3.	Chennai	MAS Services Limited C/o Aryes Corporate Professional Services Private Limited, New No.5, Old No. 12, Sivasailam Street, T. Nagar, Chennai – 600 017 Email: chennai@masserv.com	K Satheesh	+91–44–42166988	+91–44–42137082	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
4.	Mumbai	MAS Services Limited C/o Multiplex Capital Limited, B/306, Everest Chamber, Marol Naka, Andheri (E) Mumbai – 400059 Email: mumbai@masserv.com	Abhey Gupta	+91–22–32670651	+91–22–66713515	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
5.	Bangalore	SMC Global Securities Ltd No. 2003/2, 2nd Floor, “Omkar” Indra Nagar, 100 Feet Road, HAL 2nd Stage, above TATA Docomo office, Bangalore – 560008 Email: bangalore@masserv.com	Upendra Sharma	+91–80–65472840	+91–80–65472841	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays

6.	Hyderabad	SMC Global Securities Ltd 206 III[rd] Floor, above CMR Exclusive, Bhuvana Tower, S.D. Road, Secunderabad – 500003 Email: hyderabad@masserv.com	S K Saied Mastan	+91–40–30920615	+91–40–30920616	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays

NO EQUITY SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRER / PAC/TARGET COMPANY/MANAGER TO THE OPEN OFFER/PARTIES TO THE SPA

7.11. Applicants who cannot hand deliver their documents at the collection centers referred to above, may send the same by registered post/speed post, at their own risk and cost, to the Registrar to the Offer at its address T–34, 2[nd] Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020.

7.12. The Registrar to the Offer will hold in trust the Equity Share certificates, credit of dematerialized Equity Shares, Form of Acceptance-cum-Acknowledgment duly filled in and the transfer deed(s) on behalf of the Public Shareholders who have accepted the Open Offer, till such time as the Acquirer completes the obligations under the Open Offer.

7.13. In the event that the number of Equity Shares validly tendered by the Public Shareholders under the Open Offer is more than the Open Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis, in consultation with the Manager to the Open Offer.

7.14. The payment of consideration to the Public Shareholders whose Equity Shares have been accepted will be made by the Acquirer by account payee cheques, demand drafts, NEFT, RTGS/direct credit/national electronic clearance service, where applicable net of taxes. It is desirable that Public Shareholders (holding shares in physical mode only) provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the account payee cheques/demand drafts/pay order. In case of Equity Shares held in dematerialized mode, bank particulars will be taken from the data provided by the depositories and therefore it is advisable that the Public Shareholders get their latest bank account details updated with their respective DP before tendering their Equity Shares in the Open Offer.

7.15. The unaccepted Equity Share certificates, transfer deeds and other documents, if any, would be returned by registered post at the Public Shareholders' sole risk. Equity Shares, to the extent unaccepted, held in dematerialized mode will be credited back to the respective Public Shareholders' depository account with the respective depository participant as per details furnished in the Form of Acceptance-cum-Acknowledgement.

7.16. Subject to the statutory approvals as stated in paragraph 6.4 above, the Acquirer intends to complete all formalities, including the payment of consideration within a period of ten (10) Working Days from the Closure of the Tendering Period, i.e. August 29, 2012 and for the purpose open a special escrow account as provided under regulation 21 of the SEBI (SAST) Regulations, 2011. Where the Acquirer is unable to make the payment to the Public Shareholders who have accepted the Open Offer before the said period due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations, 2011.

7.17. A copy of this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) is expected to be available on SEBI's website (www.sebi.gov.in). Public Shareholders can also tender their Equity Shares in the Open Offer using the Form of Acceptance-cum-Acknowledgement annexed to the Letter of Offer downloaded from SEBI's website (www.sebi.gov.in).

7.18. Compliance with Tax requirements:

7.18.1. General

(i) As per the provisions of Section 195(1) of the Income Tax Act any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable) at the applicable rate as per the Income Tax Act on any sum payable to such non-resident Public Shareholder. The consideration received by the non-resident Public Shareholders for the Equity Shares accepted in the Open Offer may be chargeable to tax in India either as capital gains under Section 45 of the Income Tax Act or as business profits, depending on the facts and circumstances of the case. The Acquirer is required to deduct tax at source (including surcharge and education cess as applicable) at the applicable rate as per the Income Tax Act, on such consideration payable to such non-resident Public Shareholder. Further, the Acquirer is required to deduct tax at source (including surcharge and education cess) at the applicable rate as per the Income Tax Act on the payment of any interest (paid for delay in payment of Open Offer Price) by Acquirer to a non-resident Public Shareholder.

(ii) As per the provisions of Section 194A of the Income Tax Act, the payment of any interest by Acquirer to a resident Public Shareholder is subject to deduct tax at source (including surcharge and education cess) at the applicable rate as per the Income Tax Act on such interest (paid for delay in payment of Open Offer Price).

(iii) Each Public Shareholder shall certify its tax residency status (i.e. whether resident or non-resident) and its tax status (i.e. whether individual, firm, company, association of persons/body of individuals, trust, any other taxable entity) by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, it would be assumed that the Public Shareholder is a non-resident Public Shareholder and taxes shall be deducted treating the Public Shareholder as a non-resident and at the rate as may be applicable, under the Income Tax Act, to the relevant category to which the Public Shareholder belongs, on the entire consideration and interest if any, payable to such Public Shareholder.

(iv) Any non-resident Public Shareholder claiming benefit under any DTAA between India and any other foreign country should furnish the Tax Residence Certificate ("**TRC**") provided to him/it by the income tax authority of such other foreign country of which he/it claims to be a tax resident, as per section 90(4) of the Income Tax Act introduced by Finance Act 2012. Any Public Shareholder claiming benefit under DTAA should submit along with the TRC, a certificate for deduction of tax at lower or nil rate from the income tax authorities and taxes would be deducted by the Acquirer in accordance with such certificate. In the absence of TRC and a certificate for deduction of tax at lower or nil rate obtained from income tax authorities, the taxes would be deducted at the rates (including surcharge and education cess as applicable) as dealt with in the following paragraphs 7.18.2 and 7.18.3 for each category of the Public Shareholder(s).

(v) All Public Shareholders (including FIIs) are required to submit their PAN along with self attested copy of the PAN card for income-tax purposes. If not, the Acquirer will arrange to deduct tax at the rate of 20% as per Section 206AA of the Income Tax Act or at such tax rate (including surcharge and education cess as applicable), as dealt with in the paragraphs 7.18.2, 7.18.3 and 7.18.4 for each category of the Public Shareholders, whichever is higher. The provisions of Section 206AA of the Income Tax Act would apply only where there is an obligation to deduct tax at source

(vi) The Acquirer will not accept any request from any Public Shareholder, under any circumstances, for non-deduction of tax at source or deduction of tax at a lower or nil rate, on the basis of any self computation/computation by any tax consultant, of capital gain or business income and/or interest, if any and tax payable thereon.

(vii) Securities transaction tax will not be applicable to the Equity Shares accepted in the Open Offer.

(viii) The provisions contained in clause (c) to (e) above are subject to anything contrary contained in paragraphs 7.18.2 to 7.18.5 below.

7.18.2. Tax Implications in case of non-resident Public Shareholders (other than FII)

(a) In the case of non-resident Public Shareholders (excluding FIIs), in order to claim the benefit of deduction of tax on net capital gains, as against the gross consideration, the shareholder should obtain a certificate from the appropriate income tax authorities certifying the net income chargeable to capital gains tax and the rate at which the taxes should be deducted by the Acquirer. The Acquirer will arrange to deduct taxes at source in accordance with such certificate. In the absence of such certificate, tax would be deducted at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the Public Shareholder, depending on whether the Public Shareholder is an individual or a company etc.

(b) Interest, if any, payable to all non-resident Public Shareholders (excluding FII) on account of any delay in payment of Open Offer Price by the Acquirer, would also be subjected to deduction of tax at source at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross interest payable to the Public Shareholder, depending on whether the Public Shareholder is an individual or a company etc. However, if the Public Shareholder provides a certificate for deduction of tax at lower or nil rate from the appropriate income tax authorities under the Income Tax Act indicating the amount of interest on which tax should be deducted and the applicable rate of tax, the Acquirer will arrange to deduct taxes at source in accordance with such certificate.

7.18.3. Tax Implications in case of FII Public Shareholder

(a) As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source is required to be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, to an FII, as defined in Section 115AD of the Income Tax Act. The Acquirer would not deduct at tax at source on the payments to FIIs, subject to the following conditions:

(i) FIIs are required to furnish the copy of the registration certificate issued by SEBI;

(ii) FIIs are required certify the nature of their holding (i.e. whether held on capital account as investment or on trade account) of the Equity Shares by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. The benefits under Section 196D(2) are applicable in case the Equity Shares are held on capital account; and

(iii) FIIs shall also certify the nature of its income (*i.e.* whether capital gains or business income) on the sale of the Equity Shares by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. The benefits under Section 196D (2) of the Income Tax Act are applicable in case the nature of the FII's income is treated as capital gains.

(b) If the above conditions are not satisfied, the Acquirer shall deduct tax at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the Public Shareholder, depending on whether the Public Shareholder is a company or a trust.

(c) If it is certified by the FII that shares are held on trade account, the Public Shareholder should obtain a certificate for deduction of tax at lower or nil rate from the appropriate income tax authorities indicating the amount of income on which tax should be deducted and the applicable rate of tax. If such a certificate is provided, the Acquirer will arrange to deduct taxes at source in accordance with such certificate. In the absence of such a certificate, the Acquirer would deduct tax at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the Public Shareholder, depending on whether the Public Shareholder is a company or a trust.

(d) Interest payments by the Acquirer for delay in payment of Open Offer Price, if any, would also be subjected to deduction of tax at source at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross interest payable to the Public Shareholder, depending on whether the Public Shareholder is a company or a trust. However, if the Public Shareholder provides a certificate for deduction of tax at lower or nil rate from the appropriate income tax authorities under the Income Tax Act indicating the amount of interest on which tax should be deducted and the applicable rate of tax, the Acquirer will arrange to deduct taxes at source in accordance with such certificate.

7.18.4. Tax Implications in case of resident Public Shareholders

(a) There would be no deduction of tax at source from the consideration payable in respect of the transfer of Equity Shares by a resident Public Shareholder.

(b) Interest payments by the Acquirer for delay in payment of Open Offer Price, if any, would also be subjected to deduction of tax at source at the applicable tax rate (including surcharge and cess) under the Income Tax Act on the gross interest payable to the Public Shareholder, depending on whether the Public Shareholder is an individual or company or any other person. If the Public Shareholder provides a certificate for deduction of tax at lower or nil rate from the appropriate income tax authorities under the Income Tax Act indicating the amount of interest on which tax should be deducted and the applicable rate of tax, the Acquirer will arrange to deduct taxes at source in accordance with such certificate.

(c) Notwithstanding anything contained in clause (ii) above, no deduction of tax shall be made at source by the Acquirer where the total amount of interest payable to a resident Public Shareholder does not exceed INR 5,000 or where a self declaration in Form 15G or Form 15H (as provided in the Income Tax Rules, 1962), as may be applicable, and duly executed, has been furnished to the Acquirer. The self declaration in Form 15G and Form 15H (as provided in the Income Tax Rules, 1962) will not be regarded as valid unless the resident Public Shareholder furnished its PAN in such declaration.

7.18.5. Tax Implications in foreign jurisdictions

(a) Apart from the above, the Acquirer are entitled to withhold tax in accordance with the tax laws applicable in overseas jurisdictions where the non-resident Public Shareholder is a resident for tax purposes ("**Overseas Tax**"). For this purpose, the non-resident Public Shareholder shall furnish a self declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Public Shareholder is a tax resident and the Acquirer will be entitled to rely on this representation at their sole discretion.

(b) Notwithstanding the details given above, all payments will be made to Public Shareholders subject to compliance with prevailing tax laws.

(c) The tax deducted by the Acquirer while making payment to a Public Shareholder may not be the final tax liability of such Public Shareholder and shall in no way discharge the obligation of the Public Shareholder to appropriately disclose.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection by the Public Shareholders at the office of the Manager to the Open Offer at Deutsche Bank House, Hazarimal Somani Marg, Fort, Mumbai – 400001 on any Working Day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 am to 1:00 pm during the Open Offer period.

8.1. Copy of the certificate of incorporation, memorandum of association and articles of association or equivalent constitutional documents of the Acquirer and the PAC.

8.2. Copy of the certificate dated March 21, 2012 issued by V. B. Goel & Co., Chartered Accountants, Membership no. 39287, that adequate and firm financial resources are available with the Acquirer to enable it to fulfill its obligations under the Open Offer.

8.3. Copy of the Audited financial statements of the Acquirer and the PAC for the year ending December 31, 2011, 2010 and 2009.

8.4. Copy of the Audited annual reports of the Target Company for the year ending March 31st, 2011, 2010 and 2009 and limited reviewed financials of the Target Company for the period of nine (9) months ended December 31, 2011.

8.5. Certificate from Escrow Bank confirming the amount kept in Open Offer Escrow Account opened as per the SEBI (SAST) Regulations, 2011.

8.6. Copy of the Bank Guarantee dated March 22, 2012.

8.7. Copy of the PA issued on March 21, 2012, published copy of the DPS, which appeared in the newspapers on March 29, 2012, any other public announcement/corrigendum to these.

8.8. Copy of the recommendation made by the Board of Directors of Target Company.

8.9. Copy of the comments letter from SEBI dated July 11, 2012.

8.10. Copy of the agreement between the Acquirer and the Registrar to the Offer for the purpose of the Open Offer.

8.11. Copy of the SPA dated March 21, 2012.

8.12. Copy of the agreement between the Registrar to the Offer with the DP for opening the Special Depository Account for the Open Offer.

9. DECLARATION BY THE ACQUIRER AND PAC

9.1. The Acquirer and the PAC will be responsible for the information contained in this Letter of Offer.

9.2. Each of the Acquirer and the PAC shall be severally and jointly responsible for ensuring fulfillment of their obligations under the SEBI (SAST) Regulations, 2011.

For and on behalf of B. BRAUN SINGAPORE PTE. LIMITED

Mr. Hae Dong Kim
(Authorized Signatory)

Mr. Manfred Gregor Mahrle
(Authorized Signatory)

For and on behalf of B. BRAUN MELSUNGEN AG

Mr. Hae Dong Kim
(Authorized Signatory)

Mr. Manfred Gregor Mahrle
(Authorized Signatory)

Place: Kuala Lumpur, Malaysia
Date: July 19, 2012

Encl:
1) Form of Acceptance-cum-Acknowledgment
2) Transfer deed(s) (for Public Shareholders holding shares in physical mode)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

*(Please send this form with enclosures to **MAS Services Limited** at any of the collection centres as mentioned in the Letter of Offer)*

AHLCON PARENTERALS (INDIA) LIMITED – OPEN OFFER

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

OPEN OFFER			
OPEN OFFER OPENS ON	**TUESDAY,**	**JULY 31,**	**2012**
OPEN OFFER CLOSES ON	**MONDAY,**	**AUGUST 13,**	**2012**

From,
Folio No./DP ID No./Client ID No.:

Name of sole/first applicant:
Joint name(s):
Address of sole/first Applicant:

Tel. No.:
Fax No.:
Email:

To,

MAS Services Limited
Unit: Ahlcon Parenterals (India) Limited – Open Offer
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi – 110020
Tel no: +91 11 26387281/82/83
Fax: +91 11 26387384
Contact Person: Mr. N. C. Pal
E-mail: info@masserv.com

	Please tick (✓) Public Shareholders status (For taxation/TDS purpose)
	Person resident in India who is an individual/HUF/Association of Persons, having an aggregate income up to Rs. 10,00,000
	Person resident in India who is an individual/HUF/Association of Persons, having an aggregate income exceeding Rs. 10,00,000
	Person resident in India who is a partnership firm
	Person resident in India who is a domestic company
	Person resident outside India who is a company
	Person resident outside India who is an individual/association of persons having an aggregate income up to Rs. 10,00,000
	Person resident outside India who is an individual/association of persons having an aggregate income exceeding Rs. 10,00,000
	Domestic venture capital fund and mutual fund which is a domestic company
	International venture capital fund which is a domestic company
	International venture capital fund which is a foreign company
	Overseas Corporate Bodies
	Person resident outside India which is a partnership firm
	Non-Resident Indian(s)
	Foreign Institutional Investors
	Multilateral Agency
	Bilateral Development Financial Institution
	Financial Institutions
	Banks
	Insurance Company
	Others (Specify)

Dear Sir/Madam,

Subject: Open Offer to acquire 1,872,039 fully paid-up equity shares of face value Rs. 10/- each, representing not more than 26% of the fully paid-up voting equity share capital of Ahlcon Parenterals (India) Limited ("Target Company") as of the tenth (10th) Working Day from the Closure of the Tendering Period of the Open Offer, from the Public Shareholders of the Target Company by B. Braun Singapore PTE. Limited ("the Acquirer"), along with B. Braun Melsungen AG in its capacity as the person acting in concert with the Acquirer ("the PAC"), at a price of Rs. 460/- (Rupees four hundred sixty only) (the "Open Offer Price") per fully Equity Share, payable in cash, in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations, 2011").

I/We refer to the Public Announcement made on March 21, 2012, Detailed Public Statement made on March 29, 2012 and Letter of Offer dated July 19, 2012 for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the aforesaid Public Announcement, the Detailed Public Statement and the Letter of Offer and understood their contents and unconditionally accepted the terms and conditions as mentioned therein.

EQUITY SHARES HELD IN PHYSICAL MODE

I/We, hold the following Equity Shares in physical mode and accept the Open Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

S. No.	Folio No.	Certificate No.	Distinctive No. (s)		No. of Equity Shares
			From	To	
Total					

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

EQUITY SHARES HELD IN DEMATERIALISED MODE

I/We, hold the following Equity Shares in dematerialized mode and accept the Open Offer and enclose a photocopy of the Delivery Instructions in "Off-market" mode, duly acknowledged by my/our Depository Participant ("**DP**") in respect of my/our Equity Shares as detailed below:

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

I/We confirm that the Equity Shares of Ahlcon Parenterals (India) Limited, which are being tendered herewith by me/us under the Open Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We have executed an off-market transaction for crediting the Equity Shares to the Special Depository Account with SMC Global Securities Limited as the DP in NSDL styled **'MAS – ESCROW DEMAT ACCOUNT – AHLCON PARENTERALS OPEN OFFER'** whose particulars are:

DP Name: SMC Global Securities Limited	**DP ID:** IN303655	**Client ID:** 10001793

Public Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

- ☐ Duly attested Power of Attorney, if any person apart from the Public Shareholder, has signed the acceptance form or transfer deed(s).
- ☐ Corporate authorization in case of companies along with board resolution and specimen signatures of the authorised signatories
- ☐ No objection certificate & Tax Clearance Certificate under Income-tax Act, for NRIs/OCBs/foreign Public Shareholders as applicable
- ☐ Duly attested death certificate(s) of deceased Public shareholder(s) those have expired in case of shares held in joint name(s)
- ☐ Duly attested death certificate(s) of deceased Public Shareholder(s) and succession certificate in case all/sole Public Shareholder(s) has/have expired
- ☐ Form 15G/Form 15H (strike off whichever is not applicable)
- ☐ Others (please specify): ____________________

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

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

I/We authorise the Acquirer to send by registered post/speed post the draft/account payee cheque, in settlement of the amount to the sole/first holder at the address mentioned above.

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

I/We authorise the Acquirer to accept the Equity Shares so offered which it may decide to accept in consultation with the Manager to the Open Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s) in respect of which the offer is not found valid/not accepted.

The Permanent Account NUMBER (PAN) allotted under the Income Tax Act is as under.

	1st Public Shareholder	**2nd Public Shareholder**	**3rd Public Shareholder**
PAN			

Public Shareholder(s) holding Equity Shares in physical form - So as to avoid fraudulent encashment in transit, should provide details of bank account of the first/sole Public Shareholder in the space given below (also attach a cancelled cheque) and the consideration cheque or demand draft will be drawn accordingly.

Sr. No.	**Particulars Required**	**Details**
I	Bank Name	
II	Complete Address of the Bank branch	
III	Account Type (CA/SB/NRE/NRO/others) – Please Mention	
IV	Account No.	
V	9 Digit MICR Code	
VI	IFSC Code (for RTGS/NEFT transfers)	

Public Shareholder(s) holding Equity Shares in Demat form - the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars only.

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

MAS Services Limited
(Unit: Ahlcon Parenterals (India) Limited – Open Offer)
T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020
Tel.: +91 – 11 – 26387281/82/83 Fax: +91 – 11 – 26387384 Email: info@masserv.com Contact Person: Mr. N. C. Pal SEBI Registration No.: INR000000049

For NRIs/OCBs/FIIs/foreign Public Shareholders

I/We, confirm that the tax deduction on account of Equity Shares of Ahlcon Parenterals (India) Limited held by me/us is to be deducted on (select whichever is applicable):

- ☐ Long-term capital gains
- ☐ Short-term capital gains
- ☐ Trade Account

I/We, have enclosed the following documents

- ☐ No objection certificate/Tax clearance certificate from the Income Tax Authorities
- ☐ RBI approvals for acquiring Equity Shares of Ahlcon Parenterals (India) Limited hereby tendered in the Open Offer
- ☐ Self Attested Copy of PAN card
- ☐ Tax Residency Certificate

In order to avail the benefit of lower or nil rate of tax deduction under the DTAA entered into between India and your country of residence, if any, kindly enclose a certificate for deduction of tax at lower or nil rate obtained from the concerned income tax authority under the Income Tax Act. In the absence of such certificate, tax would be deducted at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the shareholder, depending on whether the shareholder is an individual or a company or a trust etc.

In order to claim the benefit of deduction of tax on net capital gains, as against the gross consideration, the shareholder should obtain a certificate from the appropriate income tax authorities certifying the net income chargeable to capital gains tax and the rate at which the taxes should be deducted. In the absence of such certificate, tax would be deducted at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the shareholder, depending on whether the shareholder is an individual or a company or a trust etc.

For FIIs Public Shareholders:

I/We, confirm that the Equity Shares of Ahlcon Parenterals (India) Limited are held by me/us on (select whichever is applicable):

☐ Investment/Capital Account

☐ Trade Account

In case the Equity Shares are held on trade account by FIIs, kindly enclose a certificate for deduction of tax at lower or nil rate obtained from the concerned income tax authority under the Income Tax Act. In the absence of such certificate, tax would be deducted at the maximum tax rate (including surcharge and cess) applicable under the Income Tax Act on the gross consideration payable to the shareholder, depending on whether the shareholder is a company or a trust.

Yours faithfully,

Signed and Delivered,

	Full name(s) of the holder	Signature(s)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed

Place: Date:

PUBLIC SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS/EQUITY SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE CLOSURE OF THE OPEN OFFER i.e. BY 4.00 P.M. ON MONDAY, AUGUST 13, 2012 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

INSTRUCTIONS

1. In the case of dematerialised Equity Shares, the Public Shareholders are advised to ensure that their Equity Shares are credited in favour of the Special Depository Account, before the closure of the Open Offer i.e. Monday, August 13, 2012. The Form of Acceptance-cum-Acknowledgement of such demat Equity Shares not credited in favour of the Special Depository Account, before the closure of the Open Offer will be rejected.
2. Public Shareholders should enclose the following:
   a. **For Equity Shares held in demat form:**
   Beneficial owners should enclose
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the DP.
   - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.
   - In case of non-receipt of the aforesaid documents, but receipt of the Equity Shares in the Special Depository Account, the Acquirer may deem the Open Offer to have been accepted by the Public Shareholder.
   - For each delivery instruction, the beneficial owner should submit separate Form of Acceptance-cum-Acknowledgement.

   b. For Equity Shares held in physical form:
   Registered Public Shareholders should enclose
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all the Public Shareholders whose names appear on the share certificates.
   - Original share certificate(s)
   - Valid share transfer deed(s) duly signed as transferors by all registered Public Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Ahlcon Parenterals (India) Limited and duly witnessed at the appropriate place. A blank share transfer deed is enclosed along with the Letter of Offer. Please do not fill in any other details in the transfer deed except name, signature and witness. Verification and Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a public office and authorized to use the seal of his office.

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

     If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Public Shareholder, then the Open Offer will be deemed to have been accepted by such Public Shareholders.

   Unregistered owners should enclose
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.
   - Original share certificate(s)
   - Original broker contract note
   - Valid share transfer deed(s) as received from the market leaving details of the buyer blank. If the same is filled in then the Equity Share(s) are liable to be rejected.
3. The share certificate(s), share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement should be sent only to MAS Services Limited, the Registrar to the Offer and not to the Manager to the Open Offer, the Acquirer, the PAC or the Target Company.
4. The Public Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.
5. While tendering the Equity Shares under the Open Offer, NRIs/OCBs/foreign Public Shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the Equity Shares of the Target Company and a no objection certificate/Tax Clearance Certificate from the Income-Tax authorities under the Income-tax Act, indicating the rate at which the tax is to be deducted by the Acquirer before remitting the consideration. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered. In case the aforesaid no objection certificate/Tax Clearance Certificate is not submitted, the Acquirer will deduct tax at the currently prevailing rate as advised by their tax advisors on the entire consideration amount payable to such NRI/OCB/non-domestic companies/other persons who are not resident in India. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of Equity Shares), the Public Shareholder should obtain a Tax Clearance Certificate from the assessing officer certifying the net income chargeable to capital gains tax. Alternatively, the Public Shareholders can submit a certificate from a Chartered Accountant certifying the cost of acquisition/net income that will be chargeable to capital gains. In the absence of the above tax would be deducted on the entire consideration paid to the Public Shareholders.
6. All the Public Shareholders should provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
   (a) Duly attested death certificate(s) of deceased Public shareholder(s) those have expired in case of shares held in joint name(s).
   (b) Duly attested death certificate(s) of deceased Public Shareholder(s) and succession certificate in case all/sole Public Shareholder(s) has/have expired.
   (c) Duly attested power of attorney if any person apart from the Public Shareholder has signed acceptance form or transfer deed(s).
   (d) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

7. Payment Consideration: Public Shareholders must note that on the basis of name of the Public Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain, from the depositories, the Public Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to the Public Shareholders. Hence, the Public Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Public Shareholders' sole risk and neither the Acquirer, the PAC, the Manager to the Open Offer, Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Public Shareholders for any losses caused to the Public Shareholder due to any such delay or liable to pay any interest for such delay.
8. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at any of the collection centers of MAS Services Limited as mentioned below.
9. The Form of Acceptance-cum-Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar to the Offer at any of the collection centres below on all days (excluding Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 4.00 p.m. and on Saturdays between 10.00 a.m. to 1.00 p.m.). All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.

Collection Centres

No.	Collection centre	Address of Collection centre	Contact Person	Phone No.	Fax No.	Mode of Delivery	Working days and timing
1	Delhi	MAS Services Limited T34, 2nd Floor, Okhla Industrial area, Phase-II, New Delhi – 110020 Email: info@masserv.com	N. C. Pal	+91–11–26387281/82/83	+91–11–26387384	Hand delivery/ Registered post/ Speed post	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Saturday) except public holidays
2.	Kolkata	MAS Services Limited C/o Worldlink Development consultant, 62, Southern Avenue, Kolkata – 700029 Email: calcutta@masserv.com	Debasish Ghosh	+91–33–24647568	+91–33–40085129	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
3.	Chennai	MAS Services Limited C/o Aryes Corporate Professional Services Private Limited, New No.5, Old No. 12, Sivasailam Street, T. Nagar, Chennai – 600 017 Email:chennai@masserv.com	K Satheesh	+91–44–42166988	+91–44–42137082	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
4.	Mumbai	MAS Services Limited C/o Multiplex Capital Limited B/306, Everest Chamber, Marol Naka, Andheri (E) Mumbai – 400059 Email:mumbai@masserv.com	Abhey Gupta	+91–22–32670651	+91–22–66713515	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
5.	Bangalore	SMC Global Security Ltd No.2003/2,2nd Floor, "Omkar" Indra Nagar, 100 Feet Road, HAL 2nd Stage, Above TATA Docomo office, Bangalore – 560008. Email: bangalore@masserv.com	Upendra Sharma	+91–80–65472840/41	+91–80–65472841	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays
6.	Hyderabad	SMC Global Security Ltd 206 IIIrd Floor, above CMR Exclusive, Bhuvana Tower, S.D. Road, Secunderabad – 500003 Email: hyderabad@masserv.com	S K Saied Mastan	+91–40–30920615	+91–40–30920616	Hand delivery	10:00 AM to 1:00 PM & 2:00 PM to 4:00 PM (Monday to Friday) 10:00 AM to 1:00 PM (Saturday) except public holidays

Applicants who cannot hand deliver their documents at the collection centers, may send their documents only by registered post/speed post, at their own risk, to the Registrar to the Offer, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase–II, New Delhi – 110020 so as to reach the Registrar to the Offer on or before the closure of the Open Offer i.e. Monday, August 13, 2012

THE PUBLIC SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS/EQUITY SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSURE OF THE OPEN OFFER I.E. AFTER 4.00 P.M. ON MONDAY, AUGUST 13, 2012 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND ARE LIABLE TO BE REJECTED.

TEAR ALONG THIS LINE

Acknowledgement Slip **Ahlcon Parenterals (India) Limited – Open Offer** **Sr. No.** ____________

(To be filled in by the Public Shareholder) (Subject to verification)

Received from Mr./Ms./M/s. ____________________

Address: ____________________

Physical Equity Shares: Folio No. ____________ Demat Equity Shares: DP ID ____________ Client ID ____________

Form of Acceptance-cum-Acknowledgement along with:

☐ Physical Equity Shares:
No. of Equity Shares ____________ No. of certificates enclosed ____________

☐ Demat Equity Shares:
Copy of delivery instruction for ____________ number of Equity Shares credited

(Tick whichever is applicable)

Signature of Official ____________ Date of Receipt ____________

Stamp of collection centre