DRAFT LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of Cinemax India Limited. If you require any clarifications about the action to be taken, you may consult your stock broker, investment consultant, the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Equity Shares in Cinemax India Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and transfer deed, if applicable, to the member of stock exchange through whom the said sale was effected.

Open Offer ("Offer")

BY

Cine Hospitality Private Limited ("**Acquirer**"), having its registered office at 61, Basant Lok, Vasant Vihar, New Delhi - 110 057, India;
Tel.: + 91 124 470 8100; Fax: +91 124 470 8101

and

PVR Limited ("**PAC**"), having its registered office at 61, Basant Lok, Vasant Vihar, New Delhi - 110057, India;
Tel.: + 91 124 470 8100; Fax: +91 124 470 8101

TO ACQUIRE

up to 72,80,000 fully paid-up equity shares of face value of Rs. 5 each (each an "**Equity Share**"), representing 26% of the fully diluted voting equity share capital ("**Voting Share Capital**"), as of the 10th Working Day (as defined below) from the Closure of the Tendering Period (as defined below)

OF

Cinemax India Limited ("**Target Company**"), having its registered office at 215 Atrium, 10th Floor, Opp. Divine School, J. B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra – 400 059, India;
Tel.: + 91 22 6726 8888; Fax: +91 22 67268899

at a price of Rs. 203.65 (**Rupees two hundred three and paise sixty five only**) **per Equity Share ("Offer Price") payable in cash**
pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (SAST) Regulations**")

Note:

1. This Offer is being made by the Acquirer and the PAC pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. Approval of the shareholders of the PAC under Section 372A of the Companies Act, 1956, is necessary for effecting the transactions contemplated under Share Purchase Agreement. and this Offer. Apart from the said corporate approval, to the best of the knowledge of the Acquirer and the PAC, no statutory approvals are required by the Acquirer and/or the PAC to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
5. If there is any upward revision in the Offer Price or the Offer Size (as defined below), up to 3 Working Days prior to the commencement of the Tendering Period, i.e. up to January 16, 2013, Wednesday, the same will be informed by way of a public announcement in the same newspapers where the detailed public statement in relation to this Offer ("**DPS**") appeared. Such revision in the Offer Price would be applicable for all the Equity Shares validly tendered anytime during the Tendering Period.
6. **There has been no competing offer as of the date of this Letter of Offer.**
7. A copy of the public announcement in relation to this Offer ("**PA**"), the DPS and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgment) are also available on SEBI website: www.sebi.gov.in.

Manager to the Offer	Registrar to the Offer
Enam Securities Private Limited* Axis House, 1st Floor, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025, India Tel.: +91 22 4325 3150 Email: cinemax.offer@axiscap.in Contact person: Mr. Vivek Toshniwal ***The merchant banking business of Enam Securities Private Limited has vested with Axis Capital Limited, which is in the process of completing the formalities of SEBI registration.***	**Sharepro Services (India) Private Limited** 13AB Samhita Warehousing Complex, Andheri Kurla Road, Behind Sakinaka Telephone Exchange Lane, Andheri (East), Mumbai – 400 072 Tel: +91 22 6191 5400 / 402 / 418 Email: offer@shareproservices.com Contact Person: Mr. Prakash Khare/Mr. Anand Moolya

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER

Activity	Day and Date
Issue of PA	Thursday, November 29, 2012
Publication of DPS in newspapers	Wednesday, December 5, 2012
Last date for public announcement for competing offer(s)	Thursday, December 27, 2012
Identified Date*	Monday, January 7, 2013
Last date for dispatch of the Letter of Offer to the Shareholders	Tuesday, January 15, 2013
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders for this Offer	Thursday, January 17, 2013
Offer opening public announcement date	Friday, January 18, 2013
Commencement of Tendering Period	Monday, January 21, 2013
Closure of Tendering Period	Monday, February 4, 2013
Last date of payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer	Monday, February 18, 2013
Issue of post offer advertisement and last date for filing of final report with SEBI	Monday, February 25, 2013

***** *Date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent.*

RISK FACTORS

The risk factors set forth below pertain to the underlying transaction, this Offer and association with the Acquirer and the PAC and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a Shareholder in this Offer, but are merely indicative. Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for analyzing all the risks with respect to their participation in this Offer.

A. Risk relating to the underlying transaction

1. This Offer has been triggered upon the execution of a share purchase agreement dated November 29, 2012 ("**Share Purchase Agreement**") among the Acquirer, the PAC and the Sellers (as defined below). The Acquirer's obligation to consummate the transactions contemplated in the Share Purchase Agreement is subject to (a) the shareholders of the PAC granting their approval under Section 372A of the Companies Act, 1956, for performance of the Share Purchase Agreement; (b) there being no inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Sellers under the Share Purchase Agreement; (c) there being no breach of the interim period covenants specified in paragraph 2.1.4(iv) below; and (d) Closing (as defined below) occurring on or before June 30, 2013. In the event that the said conditions are not met for reasons outside the reasonable control of the Acquirer and/or the PAC and the Share Purchase Agreement is rescinded, the Acquirer shall have a right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations.

2. The Share Purchase Agreement may be terminated prior to Closing (as defined below) in any of the following circumstances:

   (a) By the Acquirer and the PAC, if:

   (i) there is an inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Sellers under the Share Purchase Agreement or a breach of the interim period covenants specified in paragraph 2.1.4 (iv) below; or

   (ii) this Offer is withdrawn in accordance with the SEBI (SAST) Regulations due to any reason that is not due to the act or omission of the Acquirer and the PAC (voluntary or otherwise);

   (b) By the Sellers if:

   (i) there is an inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Acquirer and the PAC under the Share Purchase Agreement;

   (ii) the Sellers have transferred 193,00,816 Equity Shares (out of the total Sale Shares) to the escrow agent, but the Acquirer has failed to deposit at least Rs. 3,00,00,00,000 (out of the total Purchase Consideration) with the escrow agent on or before December 12, 2012;

   (iii) the Sellers have transferred all the Sale Shares to the escrow agent, but the Acquirer has failed to deposit the entire Purchase Consideration **or** if the Sellers have transferred 193,00,816 Equity Shares (out of the total Sale Shares) to the escrow agent, but the Acquirer has failed to deposit at least Rs. 3,93,06,11,178.40 (out of the total Purchase Consideration) on or before December 24, 2012; or

   (iv) the PAC does not obtain consent of its shareholders for the performance of the Share Purchase Agreement under Section 372A of the Companies Act, 1956 on or before January

10, 2013, except due to occurrence of a force majeure event; or if the PAC does not obtain such consent of its shareholders on or before February 15, 2013 consequent to occurrence of a force majeure event.

3. The Share Purchase Agreement shall automatically expire if the Closing (as defined below) does not occur on or before June 30, 2013.

4. The underlying transaction is subject to completion risks as would be applicable to similar transactions.

B. Risks relating to this Offer

1. Approval of the shareholders of the PAC under Section 372A of the Companies Act, 1956, is necessary for effecting the transactions contemplated under Share Purchase Agreement and this Offer. Apart from the said corporate approval, as of the date of this Letter of Offer, the Acquirer and the PAC are not aware of any statutory approvals required by the Acquirer and/or the PAC to complete this Offer or for effecting the transactions contemplated under the Share Purchase Agreement. However, in case of any statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals**.** In case of delay in receipt of any such statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Shareholders for a delay beyond 10 Working Days, at such rate as may be specified by SEBI from time to time. Furthermore, in case of delay in receipt of any such statutory approvals, this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer, as well as the return of Equity Shares not validly accepted in this Offer, may be delayed. Where the statutory approvals extend to some but not all the Shareholders, the Acquirer will have the option to make payment of the consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer. The Acquirer and the PAC will have the right not to proceed with this Offer in the event any statutory approval, as may be required, is refused.

2. In the event that either: (a) there is any litigation leading to a stay on this Offer; or (b) SEBI instructing the Acquirer and the PAC not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not validly accepted in this Offer, may be delayed.

3. The Shareholders who have lodged their acceptance to this Offer are not entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.

4. The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account (as defined below), along with the documents submitted by the Shareholders, on behalf of the Shareholders who have tendered their Equity Shares, till the completion of the formalities of this Offer, and the Shareholders will not be able to trade in such Equity Shares, even if the acceptance of the Equity Shares in this Offer and dispatch of payment consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares.

5. This Offer is an offer to acquire up to 72,80,000 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the Tendering Period ("**Offer Size**"). In the case of over-subscription of this Offer, acceptance will be determined on a proportionate basis (as detailed in paragraph 7.16 below) and hence, there is no certainty that all the Equity Shares tendered by the Shareholders in this Offer will be accepted.

6. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PAC or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

7. The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

8. The Acquirer, the PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the PAC (excluding all information pertaining to the Target Company, which has been obtained from publicly available sources). Any person placing reliance on any other source of information will be doing so at its own risk.

9. This Offer is subject to completion risks as would be applicable to similar transactions.

C. Risks relating to the Acquirer and the PAC

1. The Acquirer and the PAC make no assurances with respect to their investment/divestment decisions relating to their shareholding in the Target Company.

2. The Acquirer and the PAC make no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.

3. The Acquirer and the PAC make no assurances with respect to the market price of the Equity Shares before, during or after this Offer and expressly disclaim their responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in this Offer.

D. CURRENCY OF PRESENTATION

1. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

2. In this Letter of Offer, all references to "Rs." / "Rupees" are references to the Indian Rupees.

INDEX

DEFINITIONS

Term	Definition
Acquirer	Cine Hospitality Private Limited, having its registered office at 61, Basant Lok, Vasant Vihar, New Delhi -110057, India.
Board of Directors	Board of directors of the Target Company.
BSE	BSE Limited.
CDSL	Central Depository Services (India) Limited.
Closing	The date of the sale and purchase of the Sale Shares under the Share Purchase Agreement.
Closure of the Tendering Period	February 4, 2013.
Depository Escrow Account	The depository account opened by the Registrar to the Offer with Enam Securities Direct Private Limited. The DP ID is 12049200 and the beneficiary client ID is 00147581.
Depositories	CDSL and NSDL.
DP	Depository Participant.
DPS	Detailed public statement dated December 4, 2012, issued by the Manager to the Offer, on behalf of the Acquirer and the PAC, in relation to this Offer and published in the newspapers on December 5, 2012.
DTAA	Double Taxation Avoidance Agreement.
Escrow Agreement	Escrow agreement dated November 29, 2012, among the Acquirer, Sellers, Axis Trustee Services Limited and Axis Bank Limited for hold, deposit and release of the Sale Shares and the Purchase Consideration.
Equity Shares	Fully paid-up equity shares of the Target Company, having a face value of Rs. 5 each.
Escrow Bank	Axis Bank Limited, having its registered office at ‘TRISHUL’, Third Floor, Opp. Samartheshwar Temple, near Law Garden, Ellisbridge, Ahmedabad – 380 006 and acting through its branch at Universal Insurance Bldg. Ground Floor, Sir. P. M. Road, Fort, Mumbai 400001, Maharashtra, India for the purposes of this Offer.
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act.
FII Certificate	A certificate from an FII who holds Equity Shares, certifying the nature of its income arising from the sale of the Equity Shares under this Offer as per the Income Tax Act (whether capital gains or otherwise).
FIPB	Foreign Investment Promotion Board.

Term	Definition
Form of Acceptance-cum-Acknowledgement	The form of acceptance-cum-acknowledgement, which is a part of this Letter of Offer.
Identified Date	January 7, 2013, i.e. the date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom this Letter of Offer shall be sent.
Income Tax Act	Income-tax Act, 1961 and subsequent amendments thereto.
Letter of Offer	This draft letter of offer dated December 12, 2012, including the Form of Acceptance-cum-Acknowledgement.
Manager to the Offer	Enam Securities Private Limited having its registered office at Axis House, 1st Floor, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025, India (*The merchant banking business of Enam Securities Private Limited has vested with Axis Capital Limited, which is in the process of completing the formalities of SEBI registration.)*
Maximum Consideration	Total funding requirement for this Offer of Rs. 1,48,25,72,000, assuming full acceptance of this Offer.
NEFT	National Electronic Funds Transfer.
NRI	Non Resident Indian, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
Offer	This open offer, which is being made by the Acquirer and the PAC to the Shareholders, for acquiring up to 72,80,000 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the Tendering Period.
Offer Escrow Account	Escrow account no. 912020062195599 opened by the Acquirer in relation to this Offer with the Escrow Bank.
Offer Escrow Agreement	The escrow agreement dated November 29, 2012 entered into amongst the Acquirer, the Manager to the Offer and the Escrow Bank.
Offer Period	The period between the date of the Share Purchase Agreement and the date on which the payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	Price of Rs. 203.65 (Rupees two hundred three and paise sixty five only) per Equity Share.
Offer Size	Up to 72,80,000 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the Tendering Period.
Overseas Tax	Tax payable under the tax laws applicable in overseas jurisdictions.
Purchase Consideration	The amount payable by the Purchaser in cash under the Share Purchase Agreement, to acquire the Sale Shares from the Sellers, at a price of Rs. 203.65 per Sale Share, aggregating to an amount of Rs. 3,94,97,54,278.40.
PA	Public announcement dated November 29, 2012, issued by the Manager to the Offer on behalf of the Acquirer and the PAC, in relation to this Offer and filed with the Stock Exchanges on November 29, 2012.
PAC	Persons acting in concert with the Acquirer for this Offer, i.e., PVR Limited, having its registered office at 61, Basant Lok, Vasant Vihar, New Delhi - 110057, India.
PAN	Permanent Account Number.
RBI	Reserve Bank of India.

Term	Definition
Registrar to the Offer	Sharepro Services (India) Private Limited, having its registered office at 13AB Samhita Warehousing Complex, Andheri Kurla Road, Behind Sakinaka Telephone Exchange Lane, Andheri (East), Mumbai – 400 072.
RTGS	Real Time Gross Settlement.
Sale Shares	1,93,94,816 Equity Shares, representing 69.27% of the Voting Share Capital to be sold by the Sellers to the Acquirer, in accordance with the terms and conditions of the Share Purchase Agreement.
SCRR	Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto.
Sellers	(i) Mr. Himanshu Kanakia, an individual residing at Vrushti, JVPD Scheme, 2nd Road, Vile Parle (West), Mumbai 400 056; (ii) Mr. Rasesh Kanakia, an individual residing at Ashish, JVPD Scheme, 4th Road, Vile Parle (West), Mumbai 400 056; (iii) Ms. Rupal Kanakia, an individual residing at Ashish, JVPD Scheme, 4th Road, Vile Parle (West), Mumbai 400 056; (iv) Ms. Hiral Kanakia, an individual residing at Vrushti, JVPD Scheme, 2nd Road, Vile Parle (West), Mumbai 400 056; (v) Kanakia Gruhnirman Private Limited, a private limited company, incorporated on June 21, 1995, under the laws of India and its registered office is located at 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (E), Mumbai- 400 059; and (vi) Kanakia Finance and Investments Private Limited, a private limited company, incorporated on February 4, 1994, under the laws of India and its registered office is located at 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (E), Mumbai- 400059, collectively.
SEBI	Securities and Exchange Board of India.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Rs. / Rupees	Indian Rupees.
Share Purchase Agreement	Share purchase agreement dated November 29, 2012 entered into by the Acquirer, the PAC and the Sellers.
Shareholders	Public shareholders of the Target Company holding the Equity Shares.
Stock Exchanges	BSE and NSE.
Target Company	Cinemax India Limited, having its registered office at 215 Atrium, 10th Floor, Opp. Divine School, J. B. Nagar, Andheri (East), Mumbai, Maharashtra - 400059, India.
Tax Residency Certificate	Certificate to be furnished by any Shareholder claiming benefit under any DTAA.
Tendering Period	Period commencing from January 21, 2013 and closing on February 4, 2013 (both days inclusive).
Voting Share Capital	Fully diluted voting equity share capital of the Target Company.
Working Day	A working day of SEBI.

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE 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 OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CINEMAX INDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PAC OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER 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, THE MANAGER "ENAM SECURITIES PRIVATE LIMITED" HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 12, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (THE MERCHANT BANKING BUSINESS OF ENAM SECURITIES PRIVATE LIMITED HAS VESTED WITH AXIS CAPITAL LIMITED, WHICH IS IN THE PROCESS OF COMPLETING THE FORMALITIES OF SEBI REGISTRATION). 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 MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THIS OFFER

2.1 Background to this Offer

2.1.1 This Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations and is being made as a result of a direct substantial acquisition of Equity Shares and voting rights in and control over the Target Company by the Acquirer, pursuant to the Share Purchase Agreement.

2.1.2 The Acquirer, the PAC and the Sellers have entered into the Share Purchase Agreement, whereunder the Acquirer has agreed to acquire 1,93,94,816 Equity Shares ("**Sale Shares**"), representing 69.27% of the Voting Share Capital from the Sellers, at a price of Rs. 203.65 per Sale Share, aggregating to an amount of Rs. 3,94,97,54,278.40 ("**Purchase Consideration**"), payable in cash, subject to the terms and conditions as contained in the Share Purchase Agreement.

2.1.3 The parties have simultaneously entered into an escrow agreement dated November 29, 2012, with Axis Trustee Services Limited and Axis Bank Limited as escrow agents ("**Escrow Agreement**") for deposit of the Sale Shares and the Purchase Consideration with the escrow agents in tranches as per the schedule agreed by the parties.

2.1.4 The key terms and conditions of the Share Purchase Agreement are as follows:

(i) Upon expiry of 21 working days from the date of the DPS and there being no competitive bid to this Offer under the SEBI (SAST) Regulations, the Acquirer shall deposit the

Maximum Consideration in the Offer Escrow Account (as defined in paragraph 5.2.1 and 5.2.4, respectively).

(ii) The Share Purchase Agreement contains customary representations and warranties from the Sellers in relation to title to the Sale Shares, organization and authority to enter into the Share Purchase Agreement and other transaction documents. The Acquirer has also provided customary representations and warranties in relation to valid incorporation and authority to enter into the Share Purchase Agreement and other transaction documents.

(iii) The Sellers have agreed to exercise such rights as they have as shareholders of the Target Company to ensure that, between the date of the signing of the Share Purchase Agreement and the date of the sale and purchase of the Sale Shares ("**Closing**"), the Target Company conducts its business in the ordinary course of business and does not undertake certain actions, except in the manner provided in the Share Purchase Agreement.

(iv) Additionally, during the period between the date of the signing of the Share Purchase Agreement and the Closing date, the Sellers shall ensure (as shareholders of the Target Company) that the Target Company, does not:

(a) Adopt or propose any change in the charter documents of the Target Company;

(b) Declare any dividends or other forms of distribution of profits;

(c) Merge or consolidate with any other person or make any materially significant acquisitions; or

(d) Make any cash withdrawals from the Target Company in a manner that is fraudulent or malafide in nature.

(v) During the period between the date of the signing of the Share Purchase Agreement and the Closing date, the Sellers shall promptly inform the Acquirer and the PAC of any material adverse change (i.e., material adverse effect on the financial condition, business, assets or results of operations of the Company or any material impairment of the ability of a Seller to perform its obligation), or of any notice, action, proceeding, suit, claim or investigation in any court or other dispute resolution forum initiated by or against the Company or the Sellers, or of any circumstance, event or action, the existence, occurrence or taking of which would result in any Sellers' warranties not being true and correct.

(vi) After the date of signing of the Share Purchase Agreement and until Closing, the Acquirer shall have the right to nominate 1 non-voting observer to attend meetings of the board of directors of the Target Company and the committees of the directors thereof.

(vii) Subject to receipt of approval of the shareholders of PAC under Section 372A of the Companies Act, 1956, for the performance of the Share Purchase Agreement, the Closing shall take place no later than January 21, 2013, or February 15, 2013, in the event of a force majeure resulting in the 372A resolution not being passed.

(viii) At the written request and option of the Sellers, the Acquirer shall take best efforts to acquire the Sale Shares from the Sellers through a block deal on the floor of the stock exchange in accordance with the Guidelines for Execution of Block Deals on the Stock Exchanges dated September 2, 2005, issued by SEBI. If for any reason, the block deal is not executed on the floor of the stock exchange in the manner and timeline specified above, the parties shall undertake the sale and purchase off-market in accordance with the terms of the Share Purchase Agreement.

(ix) The Share Purchase Agreement may be terminated prior to Closing in any of the following circumstances:

(a) By the Acquirer and the PAC, if:

(i) there is an inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Sellers under the Share Purchase Agreement or a breach of the interim period covenants specified in paragraph 2.1.4 (iv) above; or

(ii) this Offer is withdrawn in accordance with the SEBI (SAST) Regulations due to any reason that is not due to the act or omission of the Acquirer and the PAC (voluntary or otherwise);

(b) By the Sellers if:

(i) there is an inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Acquirer and the PAC under the Share Purchase Agreement;

(ii) the Sellers have transferred 193,00,816 Equity Shares (out of the total Sale Shares) to the escrow agent, but the Acquirer has failed to deposit at least Rs. 3,00,00,00,000 (out of the total Purchase Consideration) with the escrow agent on or before December 12, 2012;

(iii) the Sellers have transferred all the Sale Shares to the escrow agent, but the Acquirer has failed to deposit the entire Purchase Consideration **or** if the Sellers have transferred 193,00,816 Equity Shares (out of the total Sale Shares) to the escrow agent, but the Acquirer has failed to deposit at least Rs. 3,93,06,11,178.40 (out of the total Purchase Consideration) on or before December 24, 2012; or

(iv) the PAC does not obtain consent of its shareholders for the performance of the Share Purchase Agreement under Section 372A of the Companies Act, 1956 on or before January 10, 2013, except due to occurrence of a force majeure event; or if the PAC does not obtain such consent of its shareholders on or before February 15, 2013 consequent to occurrence of a force majeure event.

(x) The Sellers shall have the right to forfeit Rs. 50,00,00,000 (of the Purchase Consideration) one-time and terminate the Share Purchase Agreement upon occurrence of any of the events specified in paragraph 2.1.4(ix)(b) (ii) and (iii) above.

(xi) The Share Purchase Agreement shall automatically expire if the Closing does not occur on or before June 30, 2013.

(xii) After Closing, Mr. Himanshu Kanakia (i.e., one of the Sellers) has agreed to provide transitional support and assistance to the chief executive officer or managing director of the Target Company for a period of 6 months as and when reasonably requested by the Acquirer and the PAC in order to facilitate a smooth hand-over of the management and operations of the Company. The Parties agree that such support or assistance provided by Mr. Himanshu Kanakia will not exceed 5 hours per week of his time.

(xiii) It has been agreed that upon Closing, the Target Company shall grant to Cinemax Properties Limited a limited, non-exclusive and royalty-free license to use the word 'Cinemax' solely as part of its corporate name within the territory of India for a period not exceeding 6 months from the Closing date. The said right is not sub-licensable by Cinemax Properties Limited to any person.

2.1.5 Simultaneous with the execution of the Share Purchase Agreement, the Sellers have executed a non-compete and non-solicitation agreement in favour of and with the Acquirer and the PAC, which shall become effective on the Closing date. As per the terms of this agreement, the Sellers and their affiliates have agreed to not directly or indirectly engage in the business of movie exhibition (all exhibition formats including multiplexes and single screens) for a period of 5 years within the territory of India. The amount payable as consideration under the Share Purchase Agreement includes consideration for the non-compete and non-solicitation obligations of the Sellers.

2.1.6 Except as disclosed herein there is no other agreement between the Acquirer and the PAC with regard to this Offer.

2.1.7 The proposed direct substantial acquisition of Equity Shares and voting rights in and control by the Acquirer over the Target Company is not through any scheme of arrangement.

2.1.8 The Acquirer and the PAC have not been prohibited by SEBI, from dealing in securities, in terms of Section 11B of the SEBI Act, 1992 or under any regulations made thereunder.

2.1.9 The Acquirer shall reconstitute the Board of Directors of the Target Company on or after the Closing date. However, no persons have been identified for such nomination on the Board of Directors of the Target Company.

2.1.10 As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors to provide its reasoned recommendation on this Offer to the Shareholders. Such recommendation shall be published at least 2 Working Days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

2.2 Details of this Offer

2.2.1 The Acquirer and the PAC have published the DPS on December 5, 2012, which appeared in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Mumbai Lakshadeep	Marathi	Mumbai

A copy of the DPS is also available on SEBI website: www.sebi.gov.in

2.2.2 This Offer is made by the Acquirer and the PAC to all the Shareholders, to acquire up to 72,80,000 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the Tendering Period (i.e. the Offer Size), at a price of Rs. 203.65 (Rupees two hundred three and paise sixty five only) (i.e. the Offer Price) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS and this Letter of Offer.

2.2.3 As of the date of this Letter of Offer, there are no: (i) partly paid-up shares of the Target Company; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. (Source: BSE website).

2.2.4 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Letter of Offer.

2.2.5 The Acquirer's obligation to consummate the transactions contemplated in the Share Purchase Agreement is subject to (i) shareholders of the PAC granting their approval under Section 372A of the Companies Act, 1956, for performance of the Share Purchase Agreement; (ii) there being no inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Sellers under the Share Purchase Agreement; (iii) there being no breach of the interim period covenants specified in paragraph 2.1.4(iv); and (iv) Closing, occurring on or before June 30, 2013. In the event that the said conditions are not met for reasons outside the reasonable control of the Acquirer and/or the PAC and the Share Purchase Agreement is rescinded, the Acquirer shall have a right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

2.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

2.2.7 The Acquirer has not acquired any Equity Shares after the date of PA, i.e., November 29, 2012, and up to the date of this Letter of Offer.

2.2.8 If the aggregate valid responses to this Offer by the Shareholders are more than the Offer Size, then the offers received from the Shareholders will be accepted 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. The Acquirer will acquire all the Equity Shares validly accepted in this Offer.

2.2.9 The Equity Shares are listed on the Stock Exchanges. As per Clause 40A of the listing agreement read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto ("**SCRR**"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with the Stock Exchanges read with Rule 19A of the SCRR, the Acquirer will ensure that the promoter group shareholding in the Target Company will be reduced within the time period specified in the SCRR, such that the Target Company complies with the minimum level of public shareholding required.

2.3 Object of the underlying transaction and this Offer

2.3.1 The object and purpose for the Acquirer and the PAC to enter into the transactions contemplated in the Share Purchase Agreement is to create one of the largest movie exhibition chains in India and to effectively utilise the synergy potential and cost benefits that accrue from the larger scale of operations of the combined network thereby creating value for all the stakeholders.

2.3.2 The Acquirer proposes to continue and expand the existing business of the Target Company. However, as of the date of this Letter of Offer, the Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the Target Company's places of business.

2.3.3 The Acquirer may dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and / or demerger with its group companies) and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalizing the assets, investments or liabilities of the Target Company and / or it subsidiaries, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company.

3. BACKGROUND OF THE ACQUIRER AND THE PAC

A. ACQUIRER

A1. Cine Hospitality Private Limited

1. The Acquirer, a private limited company, was incorporated on May 1, 2012 under the laws of India. The registered office of the Acquirer is located at 61, Basant Lok, Vasant Vihar, New Delhi 110 057, India. There has been no change in the name of the Acquirer since its incorporation.

2. The main objects of the Acquirer as per its memorandum of association is to engage in the business of acquiring, owning, managing, operating and maintaining restaurants, hotels, motels, resorts, lodging apartments, health clubs, sports complexes etc.

3. The Acquirer has been recently incorporated and is yet to commence business.

4. The Acquirer is a part of the PVR group.

5. The Acquirer is a wholly owned subsidiary of the PAC. As of the date of this DPS, the PAC holds 10,09,999 equity shares of face value of Rs 10 each, representing 99.99% of the issued and paid-up share capital of the Acquirer. The PAC jointly with an individual holds the balance 1 equity share of face value of Rs. 10. The PAC is the promoter of and controls the Acquirer.

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer with respect to the Target Company since the Acquirer has not acquired or sold any Equity Shares.

7. The shareholding pattern of the Acquirer is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	10,09,999 equity shares of face value of Rs. 10 each	99.99%
		1 equity share of face value of Rs. 10 is held by an individual shareholder jointly with the PAC	0.01%
2.	FIIs/Mutual-Funds/ FIs/ Banks	-	-
3.	Public	-	-
Total Paid Up Capital		10,10,000 equity shares of face value of Rs. 10 each aggregating to Rs. 1,01,00,000	100%

8. The details of the directors on the board of directors of the Acquirer are as follows:

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
1.	Sunil Bhatnagar	Sunil Bhatnagar joined Western Electronics Limited in 1982. In 1988, he joined Talbros Automotive Components Limited as the Accounts Manager. He joined the PAC in the year 1996 and is presently the Senior Vice President - Liaisoning. He looks after all the licensing requirements and statutory compliances related to PVR Cinemas.	Sunil Bhatnagar is graduate in Commerce from Delhi University.	August 1, 2012	02834328
2.	Pankaj Dhawan	Pankaj Dhawan has worked with Western Electronics Limited and Oswal group of companies as the Deputy Company Secretary. Subsequently, in the year 1992, he joined Talbros Automotive Components Limited as a Deputy Company Secretary and held positions of a General Manager and Company Secretary. Pankaj Dhawan joined the PAC in the year 2008 as a Vice President - Secretarial. Presently, he is the Senior Vice President – Secretarial with the PAC. He is also involved in strategic decision making in corporate affairs, restructuring and	Pankaj Dhawan is a graduate in commerce from Delhi University and law from Chaudhary Charan Singh University, Meerut (U.P.). He is also a qualified Company Secretary from the Institute of Company Secretaries of India.	November 16, 2012	05201111

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		mergers and acquisitions of the PVR group and is responsible for all statutory compliances.			
3	Nitin Sood	Nitin Sood joined the PAC in the year 2001 and is currently the Group Chief Financial Officer for the PAC and oversees various verticals of the PAC - multiplex, film production & distribution and retail entertainment. He has 13 years of experience in financial management. Nitin Sood plays an active role in key strategic business decisions, oversees accounting and compliance for various group companies and explores possibilities for new business expansion and mergers and acquisition.	Nitin Sood is a graduate from Delhi University and is a qualified Chartered Accountant.	August 1, 2012	05325741

9. None of the directors of the Acquirer are directors on the Board of Directors of the Target Company.

10. Since the Acquirer has recently been incorporated on May 1, 2012, no financial statements have been prepared under applicable laws.

11. There are no major contingent liabilities of the Acquirer.

12. The equity shares of the Acquirer are not listed on any stock exchanges.

B. PERSON ACTING IN CONCERT

B1. PVR Limited

1. The PAC, a public limited company, was incorporated on April 26, 1995, under the laws of India. The registered office of the PAC is located at 61, Basant Lok, Vasant Vihar, New Delhi - 110 057,

India. The PAC was incorporated under the name 'Priya Village Roadshow Limited' and subsequently renamed to its current name, i.e., 'PVR Limited' on June 28, 2002.

2. The PAC is engaged in the business of production and exhibition of films. The PAC also earns revenue from in-cinema advertisements / product displays and in-cinema sale of food and beverages.

3. The PAC was incorporated as a joint venture between Village Roadshow Limited, Australia and Priya Exhibitors Private Limited. In November, 2002, Priya Exhibitors Private Limited acquired the entire share holding held by Village Roadshow Limited in the PAC. The PAC came out with an initial public offering of its equity shares in December, 2005 and its equity shares were listed on BSE and NSE in January, 2006. The PAC currently operates a pan-India network in 27 cities in 12 states and 1 union territory with 213 screens in 46 locations, with a total seating capacity of 50,655 seats.

4. The PAC is the parent company of the Acquirer. The PAC is a part of the PVR group.

5. As of the date of this Letter of Offer, the promoter shareholding in the PAC is as follows:

S. No.	**Name of the promoter**	**No. of shares**	**Percentage of shares held**
1.	Mr. Ajay Bijli	15,70,287 equity shares of face value of Rs. 10 each	5.44%
2.	Bijli Holdings Private Limited	54,01,805 equity shares of face value of Rs. 10 each	18.73%
3.	Priya Exhibitors Limited	46,30,000 equity shares of face value of Rs. 10 each	16.05%
	Total	1,16,02,092 equity shares of face value of Rs. 10 each aggregating to Rs. 11,60,20,920	40.22%

Bijli Holdings Private Limited, Priya Exhibitors Limited and Mr. Ajay Bijli together control the PAC.

The PAC at its board meeting on November 29, 2012 has subject to shareholder's consent approved the issue of 1,06,25,205 fully paid equity shares of the PAC to certain investors, including 6,93,878 fully paid equity shares to Mr. Ajay Bijli at a price of Rs. 245 per equity share inclusive of premium or at a price computed as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher, on preferential issue basis. An extraordinary general meeting of the shareholders of the PAC is scheduled on December 29, 2012, for the purposes of the seeking their approval for this preferential issue.

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations are not applicable to the PAC with respect to the Target Company since the PAC has not directly acquired or sold any Equity Shares.

7. The shareholding pattern of the PAC as on December 7, 2012 is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	1,16,02,092 equity shares of face value of Rs. 10 each	40.22%
2.	FIIs/Mutual-Funds/FIs/Banks	65,12,980 equity shares of face value of Rs. 10 each	22.58%
3.	Public	1,07,30,732 equity shares of face value of Rs. 10 each	37.20%
	Total Paid Up Capital	2,88,45,804 equity shares of face value of Rs. 10 each aggregating to Rs. 28,84,58,040	100%

8. The details of the directors on the board of directors of the PAC are as follows:

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
1.	Ajay Bijli	Ajay Bijli has over 17 years of experience in film exhibition and film distribution. Over the past decade, he has spearheaded the PAC and has established it as a strong brand associated with movies, quality exhibition and youth-targeted promotions. He pioneered the multiplex cinema concept in India. Currently he is the Chairman cum Managing Director of the PAC. He is also a member of Central Board of Film Certification, Government of India and also a founding member of the FICCI Multiplex Association.	Ajay Bijli is a graduate in Commerce from Hindu College, Delhi University, New Delhi and attended the Owners Management Program of Harvard Business School, United States of America.	July 24, 2003	00531142
2.	Sanjeev Kumar	Sanjeev Kumar is involved with the PAC since its inception and has held key positions in the PAC in his career of over 17 years in film exhibition and film distribution business. Currently, he is the Joint Managing	Sanjeev Kumar is a graduate in finance and accounting from Salford University, Manchaster and completed his Masters in	July 24, 2003	00208173

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		Director of the PAC. Sanjeev Kumar manages film acquisition, distribution and programming activities of the PAC and is closely involved in script review and selection, determining the content selection for the cinemas and development and growth strategy of the PAC. He is the Managing Director of PVR Pictures Limited and a member of Entrepreneurs organisation.	Business Administration from Imperial College, London University.		
3.	Vicha Poolvaraluk	Vicha Poolvaraluk joined Major Cineplex Group Plc in the year 1995 and is currently its Chairman. He is also a director of Siam Future Development Plc and California WOW Xperience Plc.	Vicha Poolvaraluk is a graduate in Business Administration from Chulalongkom University, Thailand and completed his Masters degree in Business Administration from International University of San Diego, United States of America.	January 29, 2010	02137733
4.	Ravinder Singh Thakran	Ravinder Singh Thankaran joined Proctor & Gamble – Godrej, India in the year 1988 and subsequently, joined the Tata Group, United Kingdom and India where he first held the position of the Regional Sales & Marketing Manager, North India and then the Country Manager, United Kingdom. Thereafter, in 1994 he	Ravi Singh Thankaran is a graduate and masters in Science. He also completed Masters in Business Administration from Indian Institute of Management, Ahemadabad.	October 8, 2012	01077387

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		joined Trade Alliance, Singapore. He subsequently worked for the Swatch Group in the year 1997 as the Director (Extended Group Management Board, Switzerland), Managing Director (South Asia / Middle East) and Regional Director (South East Asia). In the year 2001, he joined LVMH (Moet Hennessy Louis Vuitton) Group, where he is currently the Group President (South and South East Asia and Middle East) and President and Chief Executive Officer of LVMH Watches & Jewelry (Asia Pacific). He has over 20 years of experience in private equity.			
5.	Vikram Bakshi	Vikram Bakshi is the Managing Director of Connaught Plaza Restaurants Private Limited (CPRPL), and manages the North and East India operations of Mc Donalds.	Vikram Bakshi is a graduate in Science from Delhi University.	September 19, 2005	00189930
6.	Sumit Chandwani	Sumit Chandwani has over 20 years of experience in private equity, structured finance and project finance. He has served as a member of the board of directors of ICICI Venture and as the president of its private equity business. Prior to joining ICICI Venture, he worked with ICICI Limited and GE Capital. At ICICI Limited, he was with the project financing group and led several project financing transactions in industries	Sumit Chandwani is a graduate in Industrial Engineering from Indian Institute of Technology, Roorkee and completed his Masters in Business Administration from Indian Institute of Management, Bangalore.	July 24, 2003	00179100

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		like cement, steel, sugar, textiles and auto components. At GE Capital, he was a part of the core team that set up Commercial Finance Operations in India. Sumit Chandwani has worked with various companies in a variety of industries such as pharmaceuticals, healthcare, manufacturing, services, consumer and engineering.			
7.	Sanjai Vohra	Sanjay Vohra started his career in the year 1983 with Citibank, India and held positions of Operations Officer and Senior Accountant Officer until 1989. Subsequently, he joined Standard Chartered Bank in Hong Kong as Senior Credit Training Officer and Senior Account Relationship Manager until 1991. In the year 1991, Sanjay Vohra joined JP Morgan in Hong Kong and Singapore and held the positions of Vice President – Senior Credit Analyst followed by Vice President – Credit Risk Officer for ASEAN Corporates. He has also worked with Credit Suisse First Boston in Hong Kong, ING Bank NV in Hong Kong and JP Morgan Chase & Co. in Hong Kong. As his last assignment he worked with UBS AG in Singapore, where he held the position of Managing Director - Head, EM Loans & Private Finance Group, Asia until April 2011. He has over all experience of 25 years in	Sanjay Vohra is a graduate in Science (major in Physics) from St. Stephens College, New Delhi and completed his Post Graduate Diploma in Management from Indian Institute of Management, Ahmadabad, India.	September 30, 2011	00700879

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		banking industry, private finance and risk management.			
8.	Ravi Kumar Sinha	Ravi Kumar Sinha has about 44 years of experience in strategic planning, financial management and capability building. He runs a boutique management consultancy firm known as M/s. Ravi Sinha and Associates. He also headed SRF Limited as its Managing Director, Chief Executive Officer and Group Head for several years. Presently, he is an advisor / executive coach to many companies including ICICI Venture Funds Management Company Limited, Shalimar Paints Limited, Austentic Creations Private Limited etc. and is also on the board of PVR Pictures Limited, Gabriel India Limited and Emergent Ventures India Private Limited.	Ravi Kumar Sinha is a graduate in Mechanical Engineering from Agra University. He also holds PGDM in Marketing and Sales Management from Delhi University.	June 2, 2008	00350100
9.	Sanjay Khanna	Sanjay Khanna has been involved the textile trading business for the last 30 years.	Sanjay Khanna is a graduate in Commerce from Delhi University.	April 15, 2008	02137776

9. None of the directors of the PAC are directors on the Board of Directors of the Target Company.

10. Brief financial details of the PAC, as obtained from its audited consolidated financial statements as at and for the 12-month period ended March 31, 2012, March 31, 2011 and March 31, 2010 and the interim unaudited consolidated financial information, which has been subject to limited review by the PAC's auditors, as at and for the 6-month period ending September 30, 2012, are as follows:

(Amounts in Rs. crore)

Profit and Loss Statement	As at and for the 12-month period ending March 31,			As at and for the 6-month period ending September 30,
	2012	2011	2010	2012
Income from Operations	508.50	457.28	334.13	358.79
Other Income	13.31	11.60	9.78	1.70
Total Income	**521.81**	**468.88**	**343.91**	**360.49**
Total Expenditure	436.06	371.98	299.90	288.37
Profit before Depreciation Interest and Tax	85.75	96.91	44.01	72.12
Depreciation	36.47	67.41	27.44	26.80
Finance costs	18.48	13.77	15.86	9.91
Profit Before Tax	31.01*	15.72	.70	35.41
Tax Expense	5.72	15.41	.10	11.46
Profit After tax**	**25.41**	**8.18**	**1.35**	**23.65**

** Inclusive of prior period adjustment amounting to Rs. 0.20 crore*
*** Inclusive of share of minority interest in (profit)/ losses (net)*

(Amounts in Rs. crore)

Balance Sheet Statement (as per the old Schedule VI format)	As at and for the 12-month period ended March 31,	
	2011	2010
Sources of Funds		
Paid up Share Capital	27.15	25.62
Reserves and Surplus (excluding revaluation reserves)	314.22	283.42
Net Worth*	395.74	369.28
Secured Loans	160.67	177.80
Unsecured Loans	1.04	2.10
Total**	**588.81**	**570.86**
Uses of funds		
Net Fixed Assets	382.00	321.11
Investments	.54	106.70
Net Current Assets	152.51	72.70
Total Miscellaneous Expenditure not written off	.03	.05
Total	**588.81**	**570.86**

** Inclusive of Minority Interest*
*** Inclusive of Deferred Tax Liabilities*

(Amounts in Rs. crore)

Balance Sheet Statement (as per the revised Schedule VI format)	**As at and for the 12-month period ended March 31, 2012**	**As at and for the 6-month period ended September 30, 2012**
Sources of Funds		
Paid up Share Capital	25.90	28.85
Reserves and Surplus (excluding revaluation reserves)	253.17	332.08
Net Worth*	296.97	392.23
Non-current Liabilities	190.09	251.07
Current Liabilities	125.55	184.49
Total	**612.61**	**827.79**
Uses of funds		
Non-current Assets	533.81	662.49
Current Assets	78.80	165.30
Total Miscellaneous Expenditure not written off	-	-
Total	**612.61**	**827.79**

** Inclusive of Minority Interest and share application money pending allotment*

Other financial data	**As at and for the 12-month period ended March 31,**			**As at and for the 6-month period ended September 30,**
	2012	2011	2010	2012
Dividend (%)	60%*	10%	10%	-
Earnings per share - Basic (Rs.) - Diluted (Rs.)	 9.50 9.46	 3.02 3.01	 0.57 0.57	 9.10** 9.04**

** Inclusive of Special Interim Dividend of 40%, i.e., Rs. 4 per equity share*
*** Not annualised*

11. As per the latest audited financial statements of the PAC for the 12-month period ended March 31, 2012, following are the major contingent liabilities of the PAC:

Particulars	**Amount (Rs. in crore)**
Labour cases pending *	Amount not ascertainable
Claims against the PAC not acknowledged as debts (the PAC has paid under protest an amount of Rs. 19,98,809 which is appearing in the Schedule of Loans and Advances).	0.35
Show Cause Notice raised by Service tax Commissionerate, New Delhi for non-levy of service tax on certain invoices. (The PAC has already paid an amount of Rs. 19,00,334, which is appearing under Loans and Advances).	1.31

Demands by Service Tax Commissioner (Adjn.), New Delhi for non-levy of service tax on certain marketing income of the PAC.	0.80
Appeals filed by the PAC with Commissioner of Income Tax (Appeals) and Income Tax Appellate Tribunal with regard to certain expenses disallowed by the assessing officer in respect of financial years ended March 31, 2009, March 31, 2008, March 31, 2007 and March 31, 2006 respectively. (The PAC has paid an amount of Rs. 9,62,42,608 which is appearing in the Schedule of Loans and Advances).	13.77
Notice u/s 27IC of the Income Tax Act issued by JCIT, Lucknow for one of the properties of the PAC.	1.15
Appeal filed by CR Retails Malls (India) Ltd., against the order of Chief Controlling Revenue Authority, Pune against the demand of deficit stamp duty indemnified by the PAC.	0.91
Notice from Entertainment Department, Chennai regarding short deposit of entertainment tax on a regional movie.	0.43
Arbitration filed on rental dues claimed by erstwhile landlord of food court in Ludhiana, Punjab.	4.53
Appeal filed by the PAC against the order of Municipal Corporation of Greater Mumbai against the demand of property tax for a multiplex at Mumbai.	-

** In view of the large number of cases pending at various forums/courts, it is not practicable to furnish the details of each case. Based on the discussions with the solicitors/meeting the terms and conditions by the PAC, the management of the PAC believe that the PAC has a strong chance of success in the cases and hence no provision is considered necessary.*

12. The equity shares of the PAC (ISIN: INE191H01014) are listed on BSE (Scrip Code: 532689) and NSE (Symbol: PVR). The closing market price of the equity shares of the PAC on BSE and NSE as on December 11, 2012 is Rs. 307.95 and Rs. 308.20, respectively.

13. The PAC has complied with the conditions of corporate governance as stipulated in clause 49 of the listing agreements with the Stock Exchanges.

14. The details of the Compliance Officer of the PAC are as follows:

Name:	Mr. Pankaj Dhawan
Address:	Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase – III, Gurgaon, Haryana - 122002
Tel:	+124-4708100
Fax:	+124-4708101
Email:	pankaj.dhawan@pvrcinemas.com

B2. Other than the PAC, no other person is acting in concert with the Acquirer for the purposes of this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

4. BACKGROUND OF THE TARGET COMPANY

4.1 The Target Company, a public limited company, was incorporated on September 30, 2011 under the laws of India. The registered office of the Target Company is located at 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra - 400 059, India.

4.2 The Target Company was incorporated with the name 'Cinemax Exhibition India Limited'. Subsequently, the name of the Target Company was changed to its current name, i.e. 'Cinemax India Limited' on June 22, 2012 and a fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, Maharashtra. (*Source: Information Memorandum of the Target Company available on the its website*)

4.3 The Target Company is engaged in the business of theatre exhibition. (*Source: Information Memorandum of the Target Company available on the its website*)

4.4 Pursuant to a Composite Scheme of Arrangement between the Cinemax Properties Limited and Cinemax India Limited and their respective shareholders and creditors under sections 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956, sanctioned by the Honorable High Court of Judicature at Bombay vide its order dated March 9, 2012, the theatre exhibition business of Cinemax Properties Limited has been vested with the Target Company. April 1, 2012 and April 20, 2012 are the appointed date and effective date, respectively, of the referred scheme. The Target Company was incorporated on September 30, 2011 and had limited business operations prior to the theatre exhibition business of Cinemax Properties Limited being vested with it *(Source: Information Memorandum of the Target Company available on the its website)*

4.5 The Equity Shares (ISIN: INE460N01011) are listed on BSE (Scrip Code: 534711) and NSE (Symbol: CINEMAXIN). (*Source: BSE and NSE websites*)

4.6 The Equity Shares are not frequently traded on the Stock Exchanges, within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations (further details are provided in paragraph 5.1.2 below).

4.7 Details of the Voting Share Capital as of the date of this Letter of Offer are as follows:

(*Source: BSE website*)

Paid up equity shares of Target Company	**No. of Equity Shares/voting rights**	**Percentage of Equity Shares/voting rights**
Equity Shares	2,80,00,000	100
Partly paid up equity shares	Nil	Nil
Total paid up Equity Shares	2,80,00,000	100
Total voting rights in Target Company	2,80,00,000	100

4.8 Trading of the Equity Shares is not currently suspended on the Stock Exchanges. (Source: *BSE and NSE websites*)

4.9 There are no Equity Shares that are not listed on the Stock Exchanges. (*Source for listing of all the Equity Shares on BSE and NSE: BSE and NSE websites)*

4.10 As of the date of this Letter of Offer, there are no outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. (*Source: BSE website*)

4.11 The Target Company has not issued any partly paid up shares. (*Source: BSE website*)

4.12 The details of the Board of Directors of the Target Company are set forth below: (*Source: Information Memorandum of the Target Company available on the its website)*

S. No.	Name	Date of appointment	Designation
1.	Rasesh Kanakia	September 30, 2011	Executive, Chairman
2.	Himanshu Kanakia	September 30, 2011	Executive, Managing Director
3.	Sanjay Sanghvi	September 30, 2011	Director
4.	Kranti Sinha	May 24, 2012	Additional Independent Director
5.	Girish Dave	May 24, 2012	Additional Independent Director
6.	Utpal Sheth	May 24, 2012	Additional Independent Director

4.13 The Acquirer and the PAC do not have any representation on the Board of Directors of the Target Company, as of the date of this Letter of Offer.

4.14 The brief financial details of the Target Company, as obtained from its audited standalone financial statements as at and for the year ended March 31, 2012, is as follows: *(Source: Information Memorandum of the Target Company available on the its website)*

(Amounts in Rs. in crore)

Profit and Loss Statement	**For the year ended March 31, 2012**
Income from Operations	-
Other Income	-
Total Income	-
Total Expenditure	0.16
Profit / (Loss) before Depreciation Interest and Tax	(0.16)
Depreciation	-
Finance costs	-
Profit / (Loss) Before Tax	(0.16)
Provision for Tax	-
Profit / (Loss) After tax	(0.16)

(Amounts in Rs. crore)

Balance Sheet Statement	**For the year ended March 31, 2012**
Sources of Funds	
Paid up Share Capital	0.05
Reserves and Surplus (excluding revaluation reserves)	(0.16)
Net Worth	(0.11)
Non-current Liabilities	-

Balance Sheet Statement	For the year ended March 31, 2012
Current Liabilities	0.16
Total	**0.05**
Uses of funds	
Non-current Assets	0.001
Current Assets	0.049
Total Miscellaneous Expenditure not written off	-
Total	**0.05**

Other financial data	For the year ended March 31, 2012
Dividend (%)	-
Earnings per share – Basic and diluted (Rs.)	(15.84)

The brief financial details of the Target Company, as obtained from its interim unaudited consolidated financial information, which has been subject to limited review by the its auditors, as at and for the 6-month period ended September 30, 2012, are as follows: *(Source: Financial information submitted to BSE)*

(Amounts in Rs. crore)

Profit and Loss Statement	For the year 6-month ended September 30, 2012
Income from Operations	211.93
Other Income	2.30
Total Income	214.23
Total Expenditure	165.07
Profit before Depreciation Interest and Tax	49.16
Depreciation	9.29
Finance costs	6.60
Profit Before Tax	33.69*
Tax expense	8.55
Profit After tax	25.14

** Inclusive of exceptional item amounting to Rs. 0.42 crore*

(Amounts in Rs. crore)

Balance Sheet Statement	**For the year 6-month ended September 30, 2012**
Sources of Funds	
Paid up Share Capital	14.00
Reserves and Surplus (excluding revaluation reserves)	117.33
Net Worth	131.33
Non-current Liabilities	76.45
Current Liabilities	96.66
Total	**304.44**
Uses of funds	
Non-current Assets	258.31
Current Assets	46.13
Total Miscellaneous Expenditure not written off	**-**
Total	**304.44**

Other financial data	**For the year 6-month ended September 30, 2012**
Dividend (%)	**-**
Earnings per share – Basic and dilute (not annualised) (Rs.)	*8.98*

4.15 The shareholding pattern of the Target Company before (i.e. as of September 30, 2012) and after this Offer, is as follows:

(Source: Shareholding pattern filed with BSE)

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and this Offer		Equity Shares /voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations		Equity Shares/voting rights to be acquired in this Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and this Offer (Assuming full acceptances)	
	(A)		**(B)**		**(C)**		**(A)+(B)+(C) =(D)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter group								
a. Parties to agreement, if any (i.e. the Sellers)	1,93,94,816	69.27	Not applicable		Not applicable		Nil	Nil
b. Promoters other than (a) above	Not applicable							
Total 1(a+b)	1,93,94,816	69.27	Not applicable		Not applicable		Nil	Nil
(2) Acquirers								
a. Main Acquirer	Nil	Nil	1,93,94,816	69.27	72,80,000	26	2,66,74,816	95.27
b. PAC	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total 2(a+b)	Nil	Nil	1,93,94,816	69.27	72,80,000	26	2,66,74,816	95.27
(3) Parties to agreement other than (1) (a) & (2)	Not applicable							
(4) Public (other than parties to agreement, Acquirers & PAC)								
a. FIs/MFs/FIIs/Banks, SFIs (Indicate names)	4,21,897	1.51	Not applicable		Not applicable		13,25,814	4.73
b. Others	81,83,287	29.23	-	-	-	-		
(total number of Shareholders in "Public category")	30,859		-	-	-	-		
Total (4)(a+b)	86,05,184	30.73	-	-	-	-		
Grand Total (1+2+3+4)	2,80,00,000	100.00	1,93,94,816	69.27	72,80,000	26	2,80,00,000	100

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

5.1.1 The Equity Shares are listed on the Stock Exchanges.

5.1.2 The trading turnover of the Equity Shares for BSE and NSE from October 18, 2012 (i.e., date of commencement of trading of the Equity Shares on BSE and NSE) to October 31, 2012 (i.e., last day of the preceding month in which the PA is made) are set forth below:

Stock Exchange	Number of Equity Shares traded	Total number of listed Equity Shares	Trading turnover (as a percentage of total listed Equity Shares)
BSE	4,78,264	2,80,00,000	1.71%
NSE	10,95,010	2,80,00,000	3.91%

(*Source for BSE and NSE trading information: BSE and NSE websites*)

Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are not frequently traded on BSE and NSE.

5.1.3 The Offer Price of Rs. 203.65 (Rupees two hundred three and paise sixty five only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, in view of the following:

Parameters prescribed under the SEBI (SAST) Regulations for the determining the offer price in case of direct acquisitions, where the equity shares of the target company are not frequently traded		
(a)	Highest negotiated price per Equity Share under the Share Purchase Agreement.	Rs. 203.65*
(b)	Volume-weighted average price paid by the Acquirer or by any person acting in concert with him, during the 52 weeks immediately preceding the date of the PA.	Not applicable
(c)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the 26 weeks immediately preceding the date of the PA.	Not applicable
(d)	Volume-weighted average market price of the Equity Shares for a period of 60 trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period.	Not applicable as the Equity Shares are not frequently traded**
(e)	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Rs. 164.74***

** The price payable to the Sellers under the Share Purchase Agreement includes consideration for the non-compete and non-solicitation obligations of the Sellers.*

*** The Target Company received the approval from BSE and NSE for commencement of trading of the Equity Shares with effect from October 18, 2012. Therefore, considering the trading volume of 9 trading days in the month preceding the month of the PA, i.e., October 2012, the Equity Share are* *not frequently traded. Further, as of the date immediately preceding the date of the PA, the Equity shares have traded for only 27 days. Accordingly, for purposes of determining the Offer Price, this parameter is not applicable. However, for the purpose of disclosure, the volume-weighted average market price of the Equity Shares for a period of 27 trading days immediately preceding the date of the PA as traded on NSE, i.e., the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period, is Rs. 131.28.*

**** Excerpts from the report by SSPA & Co. (Chartered Accountants) dated November 28, 2012 are reproduced below:*

"*For the purposes of our valuation we have adopted the following approaches, viz,*
(a) the "Underlying Asset" approach;
(b) the "Income" approach.

The shares of the Company have been listed on the BSE Limited and the National Stock Exchange of India Limited from October 18, 2012. Since, the trading history of shares of the Company is not much, we have thought fit not to use the 'market price' approach.

Considering the fact that the valuation is carried out on a "going concern" basis, we have considered it appropriate to give a higher weightage of 80% to the value determined under the "income" approach as compared to the weightage of 20% to the value determined under the "underlying asset" approach, to arrive at the fair value of shares of the Company.

In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion, the fair value per share of CIL comes to Rs. 164.74."

5.1.4 Therefore, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, the Offer Price of Rs. 203.65 (Rupees two hundred three and paise sixty five only) per Equity Share is justified.

5.1.5 There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. (*Source: BSE and NSE websites*)

5.1.6 There has been no revision in the Offer Price or to the Offer Size as of the date of this Letter of Offer.

5.1.7 In the event of acquisition of the Equity Shares by the Acquirer and/or the PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and the PAC shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

5.1.8 An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be done at any time prior to the commencement of the last 3 working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PAC shall (i) make further deposits into the Offer Escrow Account (as defined below); (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform the Stock Exchanges, SEBI and the Target Company at its registered office of such revision.

5.2 Financial Arrangement

5.2.1 The total funding requirement for this Offer is Rs. 1,48,25,72,000, assuming full acceptance of this Offer ("**Maximum Consideration**").

5.2.2 The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer and the Acquirer is able to implement this Offer.

5.2.3 M/s Narender Singh & Co. (Chartered Accountants) (Address: B-38, Christian Colony, Patel Chest, Delhi University, Delhi – 110 007; Phone: +91 11 23640473, +91 11 27666996; Partner's Name: CA. Narender Singh; Partner's Membership No.: 89004) has by its certificate dated November 29, 2012 certified that based on the facility agreement dated November 27, 2012 for loan facilities made available by certain domestic lenders to the Acquirer, it has firm financial arrangements to the extent of Rs. 150 crore, which is adequate to meet the financial requirements of this Offer.

5.2.4 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer, the Manager to the Offer and Axis Bank Limited having its registered office at 'TRISHUL', Third Floor, Opp. Samartheshwar Temple, near Law Garden, Ellisbridge, Ahmedabad – 380 006 and acting through its branch at Universal Insurance Bldg. Ground Floor, Sir. P. M. Road, Fort, Mumbai 400001, Maharashtra, India ("**Escrow Bank**") have entered into an escrow agreement on November 29, 2012,("**Offer Escrow Agreement**"). Pursuant to the Offer Escrow Agreement, the Acquirer has established an escrow account under the name and title of "*Cinemax India Limited – Open Offer Escrow Account*" ("**Offer Escrow Account**") with the Escrow Bank and has made a cash deposit of Rs. 37,06,50,000 in the Offer Escrow Account which is equal to at least 25% of the Maximum Consideration. The Manager to the Offer has been duly authorized to realize the monies lying to the credit of the Offer Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.5 Based on the above, the Manager to the Offer is satisfied that firm financial arrangements for funds and money for payment through verifiable means are in place to fulfill the obligations of the Acquirer under this Offer.

6. TERMS AND CONDITIONS OF THIS OFFER

6.1 This Offer is being made by the Acquirer and the PAC to (i) all the Shareholders, whose names appear in the register of members of the Target Company as of the close of business on January 7, 2013, i.e. the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on January 7, 2013, i.e. the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. February 4, 2013, but who are not the registered Shareholders.

6.2 This Offer is being made by the Acquirer and the PAC to all the Shareholders, to acquire up to 72,80,000 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th Working Day from the Closure of the Tendering Period, subject to the terms and conditions mentioned in the PA, DPS and this Letter of Offer.

6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

6.4 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.5 There has been no revision in the Offer Price or the Offer Size as of the date of this Letter of Offer. In the event of acquisition of the Equity Shares by the Acquirer and/or the PAC during the Offer

Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and the PAC shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.6 An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PAC shall: (i) make further deposits into the Offer Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously with the issue of such announcement, inform the Stock Exchanges, SEBI and the Target Company at its registered office.

6.7 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms of this Offer.

6.8 Accidental omission to dispatch this Letter of Offer to any Shareholder to whom this Offer has been made or non-receipt of this Letter of Offer by any such Shareholder shall not invalidate this Offer in any way.

6.9 Each Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.

6.10 The Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares that are validly accepted in this Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereof.

6.11 The acceptance of this Offer is entirely at the discretion of the Shareholders. The Acquirer and the PAC will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interests in this regard.

6.12 The acceptance of this Offer must be unconditional, absolute and unqualified and should be sent with the attached Form of Acceptance-cum-Acknowledgement duly filled in, signed by the applicant Shareholder(s), which should be received by the Registrar to the Offer at the address mentioned in paragraph 7.3 below on or before 5:00 pm on February 4, 2013, i.e., Closure of the Tendering Period. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by the Shareholder, the Acquirer and the PAC reserve the right to reject the acceptance of this Offer by such Shareholder.

6.13 The Shareholders who have accepted this Offer by tendering their Equity Shares and requisite documents in terms of the PA, DPS and this Letter of Offer, are **not** entitled to withdraw such acceptance during the Tendering Period for this Offer.

6.14 In the event that the Equity Shares tendered in this Offer by the Shareholders are more than the Equity Shares to be acquired in this Offer, the acquisition of the Equity Shares from each Shareholder will be on a proportionate basis as detailed in paragraph 7.16 below.

6.15 To the best of the knowledge of the Acquirer and the PAC, the Target Company has no Equity Shares that are currently locked-in. (*Source: BSE website*)

6.16 **Statutory & Other Approvals**

6.16.1 Approval of the shareholders of the PAC under Section 372A of the Companies Act, 1956, is necessary for effecting the Share Purchase Agreement and the underlying transaction contemplated therein and this Offer. Apart from the above mentioned corporate approval, as of the date of this Letter of Offer, the Acquirer and the PAC are not aware of any statutory approvals required by the Acquirer and/or the PAC to complete this Offer or for effecting the transactions contemplated under the Share Purchase Agreement. However, in case of any statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals.

6.16.2 If the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the Reserve Bank of India ("**RBI**") or the Foreign Investment Promotion Board ("**FIPB**") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Equity Shares are held under general permission and whether on repatriable basis or non repatriable. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer.

6.16.3 In case of delay in receipt of any such statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all Shareholders, the Acquirer will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

6.16.4 This Offer has been triggered upon the execution of a share purchase agreement dated November 29, 2012 ("**Share Purchase Agreement**") among the Acquirer, the PAC and the Sellers (as defined below). The Acquirer's obligation to consummate the transactions contemplated in the Share Purchase Agreement is subject to (a) the shareholders of the PAC granting their approval under Section 372A of the Companies Act, 1956, for performance of the Share Purchase Agreement; (b) there being no inaccuracy or misrepresentation in respect of any of the representations and warranties given by the Sellers under the Share Purchase Agreement; (c) there being no breach of the interim period covenants specified in paragraph 2.1.4(iv) below; and (d) Closing (as defined below) occurring on or before June 30, 2013. In the event that the said conditions are not met for reasons outside the reasonable control of the Acquirer and/or the PAC and the Share Purchase Agreement is rescinded, the Acquirer shall have a right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

7.1 This Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be mailed to the Shareholders, whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on January 7, 2013, i.e. the Identified Date.

7.2 The Shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from SEBI website at www.sebi.gov.in.

7.3 The Shareholders who wish to accept this Offer can hand-deliver the Form of Acceptance-cum-Acknowledgement along with the other documents required to accept this Offer, at any of the collection centers mentioned below so as to reach the Registrar to the Offer during business hours on all Working Days or before 5:00 pm on February 4, 2013, i.e., Closure of the Tendering Period, in accordance with the procedure as set out in this Letter of Offer:

COLLECTION CENTRE	NAME AND ADDRESS OFF THE COLLECTION CENTRE	CONTACT PERSON	MODE OF DELIVERY	PHONE/FAX/Email
Mumbai Sakinaka	Sharepro Services (India) Pvt. Ltd., 13-A/B Samhita Warhousing Complex, 2nd Floor, Sakinaka Telephone Exchange, Off Andheri Kurla Road, Andheri (East), Mumbai - 400 072	Mr. Anand H Moolya / Mr. Prakash Khare	Hand Delivery/Post/Courier	Tel : +91 22 61915400/5402 /5418 Fax : +91 22 61915444 / +91 22 28591568 Email : offer@shareproservices.com;
Mumbai - Nariman Point	Sharepro Services (India) Pvt. Ltd., 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021	Mr. Joseph	Hand Delivery/Post / Courier	Tel : +91 22 6613 4700 / 2282 5163 Fax : +91 22 2282 5484 Email : sharepro@shareproserives.com
Ahmedabad	Sharepro Services (India) Pvt. Ltd. 416-420 Devanandan Mall, Opp Sanyas Ashram Ashram Road, Ahmedabad - 380 006	Mr. Paresh Dave	Hand Delivery	Tel : 079-2658 2381 Fax : 079- 2658 2385 Email :paresh.dave@shareproservices.com

COLLECTION CENTRE	NAME AND ADDRESS OFF THE COLLECTION CENTRE	CONTACT PERSON	MODE OF DELIVERY	PHONE/FAX/Email
New Delhi	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd., Overnite House, A- 221 Lane No. 6, Mahilpalpur Ext, New Delhi - 110 037	Mr. Bhanu Pratap Dubey	Hand Delivery	Tel : 011-30786445 / 011-26782370 Fax : 011- 2678 2470 Email : oel@del.overnite-mail.com
Chennai	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd. Old No. 456/ New No. 728, Anna Salai, Nanadanam, Chennai - 600 035	Mr. Dhinakaran J P	Hand Delivery	Tel : 044-2433 0101 / 044-3980 9400 Fax : 044-2433 1098 Email : oel@che.overnite-mail.com
Kolkata	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd., 7A Tiljala Road, Near Don Bosco School Park Circus, Kolkata - 700 046	Mr. Sourav Singha	Hand Delivery	Tel : 033-2287 0819 Fax : 033-2287 7119 Email : oel@kol.overnite-mail.com
Bangalore	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd. No - 135/9 Lal Bhag Main Road, Opp. to Garuda Autocraft, Bangalore - 560 027	Ms. Manjula	Hand Delivery	Tel : 080-2213 3271 / 080-2213 3272 Fax : 080 - 2133 3272 Email : oel@blr.overnite-mail.com

7.4 The Equity Shares and all other relevant documents should only be sent to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer, the PAC or the Target Company.

7.5 Applicants who cannot hand deliver their documents at any of the collection centers referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at its address: 13AB Samhita Warehousing Complex, Andheri Kurla Road, Behind Sakinaka Telephone Exchange Lane, Andheri (East), Mumbai – 400 072; Tel: +91 22 6191 5400 / 402 / 418; Email: offer@shareproservices.com; and Contact Person: Mr. Prakash Khare/Mr. Anand Moolya, so as to reach the Registrar to the Offer on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period.

7.6 **Shareholders who are holding Equity Shares in physical form:**

7.6.1 The Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer will be required to duly complete, sign and send the Form of Acceptance-cum-Acknowledgement in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer. Original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, in accordance with the instructions specified in this Letter of Offer and the Form of Acceptance-cum-Acknowledgement along with self attested copy of PAN Card of all the transferors are required to be submitted.

7.6.2 Valid transfer deed(s) should be duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (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 or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank.

Notwithstanding that the signature(s) of the transferor(s) has been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such Equity Shares are liable to be rejected in this Offer.

7.7 **Shareholders who are holding Equity Shares in dematerialized form:**

7.7.1 Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.

7.7.2 The Registrar to the Offer has opened a special depository account with Enam Securities Direct Private Limited called "Cinemax India Limited – Open Offer Escrow Demat Account" ("**Depository Escrow Account**"). The Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

- Depository Participant Name: Enam Securities Direct Private Limited
- DP ID: 12049200

- Client ID: 00147581
- Account Name: Cinemax India Limited – Open Offer Escrow Demat Account
- Depository: Central Depository Services (India) Limited (CDSL)
- ISIN: INE460N01011

7.7.3 It is the sole responsibility of the Shareholders to ensure credit of their Equity Shares in the Depository Escrow Account, on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period.

7.7.4 The Shareholders having their beneficiary account in National Securities Depository Limited (NDSL) shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with CDSL.

7.7.5 The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the Tendering Period is liable to be rejected.

7.7.6 For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement.

7.8 **Shareholders who have sent their Equity Shares for dematerialization:**

7.8.1 The Shareholders who have sent their Equity Shares for dematerialization, who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Shareholder's DP, in accordance with the instructions mentioned in paragraph 7.7 above. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein by the sole/joint Shareholder(s) whose name appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.

7.8.2 Such Shareholders need to ensure that the process of getting their Equity Shares dematerialized is completed in time for the credit in the Depository Escrow Account, to be received on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period, or else their application will be rejected. Alternatively, if the Equity Shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Equity Share certificate(s) in this Offer as per the procedure mentioned in paragraph 7.6 above.

7.9 Unregistered Shareholders can also send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, together with the original Equity Share certificates, valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their Equity Shares, either by hand delivery or by registered post, so that the same are received on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period. Valid share transfer deed(s), as received from the market, duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self attested copy of PAN card of all the transferees, should be submitted along with the application. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance. An additional valid share transfer deed should be duly signed by the unregistered owner(s) as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the share transfer deed) (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 or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. No indemnity is required from the unregistered Shareholders. 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). The Shareholders should ensure that the Equity Share certificate(s) and above documents reach the designated collection centre on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period.

7.10 The Shareholders should also provide all relevant documents, which are necessary to ensure transfer of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

- duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original Shareholder is no more;
- duly attested power of attorney if any person apart from the Shareholder has signed the application form and/or transfer deeds;
- in case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
- banker's certificate certifying inward remittances of funds for acquisition of Equity Shares; and
- any other relevant documents.

7.11 In case of non-receipt of this Letter of Offer, the eligible persons may send their acceptance to this Offer to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, together with the documents as mentioned above so as to reach the Registrar to the Offer on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period, or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Offer, on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period. In case of physical Equity Shares, original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The Shareholders who have lodged their Equity Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the Equity Shares. Shareholders who have sent their Equity Shares for dematerialization/re-materialization need to ensure that the process of getting Equity Shares dematerialized/rematerialized is completed well in time so that the credit in the Depository Escrow Account is received or physical Equity Share certificates are received by the Registrar to the Offer on or before 5:00 pm on February 4, 2013, i.e. Closure of the Tendering Period, else their application would be rejected.

7.12 If the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under general permission and whether on repatriable or non repatriable basis. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. Apart from the above mentioned corporate approvals, as of the date of this Letter of Offer, the Acquirer and the PAC are not aware of any statutory approvals required by the Acquirer and/or the PAC to complete this Offer or for effecting the transactions contemplated under the Share Purchase Agreement.

7.13 In case of delay in receipt of any statutory approvals, which may be required by the Acquirer and/or the PAC at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all the Shareholders, the Acquirer will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

7.14 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Applications in respect of the Equity Shares that are the subject of litigation, wherein the Shareholders may be prohibited from transferring their Equity Shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered in this Offer. This Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.15 The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account, the Form of Acceptance-cum-Acknowledgement, if any, the transfer form(s) and other documents submitted on behalf of the Shareholders whose Equity Shares have been validly accepted in this Offer, till completion of formalities relating to this Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of the Equity Share certificates from the Target Company.

7.16 If the aggregate valid responses to this Offer by the Shareholders are more than the Equity Shares agreed to be acquired in this Offer, then the offers received from the Shareholders will be accepted 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 the 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 the Target Company is 1 Equity Share. (*Source: BSE and NSE websites*)

7.17 Unaccepted Equity Share certificates, transfer deeds and other documents, if any, will be returned by registered / speed post at the Shareholders'/unregistered Shareholders' sole risk to the sole/first Shareholder. The unaccepted Equity Shares held in dematerialized form will be credited back to the same account from which they were tendered. It will be the responsibility of the Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. The Shareholders holding the Equity Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. It is advised that the demat account is maintained till the completion of the formalities relating to this Offer.

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

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

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

7.20 All bankers' cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the Shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.

7.21 **<u>Compliance with Tax requirements</u>:**

7.21.1 General:

(a) As per the provisions of Section 195(1) of the Income Tax Act, 1961 ("**Income Tax Act**"), read with part II of the First Schedule to the Finance Act, 2012, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable to the Shareholders whose Equity Shares are validly accepted in this Offer would be chargeable to capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, the Acquirer is required to deduct taxes at source (including surcharge and education cess).

(b) In case of delay in receipt of statutory approvals, as provided in paragraphs 6.16.1 above, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time.

(c) As per the provisions of Section 194A and 195 of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2012, a body corporate responsible for paying to residents and non-residents (including FIIs) any income by way of interest, is required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable). Since the interest payable to the Shareholders on being directed by SEBI under Regulation 18(11) of the SEBI (SAST) Regulations will be chargeable to income tax under the Income Tax Act, the Acquirer, under Section 194A and 195 of the Income Tax Act, will be required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable) on such interest income.

(d) In view of provisions of section 206AA of Income Tax Act, resident and non-resident Shareholders (including FIIs) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.

(e) In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, it would be assumed that the Shareholder is a non-resident Shareholder and taxes shall be deducted at the maximum rate, as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act, on the entire consideration and interest if any, payable to such Shareholder.

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

(g) Any Shareholder claiming benefit under any Double Taxation Avoidance Agreement ("**DTAA**") between India and any other foreign country should furnish 'Tax Residence Certificate' provided to him / it by the income tax authority of such other foreign country of which he / it claims to be a tax resident. The Tax Residence Certificate should specify all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962

7.21.2 Tax to be Deducted in Case of Non-resident Shareholders (other than FIIs)

(a) All non-resident Shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the income tax authorities under Section 195(3) of the Income Tax Act or Section 197 of the Income Tax Act along with the Form of Acceptance-cum-Acknowledgement indicating the extent to which the tax is required to be deducted at source by the Acquirer before remitting the consideration to the Shareholders whose Equity Shares have been validly accepted in this Offer. The Acquirer will arrange to deduct taxes at source in accordance with such certificate. In absence of such certificate under Sections. 195(3) or 197, (b) and (c) below will apply.

(b) Except in the case falling under (c) below, the Acquirer will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act, on the entire gross consideration and interest if any, payable to such Shareholder.

The Acquirer will not take into consideration any other details and documents (including self certified computation of tax liability or the computation of tax liability certified by any tax professionals including a Chartered Accountant etc.) submitted by the Shareholder for deducting lower amount of tax at source.

(c) In case of an individual non-resident Shareholder, who is either a citizen of India or a person of Indian origin, who has himself/ herself acquired Equity Shares with convertible foreign exchange and has also held such Equity Shares for at least 12 months prior to the date on which the Equity Shares, if any, are accepted under this Offer, the applicable rate of tax deduction at source would be 10.30% on the entire gross consideration paid to such Shareholder.

(d) However, to be eligible for this lower rate of tax deduction at source, the Shareholder will have to furnish a copy of his/ her demat account statement clearly reflecting the fact that Equity Shares held in that account are in repatriable mode. Further, the copy of the demat account statement should also reflect that the Equity Shares were held for more than 12 months prior to the date on which the Equity Shares, if any, are validly accepted under this Offer.

(e) In case of Equity Shares being held in physical mode, the Shareholder will have to furnish certificate from his/ her bank to the effect that the purchase consideration of these Equity Shares was paid out of non-resident external account of the Shareholder concerned.

7.21.3 Withholding tax implications for FII

(a) As per provisions of section 196D(2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act to an FII.

(b) A FII should certify ("**FII Certificate**") the nature of its income arising from the sale of the Equity Shares as per the Income Tax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Form of Acceptance-cum-Acknowledgement for this purpose. In the absence of FII Certificate to the effect that their income from sale of Equity Shares is in the nature of capital gains, the Acquirer will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e. a company or a trust) on the entire consideration payable to such FII. In any case, if the FII submits a certificate under Section 195(3) or Section 197 of the Income Tax Act from the income tax authorities while tendering the Equity Shares, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, the Acquirer will deduct tax in accordance with the same.

(c) In respect of interest income, if the FII submits a certificate under Section 195(3) or Section 197 from the income-tax authorities indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, the Acquirer will deduct tax in accordance with the certificate under Section 195(3) or Section 197 so submitted. In absence of such certificate under Section 195(3) or Section 197 of the Income Tax Act, the Acquirer will arrange to deduct tax at the rate applicable to the category to which such FII belongs (i.e. a company or a trust).

7.21.4 Tax to be deducted in case of resident Shareholders

(a) In absence of any specific provision under the Income Tax Act, the Acquirer will not deduct tax on the consideration payable to resident Shareholders for acquisition of Equity Shares.

(b) The Acquirer will deduct the tax at the stipulated rates on interest, if any, payable to resident Shareholders, if the amount of interest payable is in excess of Rs. 5,000.

(c) The resident Shareholder claiming that no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit along with the Form of Acceptance-cum-Acknowledgement, a certificate under Section 197 of the Income Tax Act from the income-tax authorities indicating the amount of tax to be deducted by the Acquirer or, in the case of resident Shareholder not being a company or firm, a self declaration in Form 15G or Form 15H, as may be applicable. The self declaration in Form 15G or Form 15H would not be valid unless the Shareholder furnishes PAN in such declaration. In case the aforesaid certificate under Section 197 of the Income Tax Act or Form 15G or 15H, if applicable, is not submitted, the Acquirer will arrange to deduct tax at the rate, as may be applicable to the category of the Shareholder under the Income Tax Act.

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

7.21.5 Issue of withholding tax certificate

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

7.21.6 Withholding taxes in respect of overseas jurisdictions

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

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

8 DOCUMENTS FOR INSPECTION

8.1 The following documents are available for inspection to the Shareholders at the office of the Acquirer at Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase III, Gurgaon, 122002, between 11:00 am and 4:00 pm on all Working Days (except Saturdays, Sundays and bank holidays) till February 4, 2013, i.e. the Closure of the Tendering Period:

8.1.1 Copies of the certificates of incorporation, memorandum of association and articles of association of the Acquirer and the PAC;

8.1.2 Copy of the certificate issued by M/s Narender Singh & Co. (Chartered Accountants) to the Acquirer for the firm financial arrangements for this Offer;

8.1.3 Copy of the audited annual accounts of the PAC for the last 3 financial years ended on March 31, 2012, March 31, 2011 and March 31, 2010;

8.1.4 Copies of the interim unaudited **c**onsolidated financial information for the 6 month period ending September 30, 2012 of the PAC, subject to limited review by its auditors;

8.1.5 Copy of the interim unaudited consolidated accounts of the Target Company for the 6-month period ended September 30, 2012 and audited standalone financial statements for the 12-month period ended March 31, 2012;

8.1.6 Copy of the letter dated November 30, 2012 issued by Axis Bank Limited, confirming the amounts kept in the Offer Escrow Account;

8.1.7 Copy of the Share Purchase Agreement;

8.1.8 Copy of the Escrow Agreement;

8.1.9 Copy of the PA, DPS [and the Offer opening public announcement];

8.1.10 [Copy of the recommendation made by the Target Company's committee of independent directors, as required under Regulation 26(7) of the SEBI (SAST) Regulations];

8.1.11 [Copy of the letter from SEBI dated [●] containing its comments on this Letter of Offer];

8.1.12 Copy of the agreement dated December 3, 2012, entered into by the Acquirer and the Registrar to the Offer for opening of the Depository Escrow Account for the purposes of this Offer; and

8.1.13 Copy of the Offer Escrow Agreement.

9 DECLARATION BY THE ACQUIRER AND THE PAC

9.21 The Acquirer, the PAC and their respective directors accept full responsibility for the obligations of the Acquirer and the PAC as laid down in terms of the SEBI (SAST) Regulations and for the information contained in this Letter of Offer. All information pertaining to the Target Company in this Letter of Offer has been obtained from publicly available sources.

9.22 The Acquirer and the PAC shall be jointly and severally responsible for ensuring compliance with the provisions of the SEBI (SAST) Regulations and for their obligations laid down in the SEBI (SAST) Regulations.

9.23 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.

Signed by

For the Board of Directors of the Acquirer and the PAC

On behalf of Cine Hospitality Private Limited	On behalf of PVR Limited
Authorised Signatory	**Authorised Signatory**
Date: December 12, 2012	Date: December 12, 2012
Place:	Place:

Encl:
Form of Acceptance-cum-Acknowledgement
Share Transfer Form (only to Shareholders holding Shares in physical form)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Sharepro Services (India) Private Limited at any of the collection centres as per the mode of delivery mentioned overleaf)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

OFFER OPENS ON :	**JANUARY 21, 2013**
OFFER CLOSES ON :	**FEBRUARY 4, 2013**

To,
The Acquirer: Cinemax India Limited,
C/o Sharepro Services (India) Private Limited
13AB Samhita Warehousing Complex,
Andheri Kurla Road,
Behind Sakinaka Telephone Exchange Lane,
Andheri (East), Mumbai – 400 072.

Dear Sir,

Sub: Open offer ("Offer") for acquisition of up to 72,80,000 fully paid-up equity shares of Cinemax India Limited ("Target Company"), having face value of Rs. 5 each (each an "Equity Share") by Cine Hospitality Private Limited ("Acquirer") and PVR Limited, in its capacity as a person acting in concert with the Acquirer ("PAC"), under Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations 2011").

I/We refer to the PA, the DPS and the Letter of Offer for acquiring the Equity Shares held by me/us in the Target Company. I/We, the undersigned have read the PA, the DPS and the Letter of Offer and understood their contents including the terms and conditions as mentioned therein and unconditionally agree to such terms and conditions.

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORMS OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT / EQUITY SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSURE OF THIS OFFER, i.e., AFTER 5.00 PM ON FEBRUARY 4, 2013, SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

☐ EQUITY SHARES IN DEMATERIALIZED FORM

I/We, holding Equity Shares in dematerialised form, accept this Offer and enclose a photocopy or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by my/our DP in respect of my / our Equity Shares as detailed below:

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

I/We have executed an off-market transaction for crediting the Equity Shares to the Depository Escrow Account as per the details below:

☐ via a delivery instruction from my/our account with CDSL

☐ via an inter-depository delivery instruction from my/our account with NSDL

DP Name	**Enam Securities Direct Private Limited**	*Shareholders having their beneficiary account in NDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with CDSL.*
DP ID	**12049200**	
Client ID	**00147581**	
Account Name	**Cinemax India Limited – Open Offer Escrow Demat Account**	
Depository	**Central Depository Services (India) Limited (CDSL)**	
ISIN	**INE460N01011**	

I/We note and understand that the Equity Shares will be held in the credit of the Depository Escrow Account by the Registrar to the Offer on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer. I/We also note and understand that the consideration will be paid only to those Shareholders whose Equity Shares are validly accepted in this Offer, in accordance with the terms of the Letter of Offer.

Enclosures (√ whichever is applicable)
☐ Photocopy or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the Shareholders' DP, in favour of the Depository Escrow Account
☐ Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
☐ Other relevant documents (please specify)

☐ **EQUITY SHARES IN PHYSICAL FORM**

I/We accept this Offer and enclose the original Equity Share certificate(s) and duly signed Equity Shares transfer deed(s) in respect of my/our Equity Shares in physical form as detailed below:

Sr. No.	Ledger Folio No.(s)	Certificate No.(s)	Distinctive No.(s)		No. of Equity Shares
			From	To	
	Total No. of certificate(s)			Total No. of Equity Shares	

(In case the space provided is inadequate, please attach a separate sheet with details and authenticate the same)

I /We note and understand that the original Equity Share certificate(s), valid Equity Share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement will be held in trust by the Registrar to this Offer, on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer. I/We also note and understand that the consideration will be paid only to those Shareholders whose Equity Shares are validly accepted in this Offer, in accordance with the terms of the Letter of Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of Equity Share certificates from the Target Company.

Enclosures (√ whichever is applicable)

☐Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
☐ Original Equity Share certificates
☐ Valid Equity Share transfer deed(s)
☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired;
☐ Self attested copy of PAN card of all the transferor(s)
☐ Other relevant documents (please specify)

For all Shareholders

I / We, confirm that our residential status for the purposes of tax under the Income Tax Act is:

☐ Resident
☐ Non-resident. If yes, please state country of tax residency - ________________

I / We, confirm that our status is:

☐ Individual
☐ Firm
☐ Company
☐ Association of Person / Body of Individual
☐ Trust
☐ Any other - please specify ______________________

For FII and FII sub-account Shareholders

I/We, confirm that the income arising from the transfer of Equity Shares tendered by me/us in this Offer is in the nature of *(select whichever is applicable)*:

☐ Capital gains
☐ Any other income

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ SEBI registration certificate for FII (including sub – account of FII)
☐ Tax Residency Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the income tax authority of foreign country of which the FII claims to be a tax resident, wherever applicable
☐ Certificate from the income-tax authorities under Section 195 (3) / 197 of the Income Tax Act, wherever applicable
☐ Previous RBI, FIPB or other regulatory approval, if any, for holding Equity Shares tendered in this Offer

For non-resident Shareholders (other than FII and FII sub-account Shareholders)

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Copy of relevant pages of demat account statement in case of non - resident Shareholders (other than FII and FII sub-account Shareholders) if the Equity Shares are claimed to have been held for more than 12 months prior to the date of acceptance, if any, of the Equity Share under this Offer.
☐ Copy of relevant pages of demat account statement in case of a Shareholder claiming benefit of clause mentioned in paragraph 7.21.2 of the Letter of Offer. Also banker's certificate certifying inward remittances of funds for acquisition of Equity Shares.
☐ Tax Residency Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the income tax authority of foreign country of which the Shareholder claims to be a tax resident, wherever applicable
☐ Certificate from the income-tax authorities under Section 195 (3) / 197 of the Income Tax Act, wherever applicable
☐ Previous RBI, FIPB or other regulatory approval, if any, for holding Equity Shares tendered in this Offer and RBI approval evidencing the nature of shareholding, i.e. repatriable or non-repatriable basis, if applicable

For Resident Shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card

☐ Self declaration form in Form 15G / Form 15H (in duplicate), if applicable (applicable only for interest payment, if any)

☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable☐ For Mutual Fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, copy of relevant registration or notification (applicable only for interest payment, if any)

☐ Other relevant documents (please specify)

For All Shareholders

I/We confirm that the Equity Shares, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever and are also not the subject matter of litigation, whereunder the transfer of Equity Shares may be prohibited during the pendency of such litigation.

I/We authorize the Acquirer to accept the Equity Shares so tendered by me/us or such lesser number of Equity Shares offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer. I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s)/Equity Shares to the extent that the Equity Shares tendered by me /us are not accepted without specifying the reasons thereof, at my/our sole risk. I/We authorize the Acquirer/ Registrar to the Offer to split / consolidate the Equity Share certificates comprising the Equity Shares that are not acquired or accepted to be returned to me/us and for the aforesaid purposes the Acquirer / Registrar to the Offer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We authorize the Acquirer ,the Registrar to the Offer and the Manager to the Offer to send by Registered / Speed Post, as may be applicable (as described in the Letter of Offer) at my/our sole risk, the bankers' cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS as consideration, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I have tendered my Equity Shares in dematerialized form, I authorize the Acquirer, the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my DP for the purpose of mailing the aforementioned instruments.

Bank Details

So as to avoid fraudulent encashment in transit, the Shareholder(s) holding Equity Shares in physical form should provide details of bank account of the first/sole Shareholder and the consideration payment will be drawn accordingly. For Equity Shares that are tendered in demat form, the bank account details as 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, and not any details provided herein.

Sr. No.	Particulars Required	Details
I.	Name of the Bank	
II.	Name of the Branch with address	
III.	Account Type (Current Account/ Saving Bank/Others – please mention)	
IV.	Account No.	
V.	9 Digit MICR Code	
VI.	IFSC Code (for RTGS/NEFT/NECS transfers)	

Yours faithfully,

Signed and Delivered

	Full Name(s) of the Shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Address of First/Sole Shareholder ___________________________

Place: Date:

-- Tear along this line--

ACKNOWLEDGEMENT SLIP

Cinemax India Limited – Open Offer

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

Received from Mr. / Ms. / M/s. ____ a Form of Acceptance-cum-Acknowledgement for ________________Equity Shares along with:

☐ Copy of depository instruction slip from DP ID _______________Client ID _________________

☐ _________________ Equity Share certificate(s) _________________ Equity Shares transfer deed(s) under folio number(s) _____________

and other relevant enclosures for accepting this Offer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT SHOULD BE SENT DIRECTLY TO THE ACQUIRER / THE PAC / THE TARGET COMPANY/ THE MANAGER TO THE OFFER.

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
2. **Shareholders holding registered Equity Shares** in physical form should submit the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the holders of the Equity Shares, along with the original Equity Share certificate(s) and valid Equity Share transfer deed(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the Equity Shares transfer deed(s).
3. **Shareholders holding Equity Shares in dematerialised form** should submit the 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. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.
4. **In case of Equity Shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the Equity Shares transfer deed(s) as the order in which they hold Equity Shares in the Target Company , and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. **In case where the signature is subscribed by thumb impression,** the same shall be verified and attested 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.
6. **Persons who own physical Equity Shares but are not the registered holders** of such Equity Shares and who desire to accept this Offer, will have to communicate their acceptance in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number or Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein together with the original contract note issued by the broker through whom they acquired the Equity Shares, the Equity Share certificate(s), valid Equity Share transfer deed(s) as received from the market, duly executed in favour of the unregistered owner as the proposed transferee(s), along with self attested copy of PAN card of all the proposed transferee(s), an additional valid Equity Share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The details of buyer should be left blank failing which the same will be invalid under this Offer. The details of the 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. In case the Equity Share certificate(s) and Equity Shares transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form of Acceptance-cum-Acknowledgement 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 Equity Shares transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar to the Offer at their offices as mentioned below. The sole/first Shareholder may also mention particulars relating to savings account /current account / Non-Resident External (NRE) account / Non-Resident Ordinary account (NRO) / others (please specify) number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form of Acceptance-cum-Acknowledgement, to enable the Registrar to the Offer to print the said details in the payment instrument after the name of the payee.
7. **Non-resident Shareholders** should enclose copy(ies) of permission received from the RBI to acquire Equity Shares held by them in the Target Company.
8. **Shareholders** are also advised to refer to paragraph 7.21 of the Letter of Offer regarding important disclosures on taxation of the consideration to be received by them.
9. NRIs, OCBs and other foreign Shareholders are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of Equity Shares of the Target Company.
10. **In case of bodies corporate**, certified copies of appropriate authorization (including board/shareholder resolutions, as applicable) authorizing the sale of Equity Shares along with specimen signatures duly attested by a bank must be annexed. The common seal of the body corporate should also be affixed.
11. **All the 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 and succession certificate (in case of single Shareholder) in case the original Shareholder has expired.
    b. Duly attested power of attorney if any person apart from the Shareholder has signed the Form of Acceptance-cum-Acknowledgement or Equity Shares transfer deed(s).

The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted by the mode of delivery at any of the collection centers mentioned overleaf.

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.

-- Tear along this line--

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID and Client ID

Sharepro Services (India) Private Limited
13AB Samhita Warehousing Complex,
Andheri Kurla Road, Behind Sakinaka Telephone Exchange Lane,
Andheri (East), Mumbai – 400 072
Tel: +91 22 6191 5400 / 402 / 418
Email: offer@shareproservices.com
Contact Person: Mr. Prakash Khare/Mr. Anand Moolya

The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted by the mode of delivery at any of the collection centers, as mentioned below:

Collection Centre	Name and Address of the Collection Centre	Contact Person	Mode of Delivery	Phone/Fax/Email
Mumbai Sakinaka	Sharepro Services (India) Pvt. Ltd., 13-A/B Samhita Warhousing Complex, 2nd Floor, Sakinaka Telephone Exchange, Off Andheri Kurla Road, Andheri (East), Mumbai - 400 072	Mr. Anand H Moolya / Mr. Prakash Khare	Hand Delivery/ Post/ Courier	Tel : +91 22 61915400/5402 /5418 Fax : +91 22 61915444 / +91 22 28591568 Email : offer@shareproservices.com;
Mumbai - Nariman Point	Sharepro Services (India) Pvt. Ltd., 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021	Mr. Joseph	Hand Delivery/ Post / Courier	Tel : +91 22 6613 4700 / 2282 5163 Fax : +91 22 2282 5484 Email : sharepro@shareproserives.com
Ahmedabad	Sharepro Services (India) Pvt. Ltd. 416-420 Devanandan Mall, Opp Sanyas Ashram Ashram Road, Ahmedabad - 380 006	Mr. Paresh Dave	Hand Delivery	Tel : 079-2658 2381 Fax : 079- 2658 2385 Email :paresh.dave@shareproservices.com
New Delhi	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd., Overnite House, A- 221 Lane No. 6, Mahilpalpur Ext, New Delhi - 110 037	Mr. Bhanu Pratap Dubey	Hand Delivery	Tel : 011-30786445 / 011-26782370 Fax : 011- 2678 2470 Email : oel@del.overnite-mail.com
Chennai	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd. Old No. 456/ New No. 728, Anna Salai, Nanadanam, Chennai - 600 035	Mr. Dhinakaran J P	Hand Delivery	Tel : 044-2433 0101 / 044-3980 9400 Fax : 044-2433 1098 Email : oel@che.overnite-mail.com
Kolkata	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd., 7A Tiljala Road, Near Don Bosco School Park Circus, Kolkata - 700 046	Mr. Sourav Singha	Hand Delivery	Tel : 033-2287 0819 Fax : 033-2287 7119 Email : oel@kol.overnite-mail.com
Bangalore	Sharepro Services (India) Pvt. Ltd. C/o Overnite Express Ltd. No - 135/9 Lal Bhag Main Road, Opp. to Garuda Autocraft, Bangalore - 560 027	Ms. Manjula	Hand Delivery	Tel : 080-2213 3271 / 080-2133 3272 Fax : 080 - 2213 3275 Email : oel@blr.overnite-mail.com

Note: Business Hours: Monday to Friday 10:00 AM to 1.00 PM and 2.00 PM to 5:00 PM, except public holidays.