LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) of BLUE BLENDS (INDIA) LIMITED. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed(s) to the Members of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY
Mr. Anand Arya, Mrs. Indu Arya & Mr. Aman Arya
all residing at B-2, 26th Floor, Prithvi Apartments, Altamount Road, Mumbai - 400 026;
Tel.: 022-23735877 / 23537788; Fax.: 022-22080470
and
Cressida Traders Private Limited
Regd. Off.: JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002;
Tel.: 022-22088736; Fax.: 022-22080470
TO ACQUIRE
89,81,450 fully paid up Equity Shares of ₹ 10/- each representing 26% of the Emerging Voting share capital at a price of ₹ 2/- (Two only) per share (‘Offer Price’), payable in cash,
of BLUE BLENDS (INDIA) LIMITED (‘BBIL’ or the ‘Target Company’)
Regd. Off.: JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002;
Tel.: 022-22088736 / 5951 / 5952; Fax: 022-22080470; E-mail: blueblends@yahoo.com;
pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (‘SEBI (SAST) Regulations’)

- This Offer is being made by the Acquirers pursuant to Regulation 3(2) and other applicable provisions of SEBI (SAST) Regulations.
- This Offer is not conditional upon any minimum level of acceptance by the shareholder(s) of the Target Company.
- There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date but before the completion of the Open Offer.
- Upward revision/withdrawal, if any, of the Offer would be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement (‘DPS’) has appeared. The Acquirers are permitted to revise the Offer Size and/or Offer Price upwards only at any time prior to the commencement of the last three working days before the commencement of the Tendering Period i.e. November 12, 2012 (Monday). Such revised Offer Price would be payable by the Acquirers to all the shareholders who has validly tendered their shares anytime during the Tendering Period to the extent their shares have been verified and accepted by the Acquirers.
- As described in paragraph 7.4 of this Letter of Offer, Public Shareholders who are either NRIs or OCB and wish to tender their Equity Shares in this Offer, shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India, if any, that have been obtained at the time of their acquisition of the Equity Shares.
- **There have been no competing offers as on the date of this Letter of Offer.**
- A copy of the Public Announcement (‘PA’), Detailed Public Statement (‘DPS’) and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on Securities and Exchange Board of India (‘SEBI’) web-site: www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ASHIKA GROWING & SHARING WITH YOU	U R P V A
ASHIKA CAPITAL LIMITED 1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai - 400 021. Tel: +91-22-66111700; Fax: +91-22-66111710 E-mail: mbd@ashikagroup.com **Contact Person: Mr. Narendra Kumar Gamini / Mr. Pranav Nagar**	**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED** Unit No. 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (East), Mumbai - 400 011; Tel: 022-23018261 / 23016761; Fax: 022-23012517 E-mail: busicomp@vsnl.com **Contact Person: Mr. V. B. Shah**

SCHEDULE OF ACTIVITIES OF THE OFFER IS GIVEN BELOW:

Activities	Original Date & Day	Revised Date & Day
Public Announcement	July 25, 2012 (Wednesday)	July 25, 2012 (Wednesday)
Publication of Detailed Public Statement	August 1, 2012 (Wednesday)	August 1, 2012 (Wednesday)
Filing of Draft Letter of Offer with SEBI along with soft copies of Public Announcement and Detailed Public Statement	August 8, 2012 (Wednesday)	August 8, 2012 (Wednesday)
Last date for a Competing Offer	August 23, 2012 (Thursday)	August 23, 2012 (Thursday)
Receipt of comments from SEBI on Draft Letter of Offer	August 31, 2012 (Friday)	October 30, 2012 (Tuesday)
Identified Date*	September 4, 2012 (Tuesday)	November 01, 2012 (Thursday)
Date by which Letter of Offer be posted to the shareholders	September 11, 2012 (Tuesday)	November 08, 2012 (Thursday)
Last date for revising the Offer Price	September 13, 2012 (Thursday)	November 12, 2012 (Monday)
Comments from Board of Directors of Target Company	September 14, 2012 (Friday)	November 15, 2012 (Thursday)
Advertisement of Schedule of activities for Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	September 17, 2012 (Monday)	November 16, 2012 (Friday)
Date of Opening of the Offer	September 18, 2012 (Tuesday)	November 19, 2012 (Monday)
Date of Closure of the Offer	October 03, 2012 (Wednesday)	December 03, 2012 (Monday)
Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	October 17, 2012 (Wednesday)	December 17, 2012 (Monday)

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.*

RISK FACTORS:

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

1. In the event that either the regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirers not to proceed with the Offer, then the 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 of Target Company, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed.

2. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

3. In case of over-subscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

4. The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance, if any, and the Transfer Deed (s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company.

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

Relating to the Acquirers:

1. The Acquirers make no assurance with respect to the financial performance of the Target Company. The Acquirers make no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.

2. The Acquirers cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

3. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LoF)/ Detailed Public Statement (DPS)/Public Announcement(PA) and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.

4. The Acquirers do not accept the responsibility with respect to the information contained in PA or DPS or LoF that pertains to the Target Company and has been compiled from publicly available resources.

The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder's participation in the Offer and related transfer of Equity Shares of the Target Company to the Acquirers.

TABLE OF CONTENTS

1. ABBREVIATIONS / DEFINITIONS

Acquirers	Mr. Anand Arya Mrs. Indu Arya Mr. Aman Arya Cressida Traders Private Limited
ARC	Asset Reconstruction Company
ASE	Ahmedabad Stock Exchange Limited
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956, as amended or modified from time to time
Current Voting Share Capital	Total Equity Shares of the Target Company carrying voting rights as on the date preceding the date of PA
DSE	Delhi Stock Exchange Limited
DPS / Detailed Public Statement	Detailed Public Statement relating to the Offer published on August 01, 2012
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer, except the Acquirers, Sellers and the Present Promoters / Promoter Group of the Target Company
Emerging Voting Share Capital	The total equity shares of the Target Company carrying voting rights, as on the 10th working day from the Closure of the Tendering Period under this Offer. For the purpose of this definition, the total equity shares of the target company carrying voting rights as of 10th working day from the closure of the tendering period shall take into account all potential increases in the number of outstanding equity shares carrying voting rights, including the increase on account of the option to convert 5% Redeemable Cumulative Optionally Convertible Preference Shares, during the Offer Period contemplated as on PA date
Equity Shares	Fully paid-up equity shares of the Target Company of the face value ₹ 10/- (Rupees Ten only) each
Escrow Account	Shall have the meaning given to it in paragraph 6.2 (b) of this Letter of Offer
Escrow Amount	Shall have the meaning given to it in paragraph 6.2 (b) of this Letter of Offer
Escrow Bank	Shall have the meaning given to it in paragraph 6.2 (b) of this Letter of Offer
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investor registered with SEBI
Form of Acceptance	Form of Acceptance cum Acknowledgement, accompanying with this Letter of Offer
Identified Date	November 01, 2012 (Thursday) i.e. date falling on the tenth (10^{th}) 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
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
INR / ₹	Indian Rupees, the legal currency of India
Letter of Offer / LoF	The Letter of Offer dated November 03, 2012
Manager / Manager to the Offer	Ashika Capital Limited
MICR	Magnetic Ink Character Recognition
MSE	Madras Stock Exchange Limited
NA	Not Applicable
NECS	National Electronic Clearing System

NEFT	National Electronic Funds Transfer
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indians
NSE	National Stock Exchange of India Limited
OCBs	Overseas Corporate Bodies
Offering period	Period from the date of release of Public Announcement to the date of payment of consideration
Offer/Open Offer	The Open Offer made by the Acquirers to the Public Shareholders to acquire 89,81,450 Equity Shares, representing 26% of the Emerging Share Capital of Target Company
Offer Price	₹ 2/- (Rupees Two only) per Equity Share
Offer Size	89,81,450 Equity Shares representing 26% of the Emerging Voting Share Capital of the Target Company at a price of ₹ 2/- (Rupees Two only) per equity share, aggregating to ₹ 1,79,62,900/- (Rupees One Crore Seventy Nine Lakhs Sixty Two Thousand Nine Hundred only)
PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirers on July 25, 2012 (Wednesday)
Promoters	Promoter and Promoter Group of the Blue Blends (India) Limited as per clause 35 of the Listing Agreement with Stock Exchanges
Public Shareholder(s)	The equity shareholder(s) of the Target Company except the Promoters
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Purva Sharegistry (India) Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended from time to time
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (SAST) Regulations / SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
SEBI (SAST) Regulations 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof
Stock Exchanges	Collectively BSE, NSE, ASE, MSE and DSE
Target Company/ BBIL	Blue Blends (India) Limited
Tendering Period / Offer Period	Period within which Shareholders of Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including November 19, 2012 (Monday) and December 03, 2012 (Monday)

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF BLUE BLENDS (INDIA) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND 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 ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, ASHIKA CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 07, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 BACKGROUND OF THE OFFER

a. This Open Offer (‘Offer’) is being made by Mr. Anand Arya, Mrs. Indu Arya, Mr. Aman Arya and Cresida Traders Private Limited (hereinafter collectively referred to as the ‘Acquirers’) to the equity shareholders, other than the Sellers, Acquirers and Promoter / Promoter Group, of Blue Blends (India) Limited (hereinafter referred to as ‘BBIL’ or the ‘Target Company’), pursuant to and in compliance with Regulation 3(2) and other applicable provisions of the SEBI (SAST) Regulations for substantial acquisition of shares/voting rights over and above the current aggregate holding in the Target Company.

b. The Acquirers are part of the Promoters of the Target Company. The list of Individuals / Bodies corporate forming part of the Promoters, as per clause 35 of the listing agreement filed with Stock Exchanges as on September 30, 2012, is as stated below:

Sr. No.	Name of the Individual / Entity
1.	Bindal Synthetics Private Limited
2.	Blue Blends Leasing Private Limited
3.	Blue Blends Petrochemicals Limited
4.	Cressida Traders Private Limited
5.	Premier Equity Limited
6.	Premier Synthetics Limited
7.	Blue Blends Finance Limited
8.	Mr. Anand Arya
9.	Mrs. Indu Arya
10.	Mr. Aman Arya

c. The Acquirers purchased 45,00,000 Equity Shares of the Target Company vide Sale Bills dated July 25, 2012 from various shareholders (hereinafter referred to as ‘Sellers’) representing 24.76% of Current Voting Share Capital of Target Company, at a price of ₹ 2/- per share, payable in cash, as detailed herein below:

Sr. No.	Name of Sellers	Address of Sellers	No. of Shares / Voting Rights sold	Percentage (%) of Current Voting Share Capital
1.	Delight Financial Advisor Private Limited	A/301, Sai Mahal, R. N. P. Park, Bhayander (E), Thane - 401 105.	9,00,000	4.95

2.	Khushi Industries Limited	4A, 2nd Floor, Bombay Hospital Trust Bldg, 134 Meadows Street, Fort, Mumbai - 400 001.	6,00,000	3.30
3.	Terry Towel Industries Limited	134, Nagindas Master Road, Room No. 4/A, 2nd Floor, Birla Mansion, Fort, Mumbai - 400 023.	6,00,000	3.30
4.	Choosy Fashions Private Limited	607, Jewel World (Cotton Exchange Building), 6th Floor, Kalbadevi Road, Mumbai - 400 002.	6,00,000	3.30
5.	K. P. Enterprises	24, Pancharatna Building, Near Railway Station, Bhayander (East), Thane - 401 105.	6,00,000	3.30
6.	Starwings Fashion Trading Private Limited	BH-45, Salt Lake City, Kolkata - 700 091.	6,00,000	3.30
7.	Indravarun Trade Impex Private Limited	42, Pancharatna, Station Road, Bhayander (East), Thane - 401 105.	6,00,000	3.30
TOTAL			**45,00,000**	**24.76**

The price of ₹ 2/- per share as mentioned above is the highest and the average price of acquisition of Equity Shares vide the Sale Bills.

d. The details regarding the Shares acquired by the Acquirers *vide* the Sale Bills is as follows:

Name of the Acquirers	No. of Shares / Voting Rights Purchased	Percentage (%) of Current Voting Share Capital
Mr. Anand Arya	39,00,000	21.46
Mr. Aman Arya	6,00,000	3.30
Total	**45,00,000**	**24.76**

e. No change is proposed in the Board of Directors after the Offer. Mr. Anand Arya holds the position of the Chairman & Managing Director in the Target Company.

f. The Acquirers holding in the Target Company as on the date of the PA was as under:

Name of the Acquirer	No. of Shares held	% of Current Voting Share Capital
Mr. Anand Arya	22,71,835	12.50
Mrs. Indu Arya	11,06,890	6.09
Mr. Aman Arya	8,00,000	4.40
Cressida Traders Private Limited	4,00,600	2.21
TOTAL	**45,79,325**	**25.20**

g. The Promoters, other than the Acquirers are also holding in aggregate 22,95,079 Equity Shares constituting 12.63% of the Current Voting Share Capital of the Target Company. They are not acting in concert with the Acquirers for this Open Offer and undertake not to tender any shares held by them in the Open Offer.

h. The Aggregate shareholding of the Promoters as on the date of PA is 68,74,404 Equity Shares constituting 37.83% of the Current Voting Share Capital of the Target Company. Out of the said shares, 24,38,204 Equity Shares are pledged with Banks, Financial Institutions (now assigned to ARC) and Corporate Bodies as collateral security.

i. No other person / individual / entity are acting in concert with the Acquirers for the purposes of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

j. The Acquirers, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

k. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published. A copy whereof shall be sent to SEBI, BSE, NSE, ASE, MSE, DSE and Manager to the Offer and in case of a competing offer/s to the Manager/s to the Open Offer for every competing offer.

3.2 DETAILS OF THE PROPOSED OFFER

a. The PA announcing the Open Offer, under Regulation 3(2), read with Regulation 13, 14 and 15 of the SEBI (SAST) Regulations, was made on July 25, 2012 and informed to the BSE, NSE, ASE, MSE and DSE immediately and a copy thereof was also filed with the SEBI and the Target Company at its registered office on July 26, 2012

b. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on August 01, 2012 in the following newspapers:

Publication	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadweep	Marathi	All Editions

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

c. Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer to SEBI, the Stock Exchanges and to the Target Company at its registered office.

d. The Offer is being made by the Acquirers to the shareholders of BBIL, other than the Acquirers, Sellers and Promoters / Promoter Group, to acquire 89,81,450 (Eighty Nine Lakhs Eighty One Thousand Four Hundred Fifty only) Equity Shares representing 26% of the Emerging Voting Share Capital of BBIL at a price of ₹ 2/- (Rupees Two only) per Equity Share ('Offer Price'), payable in cash subject to the terms and conditions set out in the PA, DPS and this LoF.

e. There are no partly paid up Equity Shares in the Target Company. Further, there is no differential pricing for the Offer.

f. This is not a Competitive Bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

g. The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. in terms of Regulation 19(1) of the SEBI (SAST) Regulations The Acquirers will accept those Equity Shares of BBIL which are tendered in valid form in terms of this Offer upto a maximum of 89,81,450 Equity Shares representing 26% of the Emerging Voting Share Capital of the Target Company.

h. The Acquirers have not acquired any shares of the Target Company after the date of PA i.e. July 25, 2012, up to the date of this LoF.

i. As per Regulation 24(4) of SEBI (SAST) Regulations, Mr. Anand Arya undertakes not to participate in any deliberations of the Board of Directors of the Target Company or vote on any matter in relation to the Open Offer.

j. As on date, the Manager to the Offer, Ashika Capital Limited does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

k. The Equity Shares of the Target Company acquired by the Acquirers shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

l. The Acquirers undertake that if, pursuant to this Offer the public Shareholding in the Target Company falls below 25% of the paid-up equity share capital (assuming 100% tendering in the Offer), the Acquires will bring down the non-public shareholding to the levels specified (i.e. 75% of the paid-up equity share capital as specified in Securities Contract (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchanges on which shares of the Target Company are listed and in accordance with Regulation 7(4) of the Regulations. As per Regulation 7(5) of the Regulations, the Acquirers also undertake, that pursuant to this Offer, if the Promoters shareholding exceeds the maximum permissible non-public shareholding, under the Regulations, the Promoters will not make a voluntary delisting offer under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, unless a period of twelve (12) months has elapsed from the date of the completion of the Offer Period.

3.3 OBJECT OF THE OFFER

a. This Offer is being made to the shareholders of Target Company pursuant to and in compliance with Regulation 3(2) SEBI (SAST) Regulations.

b. The object of acquisition is to consolidate the existing holding of the Acquirers. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be effected will be in accordance with the laws applicable. The Acquirers may reorganize and/or streamline various businesses for commercial reasons and operational efficiencies.

c. The Acquirers do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

4. BACKGROUND OF THE ACQUIRERS

1. **Mr. Anand Arya**, son of Mr. Chandulal Agarwal, aged about 60 years, is residing at B-2, 26th Floor, Prithvi Apartments, Altamount Road, Mumbai - 400 026. He is a LLB and a Bachelor of Commerce and has experience in areas like Textiles, Synthetic Yarns, Finance, etc. The Net Worth of Mr. Anand Arya, as on June 30, 2012, is ₹ 1,36,90,172 (Rupees One Crore Thirty Six Lakhs Ninety Thousand One Hundred Seventy Two only) as certified by Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com vide certificate dated July 25, 2012.

2. **Mrs. Indu Arya**, wife of Mr. Anand Arya, aged about 59 years, is residing at B-2, 26th Floor, Prithvi Apartments, Altamount Road, Mumbai - 400 026. She is a Bachelor of Arts and has experience in areas of Textiles & Synthetic Yarns. The Net Worth of Mrs. Indu Arya, as on June 30, 2012, is ₹ 2,63,74,490 (Rupees Two Crore Sixty Three Lakhs Seventy Four Thousand Four Hundred Ninety only) as certified by Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com vide certificate dated July 25, 2012.

3. **Mr. Aman Arya**, son of Mr. Anand Arya, aged about 25 years, is residing at B-2, 26th Floor, Prithvi Apartments, Altamount Road, Mumbai - 400 026. He is a Bachelor of Busines Administration and has experience in area of Denim Fabrics. The Net Worth of Mr. Aman Arya, as on June 30, 2012, is ₹ 74,54,410 (Rupees Seventy Four Lakhs Fifty Four Thousand Four Hundred Ten only) as certified by Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com vide certificate dated July 25, 2012.

4. **Cressida Traders Private Limited (‘Cressida’)**

a) Cressida was incorporated on January 19, 1985 under the Companies Act 1956 with the Registrar of Companies, Mumbai. The Registered Office of Cressida is situated at JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002. The Corporate Identity Number (CIN) of Cressida is U51900MH1985PTC035117. Cressida is engaged in the business of letting out Properties on Rent/Lease. Based on the Valuation Report dated November 15, 2011 given by Best Mulyankan Consultants Limited (having Regd. Off. at 307-A, Best Commercial Complex, Opp. Railway Station, Andheri (W), Mumbai – 58; Telefax: 022-2628562) the value of Commercial Space owned by Cressida is certified as ₹ 557.00 Lakhs. Accordingly, the total Net Worth of Cressida Traders Private Limited as on March 31, 2012 as certified by Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com *vide* certificate dated July 25, 2012 is arrived at ₹ 5,77,96,337 (Rupees Five Crore Seventy Seven Lakhs Ninety Six Thousand Three Hundred Thitry Seven only).

b) The Shareholding Pattern of Cressida, as on date, is as under:

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Shares
1.	Mr. Anand Arya	99	9.90
2.	Mrs. Indu Arya	300	30.00
3.	Mr. Aman Arya	600	60.00
4.	Mr. Bajrang Bardia	1	0.10
TOTAL SHARES		**1000**	**100.00**

* *The Face Value of the Equity Shares of Cressida is ₹100*

c) The details of Board of Directors of Cressida, as on the date of LoF, are as follows:

Sr. No.	Name of the Director	Address of Director	Date of Appointment	Qualifications	Experience	DIN
1.	Mr. Anand Arya	B-2, Prithvi Apartments, 26th Floor, Altamount Road, Mumbai – 400 026	Since Inception	B.Com., L.L.B.	32 years Experience in the Textile Industry	00084995
2.	Mr. Bajrang Bardia	503, I Wing, Vraj Apartment, Vishnu Park, Rawalpada, Dahisar (East), Mumbai – 400 068	24.03.1987	H. S. C.	Around 30 years Experience in Accounting	00080213

As on the date of this LoF, Mr. Anand Arya, Director of the Acquirer Company is also a member on the Board of the Target Company.

d) The Financial details of Cressida are as under:

Profit & Loss Statements

(₹ in Lakhs)

For the period/year ended	31.03.2012 (Audited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Income:			
Income from Operations / Other Income	10.02	10.05	10.02
Total Income	**10.02**	**10.05**	**10.02**
Total Expenditure:	1.28	1.12	0.94
Profit/(Loss) Before Depreciation, Interest and Tax	**8.74**	**8.93**	**9.08**
Interest & Bank Charges	7.00	7.00	7.00
Depreciation	-	-	-
Profit/ (Loss) Before Tax	**1.74**	**1.93**	**2.08**
Current Tax	0.54	0.59	0.64
Profit/ (Loss) After Tax	**1.20**	**1.34**	**1.44**

Balance Sheet Statement

(₹ in Lakhs)

As on	31.03.2012 (Audited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Sources of Funds:			
Paid up Share Capital	1.00	1.00	1.00
Reserves & Surplus	28.46	27.26	25.92
Less : Miscellaneous Expenditure	-	-	-
NETWORTH	**29.46**	**28.26**	**26.92**
Secured Loan	-	-	-
Unsecured Loans	330.95	110.15	109.75
TOTAL	**330.95**	**110.15**	**109.75**
Application of funds:			
Net Fixed Assets	8.50	8.50	8.50
Investments	358.40	358.40	358.40
Net Current Assets	(6.49)	(228.49)	(230.23)
TOTAL	**360.41**	**138.41**	**136.67**

Other Financial Data

For year ended	31.03.2012 (Audited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Dividend (%)	Nil	Nil	Nil
EPS (₹ per Share of ₹ 100)	120.70	133.51	143.67
Return on Networth (%)	4.07	4.72	5.34
Book Value (₹ per Share of ₹ 100)	2945.84	2825.77	2692.26

Notes:
Networth: Paid-up Share Capital + Reserves & Surplus - Miscellaneous Expenditure
EPS = Profit after tax / number of outstanding Equity Shares 7at the close of the year/period.
Return on Net Worth = Profit after Tax /Net Worth
Book Value per Share = Net Worth / No. of Equity Shares

e) There are no Contingent Liabilities as per the Audited Financials for the year ended March 31, 2012.

f) The Equity Shares of Cressida are not listed on any Stock Exchange in India or abroad.

5. Mr. Anand Arya and Mrs. Indu Arya are husband and wife and Mr. Aman Arya is their Son. Mr. Anand Arya, Mrs. Indu Arya and Mr. Aman Arya are collectively holding 99.90% of the share capital of Cressida and are the persons in control of Cressida.

6. Name of the Companies in which the individual Acquirers are Promoters / Directors:

Name	Companies in which acquirers are Promoters / Directors*	Activities / Nature of Business
Mr. Anand Arya	• Premier Synthetics Limited	• Manufacturing and Cotton Spinning
	• Murbad Syntex Private Limited	• No Current Business Activity
	• Blue Blends Finance Limited	• Financing Activity
	• Blue Blends Stocks and Securities Limited	• No Current Business Activity
	• Cressida Traders Private Limited	• Renting / Leasing of Real Estate
	• Premier Equity Limited	• No Current Business Activity
	• Blue Blends Petrochemicals Limited	• Trading of Chemicals and Dyes
	• Blue Blends Holdings Limited	• No Current Business Activity
	• Blue Blends Leasing Private Limited	• Job Work of Fabrics
	• Bindal Synthetics Private Limited	• Job Work of Fabrics
Mrs. Indu Arya	NIL	
Mr. Aman Arya	NIL	

Note: None of these entities are acting in concert for this Offer.

7. As on the date of LoF, the Acquirers hold 45,79,325 shares (excluding the shares acquired *vide* the Sale Bills dated July 25, 2012) representing 25.20% of the Current Voting Share Capital in the Target Company. The Acquirers have complied with the provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI Regulations, 2011 in last ten years except:

   - Filing under Regulation 7(1) instead of Regulation 7(1A) of the SEBI (SAST) Regulations 1997 for shares bought by Mr. Anand Arya [4,49,330 Equity Shares (2.96%)] and Mrs. Indu Arya [9,95,470 (6.56%)] during the financial year 2005-06. However, the same has been rectified and disclosure under 7(1A) has been filed with the Stock Exchanges on September 03, 2012.

8. Mrs. Indu Arya has not complied with the Regulation 3(3) & 3(4) of the SEBI (SAST) Regulations, 1997 pertaining to acquisition [9,95,470 Equity Shares (6.56%)] during the financial year 2005-06. However, the same was complied by filing the report, under Regulation 3(4) for inter-se transfer of Shares, with SEBI on September 12, 2012

9. The Promoters / Promoter Group other than the Acquirers have complied with the provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI Regulations, 2011 in last ten years except:

   - Filing under Regulation 7(1) instead of Regulation 7(1A) of the SEBI (SAST) Regulations 1997 for shares sold by Blue Blends Petrochemicals Ltd. [505627 Equity Shares (3.33%)] during the financial year 2005-06. However, the same has been rectified and disclosure under 7(1A) has been filed with the Stock Exchanges on September 03, 2012.

   - Regulations 7(1A) of the SEBI (SAST) Regulations 1997 for shares sold by Bindal Synthetics Ltd. [4,43,580 Equity Shares (2.92%)] and Blue Blends Leasing Pvt. Ltd. [4,89,843 Equity Shares (3.23%)] during the financial year 2005-06.

10. SEBI may take appropriate action against the Promoters / Acquirers for the non-compliances mentioned herein above under Chapter II of SEBI (SAST) Regulations, 1997.

5. BACKGROUND OF TARGET COMPANY – BLUE BLENDS (INDIA) LIMITED

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

a) The Target Company, Blue Blends (India) Limited, was incorporated on February 16, 1981 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra as Blue Blends & Texturising Manufacturing Company Private Limited. Pursuant to the Company being converted into a public limited, its name was changed to Blue Blends & Texturising Manufacturing Company Limited on December 07, 1983. The name was further changed to Blue Blends (India) Limited on April 13, 1988. The Corporate Identity Number (CIN) of the Target Company is L17120MH1981PLC023900.

b) The Registered Office of the Target Company is situated at JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002, Maharashtra, India.

c) The Target Company is mainly engaged in the Manufacturing of Denim Fabrics and Garments.

d) The Target Company has a subsidiary company, namely, Blue Blends Equity Limited. This company is not carrying out any business activity.

e) The Authorized Share Capital of the Target Company is ₹ 5,350.00 Lakhs comprising of 2,05,00,000 Equity Shares of ₹ 10 each and 33,00,000 Preference Shares of ₹ 100 each. The Issued, Subscribed and Paid-up Capital of the Target Company is ₹ 5,044.40 Lakhs comprising of the following:

Particulars	Face Value (₹)	No. of Shares	Paid-up Capital (₹)
Equity Shares	10	1,81,73,988	18,17,39,880
16% Redeemable Cumulative Non Convertible Preference Shares	100	1,50,000	1,50,00,000
15% Redeemable Cumulative Non Convertible Preference Shares	100	2,50,000	2,50,00,000
18% Redeemable Cumulative Non Convertible Preference Shares	100	2,00,000	2,00,00,000

0.01% Redeemable Cumulative Non Convertible Preference Shares	100	9,90,000	9,90,00,000
5% Redeemable Cumulative Optionally Convertible Preference Shares	100	16,37,000	16,37,00,000
TOTAL			**50,44,39,880**

f) **Share Capital Structure:**

The share capital structure of the Target Company is as follows:

Paid-up Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity Shares	1,81,73,988	100%
Partly Paid-up Equity Shares	Nil	Nil
Total Paid-up Equity Shares	1,81,73,988	100%
Total voting rights in Target Company	1,81,73,988	100%

g) The equity shares of the Target Company are listed on BSE, NSE, ASE, MSE and DSE and are not frequently traded on any of the Stock Exchanges within the meaning of Regulation 2(1) (j) of SEBI (SAST) Regulations.

h) Out of the total 1,81,73,988 Equity Shares of the Target Company, 70,00,000 Equity Shares are yet to be listed on NSE, ASE, MSE and DSE. The Target Company has filed the listing application(s) but since there were non-compliances under the provisions of Listing Agreement the listing permission of the said shares was not granted. However, the Target Company has recently complied with the pending compliances and the matter is under process.

i) The Target Company has complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011 in last ten years.

j) The Company has been complying with the provisions of the listing agreement entered into with the Stock Exchanges except:

Sr. No.	Exchange	Clause	Remark
1.	MSE	Clause 41 (I) (c) (i) – Limited Review Report	Not complied for 2nd Quarter in F. Y. 2010-11
		Clause 35 – Shareholding Pattern	Not complied for 3rd Quarter in F. Y. 2008-09
		Clause 49 (VI) (ii) – Quarterly Compliance Report for Corporate Governance	Not complied for 3rd Quarter in F. Y. 2008-09
2.	ASE	Clause 19 & 20 - Statement of Appropriation	Not Received for the Year /H.Y./Qtr. 2011-12
		Clause35-Distribution Schedule	Not Received for the year(s) 2009-2010, 2010-2011& for the Quarter ended 31.03.2012
		Clause 41-Quarterly Financial Result	Not Received for the Quarter ended 31.12.2011
		Clause 41-Half yearly / Qtr. Limited Review Report	Not Received for the Quarter ended 31.12.2011
3.	DSE	Clause 31d-Minitues of AGM/EGM	Not received for the period 2008, 2009
		Secretarial Audit	Not received for the period 30/06/2012
		Disclosure u/r 6 (2) & 6(4) of SEBI (SAST) Reg., 1997	Not received
		Disclosure u/r 8(3) of SEBI (SAST) Reg., 1997	Not received for 1998, 2000, 2001, 2004, 2009

The Target Company has submitted the necessary documents towards the above non-compliances with the respective Stock Exchanges *vide* letters dated August 23, 2012.

k) The Equity Shares of the Target Company are suspended from trading on ASE, BSE, DSE and NSE due to Non- Compliance of the Listing Agreement. The Target Company is in the process of revocation of suspension in trading of its Equity Shares. BSE, vide their letter no. DCS/COMP/OT/TB/65/2012-13 dated June 15, 2012 has given their in-principle approval for revocation of suspension for the equity shares of the Target Company subject to fulfilment of certain conditions. The Target Company is in the process of complying with the same. Further, reason of suspension of the shares of the Target Company on these Stock Exchanges and steps taken by the Target Company for the same is given in the below table:

Stock Exchange	Date of Suspension	Reason for Suspension	Current Status
BSE	10.09.2001	Non-Compliance with the Provisions of Listing Agreement	Complied with the provisions of Listing Agreement and In-principle approval for revocation obtained from BSE.
NSE	05.07.2000	Non-Compliance with the Provisions of Listing Agreement	Complied with the provisions of Listing Agreement and Application for revocation of suspension submitted. Reply awaited from the Stock Exchange
ASE	-*	Non-Compliance with the Provisions of Listing Agreement	Application for revocation of suspension submitted. Reply awaited from the Stock Exchange
DSE	09.01.2002	Non-Compliance with the Provisions of Listing Agreement	Application for revocation of suspension submitted. Reply awaited from the Stock Exchange

* Data Not Available

l) The Company has duly paid the listing fees to the Stock Exchanges except ASE, MSE and DSE.

m) There is no outstanding instrument in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into Equity Shares on any later date. There are no partly paid up shares in the Target Company. As on the date of this LoF, there are 16,37,000 5% Redeemable Cumulative Optionally Convertible Preference Shares which are convertible into Equity Shares of ₹ 10/- each of the Target Company at the discretion of the holder of the preference shares i.e. Edelweiss Asset Reconstruction Company Limited. However, no such option has been exercised by the holder as on the date of this. The same has been taken into account for calculating the Emerging Voting Rights of the Target Company. The capital structure build-up to arrive at Offer Size is as under:

Particulars	No. of Shares
Total number of Equity Shares outstanding as on March 31, 2012 (As per clause 35 of the Listing Agreement) **(A)**	1,81,73,988
Redeemable Cumulative Non-Convertible Preference Shares on which voting rights have been accrued **(B)**	0
Current Voting Share Capital (A+B)	1,81,73,988
5% Redeemable Cumulative Optionally Convertible Preference Shares **(C)**	1,63,70,000
Emerging Voting Share Capital (A+B+C)	3,45,43,988

Source: Annual Report for the financial year ended March 31, 2011, BSE and NSE.

n) As on date of the PA, the Promoters, including the Acquirers, hold 68,74,404 Equity Shares, constituting 37.83% of the Current Voting Share Capital of the Target Company (excluding shares purchased vide Sale Bills dated July 25, 2012). None of the shares of the Target Company are under lock in. However, in terms of the BSE letter mentioned in 5(k) above, the entire Promoters' holding is liable for lock-in for a period of 3 months from the date of revocation of suspension.

o) **Details of the Board of Directors of Target Company:**

As on the date of the PA, the Directors representing the Board of Target Company are:

Sr. No.	Name of the Director	Address of Director	Date of Appointment	Qualifications	Experience
1.	Mr. Anand Arya	B-2, Prithvi Apartments, 26th Floor, Altamount Road, Mumbai – 400 026	Since Inception	B.Com., L.L.B.	32 Years Experience in the Textile Industry
2.	Mr. Suraj Dugar	503, Arihant Building, Near Terapanth Bhavan, Opp. Cambridge School, Thakur Complex, Kandivali (East), Mumbai – 400 101	31.10.2001	B.Com.	25 Years Experience in Marketing and Finance
3.	Mr. S. K. Tambawalla	Flat No. B-123, Taheri Manzil, Nesbit Road, Mazagaon, Mumbai – 400 010	31.10.2005	B.Com., L.L.B.	Advocate by Profession with a bar standing experience of more than 3 decades.
4.	Mr. K Parthasarathy	Flat No. 601, Mithila, Plot No. 367 B, Model Colony, Pune – 411 016	31.07.2007	Post Graduate in Economics (First Rank)	35 Yrs. Experience in Banking
5.	Mr. Pujaram Purohit	A-302, Salasar Krupa, Bhageshree Park, J.H. Poddar Road, Bhayander (West), Bhayander – 401 101 Dist. Thane, Maharashtra	19.07.2011	Matriculate	Around 2 decades of experience in Accounting, Marketing Textile Products & Banking.

p) There has been no merger / de-merger or spin off in the Target Company during the past three years.

q) **Financial Information:**

Brief Audited Financial Information for the year ended March 31, 2010, March 31, 2011, and Unaudited but Certified Financial Information for the year ended March 31, 2012 are as follows:

Profit & Loss Statements

(₹ in Lakhs)

For the period/year ended	31.03.2012 (Unaudited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Income:			
Income from Operations / Other Income	17,172.78	17,355.94	12,410.15
Exceptional Items	-	-	5,812.56
Total Income	**17,172.78**	**17,355.94**	**18,222.70**
Total Expenditure:	16,613.17	15,957.45	11,651.35
Profit/(Loss) before Depreciation, Interest & Tax	559.61	1,398.49	6,571.35
Interest & Bank Charges	134.66	163.44	176.93
Depreciation	594.10	678.78	678.77
Profit/ (Loss) Before Tax	**(169.15)**	**556.27**	**5,715.65**
Tax	(0.01)	-	(0.04)
Profit/ (Loss) After Tax	**(169.16)**	**556.27**	**5,715.61**

Balance Sheet Statement

(₹ in Lakhs)

As on	31.03.2012 (Unaudited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Sources of Funds:			
Paid up Share Capital	5,044.40	5,044.40	5,044.40
Reserves & Surplus	(6,148.10)	515.24	515.24
Profit & Loss (Debit)	-	(6,494.18)	(7,050.45)
Less : Miscellaneous Expenditure	-	-	-
NETWORTH	**(1,103.70)**	**(934.54)**	**(1,490.81)**
Secured Loan	8,183.46	9,898.46	10,429.77
Unsecured Loans	1,780.92	1,851.63	2,112.41
TOTAL	**9,964.38**	**11,750.09**	**12,542.18**
Application of funds:			
Net Fixed Assets	3,432.53	6,466.14	7,105.94
Investments	1,074.06	1,074.09	1,074.09
Net Current Assets	4,354.09	3,275.32	2,871.34
TOTAL	**8,860.68**	**10,815.55**	**11,051.37**

Other Financial Data

(₹ in Lakhs)

For year ended	31.03.2012 (Unaudited)	31.03.2011 (Audited)	31.03.2010 (Audited)
Dividend (%)	Nil	Nil	Nil
EPS (₹)	(0.93)	3.06	31.45*
Return on Networth (%)	Negative	Negative	Negative
Book Value per share (₹)	(6.07)	(5.14)	(8.20)

** Mainly on account of Exceptional Items*

Notes:

Networth: Paid-up Share Capital + Reserves & Surplus - Miscellaneous Expenditure
EPS = Profit after tax / number of outstanding Equity Shares at the close of the year/period.
Return on Net Worth = Profit after Tax /Net Worth
Book Value per Share = Net Worth / No. of Equity Shares

r) **Shareholding Pattern of the Target Company**

i. **Pre and Post-Offer Shareholding Pattern of the Target Company (on basis of Emerging Voting Share Capital):**

Shareholders' Category	Shareholding & Voting Rights prior to the Offer		Shares / Voting Rights agreed to be Acquired which triggered off the Regulations		Shares/ Voting Rights to be Acquired in Open Offer (assuming full acceptances)		Shareholding / Voting Rights after the Acquisition and Offer	
	(A)		(B)		(C)		(A)+(B)+(C) = (D)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter Group including Acquirers								
a) Acquirers:								
(i) Mr. Anand Arya	22,71,835	6.58	39,00,000	11.29	89,81,450*	26.00	1,80,60,775	52.28
(ii) Mrs. Indu Arya	11,06,890	3.20	-	-				
(iii) Mr. Aman Arya	8,00,000	2.32	6,00,000	1.74				
(iv) Cressida Traders Private Limited	4,00,600	1.16	-	-				
Total (a)	45,79,325	13.26	45,00,000	13.03	89,81,450	26.00	1,80,60,775	52.28
b) Promoters other than (a) above	22,95,079	6.64	-	-	-	-	22,95,079	6.64
Total 1 (a+b)	**68,74,404**	**19.90**	**45,00,000**	**13.03**	**89,81,450**	**26.00**	**2,03,55,854**	**58.93**
2. Public Shareholding including Parties to the Sale#								
a) Sellers	45,00,000	13.03	(45,00,000)	(13.03)	-	-	-	-

b) Public - Other than Sellers including FIs / MFs / FIIs / Banks, SFIs, ARCs and Others	2,31,69,584@	67.07	-	-	(89,81,450)	(26.00)	1,41,88,134	41.07
Total 2 (a+b)	**2,76,69,584**	**80.10**	**(45,00,000)**	**(13.03)**	**(89,81,450)**	**(26.00)**	**1,41,88,134**	**41.07**
GRAND TOTAL (1+2)	**3,45,43,988**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**3,45,43,988**	**100.00**

* The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this Offer and are acting together under an informal understanding.

\# Number of Shareholders under Public category as on September 30, 2012 is 18,454.

@ Including 16,37,000 5% Redeemable Cumulative Optionally Convertible Preference Shares of ₹ 100/- each assumed to convertible into 1,63,70,000 Equity Shares of ₹ 10/- each.

ii. Pre and Post-Offer Shareholding Pattern of the Target Company (on basis of Current Voting Share Capital):

Shareholders' Category	**Shareholding & Voting Rights prior to the Offer**		**Shares / Voting Rights agreed to be Acquired which triggered off the Regulations**		**Shares/ Voting Rights to be Acquired in Open Offer (assuming full acceptances)@**		**Shareholding / Voting Rights after the Acquisition and Offer**	
	(A)		**(B)**		**(C)**		**(A)+(B)+(C) = (D)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
1. Promoter Group including Acquirers								
a) Acquirers: (v) Mr. Anand Arya (vi) Mrs. Indu Arya (vii) Mr. Aman Arya (viii)Cressida Traders Private Limited	 22,71,835 11,06,890 8,00,000 4,00,600	 12.50 6.09 4.40 2.20	 39,00,000 - 6,00,000 -	 21.46 - 3.30 -	67,99,584*	37.41	1,58,78,909	87.37
Total (a)	45,79,325	25.20	45,00,000	24.76	67,99,584	37.41	1,58,78,909	87.37
b) Promoters other than (a) above	22,95,079	12.63	-	-	-	-	22,95,079	12.63
Total 1 (a + b)	**68,74,404**	**37.83**	**45,00,000**	**24.76**	**67,99,584**	**37.41**	**1,81,73,988**	**100.00$**
2. Public Shareholding including Parties to the Sale#								
a) Sellers	45,00,000	24.76	(45,00,000)	(24.76)	-	-	-	-
b) Public - Other than Sellers including FIs / MFs / FIIs / Banks, SFIs, ARCs and Others	67,99,584	37.41	-	-	(67,99,584)	(37.41)	-	-
Total 2 (a + b)	**1,12,99,584**	**62.17**	**(45,00,000)**	**(24.76)**	**(67,99,584)**	**(37.41)**	**-**	**-**
GRAND TOTAL (1 + 2)	**1,81,73,988**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**1,81,73,988**	**100.00**

* Restricted to the extent of shares available with public

@ The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this Offer and are acting together under an informal understanding.

\# Number of Shareholders under Public category as on September 30, 2012 is 18,454.

$ The Acquirers undertake that if the public shareholding is reduced to below the minimum public shareholding they will take necessary steps to bring down the non-public shareholding as per point no. 3.2.l of the LoF.

t. Details of Compliance Officer:

Mr. Suraj Dugar
JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002
Tel: 022-22085951 / 52; Fax: 022-22080470; E-mail: blueblends@yahoo.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 JUSTIFICATION OF OFFER PRICE

a. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

b. The Equity Shares of the Target Company are listed on BSE, NSE, ASE, MSE and DSE.

c. The annualized trading turnover in the Equity Shares of the Target Company on the Stock Exchanges based on trading volume during the twelve calendar months prior to the month of PA (July, 2011 to June, 2012) is as given below:

Name of Stock Exchange	Total No. of Shares traded during the 12 calendar months prior to the month of PA	Total No. of Listed Equity Shares	Annualized Trading turnover (in terms of % to total listed equity shares)
BSE	NA*	1,81,73,988	NA
NSE	NA*	1,11,73,988[#]	NA
ASE	Nil	1,11,73,988[#]	NA
DSE	NA*	1,11,73,988[#]	NA
MSE	Nil	1,11,73,988[#]	NA

** The Equity Shares are suspended from trading*
[#] 70,00,000 Equity Shares are yet to be listed

d. The Equity Shares of the Target Company are suspended from trading on BSE, DSE and NSE due to Non-Compliance of the Listing Agreement. The equity shares of the Target Company are not frequently traded on any of the Stock Exchanges within the meaning of Regulation 2(1) (j) of SEBI (SAST) Regulations. Hence, the Offer Price of ₹ 2/- has been determined considering the following:

Sr. No.	Particulars		₹	
a)	Negotiated Price under the Agreement / Sale Bills	:	2.00	
b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers or by any Person Acting in Concert with him, during 52 weeks immediately preceding the date of PA	:	1.83	
c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any Person Acting in Concert with him, during 26 weeks immediately preceding the date of the PA	:	2.00	
d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE (As the maximum volume of trading in the shares of the Target Company is recorded on BSE during such period)	:	Not Applicable	
e)	**Other Parameters**	:	**for the year ended 31.03.2011 Audited**	**for the year ended 31.03.2012 Unaudited**
	Book Value per Equity Share (₹)	:	(5.14)	(6.07)
	Earnings Per Equity Share (₹)	:	3.06	(0.93)
	Return on Net worth (%)	:	Negative	Negative

The Fair Value of the Target Company, is ₹ 1/- (Rupee One Only) as certified vide Valuation Report dated July 27, 2012, by Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants, having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com.

e. In view of the parameters considered and presented in table above along with the Valuation Report, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 2/- (Rupees Two only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

f. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

g. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will stand revised to equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

h. If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in 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, 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

i. The Acquirers are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. If there is any such upward revision in the Offer Price by the Acquirers or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered in the Offer.

j. As on date there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

k. In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the Public Shareholders shall be accepted on a proportionate basis, in consultation with the Manager.

6.2 DETAILS OF FIRM FINANCIAL ARRANGEMENTS

a. The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 89,81,450 Equity Shares at a price of ₹ 2/- (Rupees Two only) per Equity Share is ₹ 1,79,62,900/- (Rupees One Crore Seventy Nine Lakhs Sixty Two Thousand Nine Hundred only) (‘Maximum Consideration’).

b. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account with HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai - 400 001(‘Escrow Bank’), bearing number 00600350108945 (‘Escrow Account’), and deposited an amount of ₹ 45,00,000/- (Rupees Forty Five Lakhs only), in cash, being more than 25% of the Maximum Consideration (‘Escrow Amount’) payable under the Offer.

c. The Acquirers have empowered the Manager to the Offer i.e. Ashika Capital Limited to operate and to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

d. The Acquirers have adequate resources to meet the financial requirements of the Offer out of their own Networth. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirers. Mr. Sunil Bohra (Membership No. 039761) partner of M/s. P. C. Surana & Co., Chartered Accountants having office at 205-6, Standard House, 83, Maharshi Karve Road, Marine Lines, Mumbai - 400 002; Tel.: 022-66346857; Fax: 022-66346856, E-mail: pcs_co@rediffmail.com vide certificate dated July 25, 2012 have confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this ‘Offer’ in full.

e. In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirers prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

f. Based on the above, the Manager to the Offer is satisfied about the ability of the acquirers to implement the offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that the funds / money are in place to fulfil the Offer obligations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 OPERATIONAL TERMS AND CONDITIONS

a. This Offer is not conditional upon any minimum level of acceptance by the shareholder(s) of the Target Company.

b. The Offer is subject to the terms and conditions set out in this LoF, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

c. The Letter of Offer together with the Form of Acceptance and transfer deed is being mailed to those Shareholders of the Target Company whose names appear on the register of members of the Target Company, at the close of business on the Identified Date i.e. November 01, 2012 (Thursday). Owners of Equity Shares who are not registered as Shareholder(s) are also eligible to participate in the Offer at any time prior to the Date of Closure of the Offer.

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

e. The eligible persons can write to the Registrar / Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the Date of Closure of the Offer i.e. December 03, 2012 (Monday). Alternatively, the Letter of Offer alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

f. The Offer, to the extent relevant to acquisition of the Equity Shares from NRIs and OCBs, is subject to the statutory and regulatory approval and clearance from RBI that may be required by NRIs and OCBs. This Offer is subject to the receipt of the statutory and other approvals as mentioned under paragraph 'Statutory Approvals' of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

g. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).

h. 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.

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

j. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders / restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer prior to the date of Closing of the Offer.

k. 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.

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

7.2 LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in period. However, in terms of the BSE letter no. DCS/COMP/OT/TB/65/2012-13 dated June 15, 2012 for in-principle approval of Revocation of Suspension in trading of the Equity Shares of the Target Company, the entire Promoters' holding is liable for lock-in for a period of 3 months from the date of revocation of suspension.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

All the shareholders (registered or unregistered) of the shares of the Target Company (except the Acquirers, Sellers and the existing Promoters / Promoter Group) who own Shares anytime before the Date of Closure of the Offer, i.e. December 03, 2012 (Monday) are eligible to participate in the Offer.

7.4 STATUTORY APPROVALS

a. Shareholders of the Target Company who are either non-resident Indians ('NRIs') or Overseas Corporate Bodies ('OCBs') and wish to tender their equity shareholding in this Open Offer shall be required to submit all the applicable approvals of Reserve Bank of India ('RBI') which have been obtained at the time of acquisition of Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer.

b. As on date, other than the above, there are no other statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable at a later date but before the completion of the Open Offer, the Open Offer would be subject to the receipt of such other statutory approvals also.

c. The Acquirers will not proceed with the Open Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.

d. In case of any delay in the receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company subject to the Acquirers agreeing to pay the interest as directed by SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of wilful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited in accordance with Regulation 17(9) of the SEBI (SAST) Regulations and will be dealt with in the manner provided in clause (e) of Sub-Regulation (10) of Regulation 17 of SEBI (SAST) Regulations.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

a. The Acquirers have appointed Purva Sharegistry (India) Private Limited as the Registrar to the Offer.

b. The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Speed Post/Courier as specified:

Name & Address	Contact Person	Mode of Delivery
Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (East), Mumbai-400 011. Tel: 022-23018261 / 23016761; Fax: 022-23012517; E-mail: busicomp@vsnl.com	Mr. V. B. Shah	Hand Delivery / Registered Post / Speed Post / Courier

c. Shareholders who wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), valid Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the Letter of Offer, to the Registrar to the Offer either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the closing of the business hours on the Date of Closure of the Offer i.e. December 03, 2012 (Monday). The documents can be tendered at the above address as per the schedule and mode mentioned in the table given below:

<table>
<tr><th>Mode of Tendering</th><th>Day*</th><th>Timing</th></tr>
<tr><td rowspan="2">By Hand Delivery</td><td>All Working Days (Monday – Friday)</td><td>11.00 am to 1.00 pm & 2.00 pm to 4.00 pm</td></tr>
<tr><td>Saturdays</td><td>11.00 to 2.00 pm</td></tr>
<tr><td rowspan="2">By Registered Post / Speed Post / Courier</td><td>All Working Days (Monday – Friday)</td><td>10.00 am to 6.30 pm</td></tr>
<tr><td>Saturdays</td><td>10.00 am to 2.00 pm</td></tr>
</table>

* Hand Delivery and Post / Courier will not be accepted on Sundays and Public Holidays

d. As on date, the Target Company is not having the connectivity with the Depositories i.e. Central Depository Services (India) Limited (‘CDSL’) and National Securities Depository Limited (‘NSDL’) and all the shares are in physical form. Hence, no Depository Escrow Account has been opened for the purpose of this Offer.

e. Form of Acceptance, Share Certificate(s), Share Transfer Form(s), and other documents, if any should be sent only to the Registrar to the Offer, at the address mentioned above and should not be sent to the Manager to the Offer or the Acquirers or the Target Company.

f. In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders (c) owner of the shares who have sent the shares to the Target Company for transfer, a consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with BBIL), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before 6.30 p. m. upto the Date of Closure of the Offer i.e. December 03, 2012 (Monday). Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

g. The Shareholders of the Target Company who have sent their Equity Shares for transfer should submit, Form of Acceptance duly completed and signed, copy of the letter sent to the Target Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form.

h. No indemnity is needed from unregistered shareholders.

i. Where the number of Equity Shares surrendered by the shareholders are more than the Equity Shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of BBIL is 50 (Fifty) Shares.

j. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

k. The consideration to those shareholders whose shares have been accepted will be made through a crossed Demand Draft/Pay Order or through Direct Credit (‘DC’), National Electronic Funds Transfer (‘NEFT’), Real Time Gross Settlement (‘RTGS’), National Electronic Clearing Services (‘ECS’), at specified centers where clearing houses are managed by the Reserve Bank of India within 10 working days of the expiry of the tendering period. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/ECS are requested to give the authorization for the same in the Form of Acceptance and enclose a photocopy of cheque along with the Form of Acceptance.

l. Such payments through account payee cheques/demand drafts will be sent by registered post, at the shareholders’ registered / unregistered owners’ sole risk to the sole/ first shareholder/ unregistered owner.

m. For those shareholders, who have opted for physical mode of payment and shareholders whose payment consideration is not credited by electronic mode due to technical error or incomplete/ incorrect bank account details, payment consideration will be made by crossed account payee Cheques/Demand Drafts. Such considerations in excess of ₹ 1,500/- or unaccepted Share Certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post/speed post at the shareholders'/ unregistered owners' sole risk to the sole/first shareholder/unregistered owner. The Acquirers is required to deduct tax at source, as may be applicable. All dispatches involving payment of a value upto ₹ 1,500/- will be made under certificate of posting at the shareholders sole risk.

n. For all other applicants, including those applicants whose payment consideration is not credited by ECS/Direct Credit due to technical errors or incomplete/incorrect bank account details or due to unavoidable reasons, payment consideration will be dispatched through Speed Post/Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.

o. In case of payment consideration is rejected through the ECS/Direct Credit facility, the Registrar to Offer would endeavour to dispatch the payment consideration within 3 working days of such rejection.

p. Unaccepted share certificate(s) , transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.

q. The Registrar to the Offer will hold in trust the Equity Shares and share certificate(s), Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted Equity Shares / share certificates are dispatched / returned.

9 DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the shareholders of Target Company at the office of the Manager to the Offer, Ashika Capital Limited, at 1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai – 400 021 on any day (except Saturdays, Sundays and public holidays) between 10.30 a. m. to 2.00 p.m. from the Date of Opening of the Offer till the Date of Closure of the Offer.

i. Copy of Sale Bills dated July 25, 2012 for the purchase of Shares by the Acquirers which triggered this Open Offer.

ii. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.

iii. Annual Reports of the Target Company for the financial years ended March 31, 2010, March 31, 2011 and Un-audited & Certified Financials for the year ended March 31, 2012.

iv. Memorandum & Articles of Association along with Certificate of Incorporation and Audited Annual Reports for the financial years ended March 31, 2010, March 31, 2011 and Un-audited & Certified financials for the year ended March 31, 2012 of the Acquirer Company i.e. Cressida Traders Private Limited.

v. Memorandum & Articles of Association along with Certificate of Incorporation and Audited Annual Reports for the relevant years of the Company (ies) promoted by the Acquirers.

vi. Chartered Accountants' Certificate(s) dated July 25, 2012 certifying the Net worth of the Acquirers.

vii. Chartered Accountant's letter dated July 25, 2012 certifying that the Acquirers have firm and adequate financial resources to meet the financial obligations under the Open Offer.

viii. Letter dated July 30, 2012 from HDFC Bank Limited confirming the amount kept in the Escrow Account.

ix. Copies of the Public Announcement dated July 25, 2012 & Detailed Public Statement dated August 01, 2012.

x. Copy of the recommendation made by the Target Company's Board as required in terms of Regulation 26(7) of SEBI (SAST) Regulations.

xi. Copy of the observation letter no. CFD/DCR/AK/23901/2012 dated October 29, 2012 received from SEBI.

xii. Other relevant documents such as:

a. Copy of the Memorandum of Understanding between the Acquirers and the Manager to the Offer dated July 25, 2012.

b. Copy of the Memorandum of Understanding between the Acquirers and the Registrar to the Offer dated July 27, 2012.

c. Copies of undertakings from Target Company and the Acquirers.

10 DECLARATION BY THE ACQUIRERS

The Acquirers, Mr. Anand Arya, Mrs. Indu Arya, Mr. Aman Arya and Cressida Traders Private Limited and its Directors accept full responsibility, jointly and severally, for the information contained in this Letter of Offer, including the Form of Acceptance cum Acknowledgement and also for ensuring the compliance with the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations.

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

The Manager to the Offer hereby states that the person(s) signing this Letter of Offer is the Acquirer(s) / duly authorized person of the Acquirer(s).

Mr. Anand Arya

Mrs. Indu Arya

Mr. Aman Arya

Signed for and on behalf of Board of Directors of
Cressida Traders Private Limited

Place: Mumbai
Date: November 03, 2012

Enclosures:
(1) Form of Acceptance cum Acknowledgement
(2) Blank Share Transfer Deed(s)

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FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to Registrar to the Offer, Purva Sharegistry (India) Private Limited, at their address given overleaf as per the mode of delivery mentioned in the Letter of Offer)

From:

OFFER OPENS ON:	**November 19, 2012 (Monday)**
OFFER CLOSES ON:	**December 03, 2012 (Monday)**

Tel. No. Fax No.: E-mail:

To

Purva Sharegistry (India) Private Limited

(Unit-Blue Blends (India) Limited-Open Offer)

Unit No. 9, Shiv Shakti Industrial Estate,

J R Boricha Marg, Lower Parel (East), Mumbai-400 011.

Dear Sir,

Sub: Open Offer to acquire 89,81,450 Equity Shares of ₹ 10/- each, representing 26% of Emerging Voting Share Capital of Blue Blends (India) Limited ('BBIL' or 'Target Company') at a price of ₹ 2/- per equity share by Mr. Anand Arya, Mrs. Indu Arya, Mr. Aman Arya and Cressida Traders Private Limited (Acquirers).

I/We refer to the Letter of Offer dated August 08, 2012 for acquiring the Equity Shares held by me/us in **Blue Blends (India) Limited**.

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

I/We, hold the following Equity Shares and accept the 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.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		Number of Equity Shares
			From	To	
Total No. of Shares					

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

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

I/We confirm that the Equity Shares of Target Company, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever.

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

I/We authorise the Acquirers to accept the Equity Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirers 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, 1961 is as under.

	1st Holder	2nd Holder	3rd Holder
PAN			

I/We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirers may decide to accept in consultation with the Manager to the Offer / Registrar to the Offer and in terms of the said Letter of Offer. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

I/We authorise the Acquirers to send payment consideration by electronic mode or physical mode as per the option selected. In cases where the payment consideration is to be done in physical mode, the cheque / demand draft / pay order, in settlement of the amount and excess share certificate(s), if any, will be sent by registered post / speed post to the sole/first holder at the address given hereunder and if full address is not given below, the same will be forwarded at the address registered with the Target Company.

Please indicate the preferred mode of receiving the payment consideration. (Please tick)

Electronic Mode: ☐ or **Physical Mode:** ☐

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/ sole shareholder and the consideration will be payable by way of Electronic Mode/ cheque / demand draft / pay order will be drawn accordingly. In order to receive payment consideration through Electronic mode, the shareholders are requested to compulsorily provide their following bank details:

Name of the Bank: ______________________________ **Branch /Address:** ________________________

____

Account No.: ____________________________ **Savings /Current/ Others (please specify)** ______________

I/We want to receive the payment through NECS ☐ RTGS ☐ NEFT ☐

In case of ECS, 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank):

In the case of RTGS/NEFT, 8 digit code number issued by the Bank

Yours faithfully,

Signed & Delivered:

	Full Name	Signature
First / Sole Holder		
Second Holder		
Third Holder		

Note: In case of joint holdings, all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

Place: Date:

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Acknowledgement Slip

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
(Unit – Blue Blends (India) Limited - Open Offer)
Unit No. 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (East), Mumbai – 400 011;
Tel: 022-23018261 / 23016761; Fax: 022-23012517; E-mail: busicomp@vsnl.com

Folio No.: **Serial No.:**

Received from Mr. / Ms. / Mrs..: ___________________________________

Address: ____

Signature of the Official Date of receipt	Stamp of Registrar to the Offer

Folio No. : ___________; Number of Certificates _______ representing _______ Number of Shares

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

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