DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

"This Letter of Offer is being sent to you as a shareholder(s) of Coimbatore Flavors and Fragrances Limited (hereinafter referred to as "CFFL or "the Company" or the "Target Company"). If you require any clarification about the action to be taken, you may consult your Stockbroker or Investment Consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in "CFFL", please hand over this Letter of Offer and the accompanying Form of Acceptance -cum - Acknowledgement, and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected."

OPEN OFFER BY

Mr. P.B. Krishna Prasad

residing at No.6,Kandasamy Street, R. A. Puram, Chennai 600 028, Tel No.(044) 42180326- Email: kp@vhil.in

(hereinafter referred to as "The Acquirer")

TO THE SHAREHOLDERS OF COIMBATORE FLAVORS AND FRAGRANCES LIMITED

(hereinafter referred as "CFFL/ "Target Company"/ "TC"/ "Company")

Regd. Off.: 6, SRB Ponnusamy Nagar, Saibaba Colony ,Coimbatore –641011

Telefax No(0422) 4386483 Email: cffl@gmail.com

TO ACQUIRE

7,80,000 fully paid up Equity Shares of Rs. 10/- each representing 26% of the Issued, Subscribed, Paid Up and Voting Equity Share capital of CFFL, at a price of Re.1.50 (Rupee One and Paise Fifty only) per Fully Paid up Equity Share ('Offer Price'), payable in cash.

- This Offer is made pursuant to the Regulations 3 and 4 of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
- This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
- No Statutory approvals are required to be obtained for the purpose of this offer.
- This offer is not a competing offer.
- **There has been no competing offer or revision of Offer Price as on date of this Draft Letter of Offer.**
- Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
- If there is any upward revision in the Offer Price by the Acquirer at any time prior to commencement of the last three working days before the commencement of the tendering period viz. Friday, January 18, 2013, you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement appeared.
- A Copy of the Public Announcement, detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI website at http://www.sebi.gov.in
- All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz Integrated Enterprises (India) Limited

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
VIVRO **Vivro Financial Services Private Limited** **SEBI Registration No. INM000010122** "Manu Mansion" 16/18, Shahid Bhagat Singh Road, Opp. Old Customs House, Fort, Mumbai-400 023 Tele. No. Tel.: 022 – 22657364, 3240 5762 Fax: 022 – 22658406 Email: investors@vivro.net, Website: www.vivro.net **Contact Person: Mr. Jayesh Vithlani/ Ms Shashi Singhvi**	Integrated since 1974 Investments Simplified **Integrated Enterprises (India) Limited** **SEBI Registration No. INR000000544** II Floor, "Kences Towers", No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 Tel. No.: 044-28140801, 802, 803 Fax No.: 044-28142479 E-mail ID : corpserv@integratedindia.in Website : www.iepindia.com **Contact Person : Mr. Sriram S**
OFFER OPENS ON : Thursday, January 24, 2013	**OFFER CLOSES ON : Thursday February 07, 2013**

SCHEDULE OF MAJOR ACTIIVITIES OF THE OFFER:

ACTIVITY	DATE	DAY
Public Announcement (PA) Date	November 30, 2012	Friday
Detailed Public Statement (DPS) Date	December 07, 2012	Friday
Last Date for a Competing Offer	December 31, 2012	Monday
Filling of Draft Letter of Offer with SEBI along with soft copies of Short PA and detailed PA	December 14, 2012	Friday
Receipt of comments from SEBI on Draft Letter of Offer	January 07, 2013	Monday
Identified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	January 09, 2013	Wednesday
Date by which Letter of Offer to be Dispatched to the Shareholders	January 17, 2013	Thursday
Last date for Revising the Offer Price / Number of Equity Shares	January 18, 2013	Friday
Last Date by which Board of Target Company shall give its recommendations	January 21 , 2013	Monday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	January 23, 2013	Wednesday
Date of Commencement of Tendering Period (Offer Opening Date)	January 24, 2013	Thursday
Date of Expiry of Tendering Period (Offer Closing Date)	February 07, 2013	Thursday
Date by which all requirements including payment of consideration would be completed	February 21, 2013	Thursday

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

Note: Duly Signed Application and Transfer Deed(s) together with share certificate(s) should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to arrive not later than 4:00PM on Thursday, February 07, 2013

Risk Factors:

The following risk factors relate to the transaction, the proposed offer and probable risk involved in associating with the acquirer.

1. **Relating to the Transaction:**

   The Share Purchase Agreement (SPA) dated November 30, 2013 contains a clause that it is subject to the provisions of SEBI (SAST) Regulations, 2011 and in case of non compliance with any of the provisions of the Takeover Regulations by the company or the seller, this agreement for sale of the sale shares shall not be acted upon either by the seller or by the acquirer

2. **Relating to the Offer:**

   The shares tendered in the Offer will lie to the credit of a designated Escrow Account till the completion of the Offer formalities. Accordingly, the Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

In the case of oversubscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

In the event that either (a) regulatory approval is not received in a timely manner or (b) there is any litigation leading to stay of the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of "CFFL", whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

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

3. Relating to the Acquirer:

The Acquirer makes no assurance with respect to the financial performance of the Target Company

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

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

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

TABLE OF CONTENTS

1 ABBREVIATIONS/ DEFINITIONS

Acquirer	Mr. P.B. Krishna Prasad
ASE	The Ahmedabad Stock Exchange Limited
CSE	Cochin Stock Exchange Limited Company/
CSX	Coimbatore Stock Exchange Limited
Company / Target Company/ TC CFFL	Coimbatore Flavors and Fragrances Limited
Date of Closure of Offer	Thursday, February 07, 2013
DLOO	Draft letter of Offer
DPS / Detailed Public Statement	Detailed Public Statement relating to the Offer published on Friday, December 07, 2012
Eligible Person(s) for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer, except the Acquirer and the existing promoter and the Seller under the SPA of the Target Company.
EPS	Profit after tax / Number of equity shares issued
Escrow Bank	HDFC Bank Limited, having address at 115, Dr. Radhakrishna Salai, 9th Floor, Mylapore, Chennai-600004
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement
Identified Date	Wednesday, January 09, 2013
Letter of Offer (LOO)	This Letter of Offer
Manager / Manager to the Offer / Merchant Banker /Vivro	Vivro Financial Services Private Limited
Negotiated Price	Re.0.70 (Paise Seventy Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
N.A	Not Applicable
Non-Resident Shareholders	Non-Resident Indians, OCBs holding equity shares of “CFFL”
NRI	Non Resident Indians
OCBs	Overseas Corporate Bodies
Offer/ Open Offer	Cash Offer being made by the Acquirer to the shareholders of CFFL other than the promoters and parties to the SPA to acquire 7,80,000 equity shares, representing 26.00% of the total issued, subscribed and paid up equity share capital and 26.00% of voting capital of “CFFL” at an Offer Price of Re.1.50 (Rupee One and Paise Fifty Only) per Equity Share payable in cash
Offer Price	Re.1.50 (Rupee One and Paise Fifty Only) per fully paid up equity share determined under Regulations 8 of the Regulations.
Offer / Offering period	Period from the date of release of Public Announcement to the date of payment of consideration.
PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer on Friday, November 30, 2012
PACs	Persons Acting in Concert
Registrar / Registrar to the Offer	Integrated Enterprises (India) Limited
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SEBI/Board	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or Modified from time to time

SEBI (SAST) Regulations, 2011/	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
SEBI (SAST) Regulations 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof
Shares	Equity Shares having face value of Rs. 10/- each of "CFFL"
Seller	Mr. Benny Abraham
SPA / Agreement	Share Purchase Agreement entered into between the Acquirer & Seller dated November 30, 2012.
Tendering Period / Offer Period	Period within which Shareholders of Target Company may tender their Equity Shares in acceptance to the Offer i.e., the period between and including January 24, 2013 (Thursday) and February 07, 2013 (Thursday)

2 DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE 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 THE LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF COIMBATORE FLAVORS AND FRAGRANCES LIMITED, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR OF 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 IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER OF THE OFFER – VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS SUBMITTED DUE DILIGENCE CERTIFICATE DATED DECEMBER 12, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT HOWEVER ABSOLVE, THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer (hereinafter referred to as "Offer") is being made by Mr. P.B Krishna Prasad residing at No. 6, Kandasamy Street, R. A. Puram, Chennai - 600 028 Tel. No. (044) 42180326 email kp@vhil.in(hereinafter referred to as "Acquirer") to the Equity Shareholders of Coimbatore Flavors and Fragrances Limited, (hereinafter referred to as "CFFL" or the "Target Company"), having its registered office at 6, SRB Ponnusamy Nagar, Saibaba Colony, Coimbatore –641011, Tel No.(0422) 4386483 email cffl@gmail.com pursuant to and in compliance with the Regulations 3 and 4 and other applicable provisions of the Regulations for substantial acquisition of shares / voting rights accompanied with change in Control / Management of "CFFL".

3.1.2 The Acquirer has entered into a Share Purchase Agreement ("SPA") with Mr. Benny Abraham, residing at 671A, Okamattathil, 2- Koothattkulam, Muvattupuzha – 686662, Promoter of CFFL on November 30, 2012 for acquisition of 11,38,790 fully paid up equity shares of Rs.10/- each ("Sale Shares"), constituting 37.96% of the total paid-up equity share capital of the Target Company at a price of Re.0.70 (Paise Seventy only) per fully paid-up equity share ("Negotiated Price"), aggregating to Rs. 7,97,153 (Rupees Seven Lakhs Ninety Seven Thousand One Hundred and Fifty Three Only) details of which are as follows:

Seller			Acquirer		
Name of the Shareholder	**No. of Equity Shares**	**% w.r.t. to the total paid up capital**	**Name of the Acquirer**	**No. of Equity Shares**	**% w.r.t. to the total paid up capital**
Mr. Benny Abraham	11,38,790	37.96	Mr. P.B Krishna Prasad	11, 38,790	37.96

3.1.3 The execution of the Share Purchase Agreement has necessitated the Open Offer in terms of Regulation 3(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011. The Offer is subject to the provisions of the Companies Act 1956, SEBI (SAST) Regulations as amended and Listing Agreement of the Target Company with the Stock Exchange and other applicable Laws and Regulations in force. The Acquirer will be in control of the Target Company, which resulted in triggering of SEBI (SAST) Regulations, 2011.

3.1.4 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

3.1.5 Salient Features of the SPA are as under:

- The Acquirer is interested to gain control and management of the company along with acquisition of the said shares.
- The sale and purchase of the sale shares shall be subject to compliance with the provisions of the Takeover regulations
- The Share Purchase Agreement, by its own terms, shall be effective only upon certification by the manager to the Offer that the formalities related to the offer have been duly completed in compliance with SEBI (SAST) Regulations; 2011as may be applicable to the transfer of shares in favour of the Acquirer.
- The Buyer Agrees not to transfer the transaction shares in his name or any of his nominees, or in any other manner whatsoever till the completion of his obligations envisaged under the Regulations. The Buyer can exercise voting rights in respect of the Sale Shares only after completion of the Offer formalities as certified by the Merchant Banker.
- Any Nominee (s) of the buyer shall be appointed as additional Director(s) on the Board of the Company only in compliance with Regulation 24(1) of the SEBI (SAST) Regulations, 2011
- After completion of the Open Offer formalities, there shall be arranged a board meeting of the Company at which the following business shall be conducted:
  i. To appoint the nominees of the Acquirer as Additional Directors, if any;

ii. To take on record the letters of resignation of the directors nominated by the Seller on the Company's Board of Directors with effect from the close of such Board Meeting;
iii. To appoint new independent directors as Additional Directors of the Company in compliance with Regulation 24(1) of the SEBI (SAST) Regulations 2011.
iv. To approve transfer of shares in the name of the Acquirer

3.1.6 The Acquirer hereby makes this Offer to the Shareholder(s) of the Target Company (other than the parties to the SPA) to acquire up to 7,80,000 fully paid up Equity Shares of Rs. 10/- each ("Shares") of the Target Company, representing in aggregate 26% of the paid up Equity Share Capital and voting capital, at a price of Re.1.50 (Rupee One and Paise Fifty Only) per share ("Offer Price") payable in cash subject to the terms and conditions mentioned in the DPS and in this Letter of Offer that will be circulated to the shareholders in accordance with the SEBI (SAST) Regulations, 2011, whose names appear on the register of members on the Identified Date i.e. January 09, 2013.

3.1.7 Mr. P. B. Krishna Prasad is the only Acquirer in this open offer and there are no other Persons acting in concert (PAC) with the Acquirer in respect of this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

3.1.8 Being parties to SPA, the Seller will not participate in this offer being made by the Acquirer.

3.1.9 The Acquirer does not hold any Shares/ Voting Rights of the Target Company other than the shares agreed and proposed to be acquired through the SPA. Apart from 11,38,790 (Eleven Lakhs Thirty Eight Thousand Seven Hundred and Ninety Only) fully paid up equity shares which the Acquirer intends to purchase pursuant to SPA, the Acquirer does not hold any equity shares/ voting rights of CFFL and hence the provisions of Chapter V of SEBI (SAST) Regulations, 2011 & Chapter II of SEBI (SAST) Regulations, 1997 are not applicable.

3.1.10 The Acquirer, the Seller and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992

3.1.11 The Acquirer propose to appoint their representatives on the Board of the Target Company in compliance with Regulation 24(1) of the SEBI (SAST) Regulations 2011.

3.1.12 There is no other consideration/compensation, in cash or kind, whether directly or indirectly is being given to the Seller apart from the consideration as stated in Para 3.1.2 above.

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

3.1.14 The Manager to the Offer, Vivro Financial Services Private Limited, does not hold any share in the Target Company. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of offer.

3.1.15 The Equity Shares of "CFFL" to be acquired, pursuant to the offer shall be, free from all lien, charges and encumbrances

3.2 <u>Details of the Proposed Offer:</u>

3.2.1 The Acquirer has made a Detailed Public Statement on December 07, 2012 pursuant to Public Announcement dated November 30, 2012 in the following newspapers in accordance with the Regulation 14(3):

Newspapers	Language	Editions
Financial Express	English	All Edition
Jansatta	Hindi	All Edition
Makkal Kural	Tamil	Regional Edition

The Public Announcement, Detailed Public Statement is also available on SEBI's website at **http://www.sebi.gov.in/** and the website of Manager to the offer **www.vivro.net.**

3.2.2 Pursuant to signing of SPA, The Acquirer is making this Open Offer under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 7,80,000 fully paid-up Equity Shares of Rs.10/- each of "CFFL" representing 26% of the fully paid up equity and voting share capital of "CFFL", at a price of Re.1.50 (Rupee One and Paise Fifty Only) per fully paid-up Equity Share (the "Offer Price"), payable in cash subject to the terms and conditions set out in the PA, DPS and this Draft Letter of Offer.

3.2.3 This Offer is being made to all the shareholders of the Target Company (other than the parties to the SPA and promoters) in accordance with Regulation 7(6) of the Regulations. The Acquirer will acquire all the shares of the Target Company that are validly tendered as per the terms of the Offer up to a maximum of 7,80,000 equity shares.

3.2.4 The offer is at a cash price of Re. 1.50 (Rupee One and Paise Fifty Only) per fully paid up equity share. There is no differential pricing in the offer. There are no partly paid up share in the Target Company.

3.2.5 The offer is not a competitive bid.

3.2.6 The offer is not conditional on any minimum level of acceptance.

3.2.7 The acquirer has not acquired any further shares of the target company after the date of PA till the date of this Draft Letter of Offer. In the event of any further acquisition of Equity Shares from the date of P.A. till 7 days prior to closure of Offer by the Acquirer 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. However, they shall not be acquiring any Equity Shares of CFFL during the period of 7 working days prior to the date of closure of the Offer.

3.2.8 The offer is not as a result of global acquisition resulting to indirect acquisition of the CFFL.

3.2.9 This offer is not subject to any statutory and regulatory approvals, however it will be subject to statutory approvals that may become applicable at a later date (as mentioned in Point No. 7.2 of this DLOO).

3.2.10 In terms of Clause 40A of the Listing Agreement with the Stock Exchanges read with Rule 19A(1) of the Securities Contracts (Regulations) Rules,1957, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. The present Offer will not result in the public shareholding of the Target falling below the minimum level required as per the Listing Agreement.

3.3 Objects of Acquisition / Offer

3.3.1 This offer is being made pursuant to regulation 3 & 4 of SEBI (SAST) Regulations, 2011 pursuant to Share Purchase Agreement between the Acquirer and the Seller as described in para 3.1.2 above.

3.3.2 The Open Offer is being made to all the public shareholders of CFFL for acquiring 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company in accordance with Regulation 3 & 4 of the SEBI (SAST) Regulations, 2011. After the completion of the proposed Open Offer (assuming full acceptances) the Acquirer will achieve substantial acquisition of equity shares and voting rights accompanied with effective management control of the Target Company.

3.3.3 The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control and management of the Target Company. The object of acquisition is to expand the business horizon under corporate status for diversifying into different activities subject to approval of the shareholders. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be effected will be in accordance with the laws applicable. The Acquirer may reorganize and/or streamline various businesses for commercial reasons and operational efficiencies.

3.3.4. To the extent required and to optimize the value to all the shareholders, the Acquirer may subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, amalgamation, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Notwithstanding, the Board of Directors of the Target Company will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time.

3.3.5 As on the date of this DLOO, the Acquirer does not have any intention to sell, dispose off or otherwise encumber any significant assets of CFFL except in the ordinary course of business of CFFL and its future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the prior approval of the shareholders at a General Body Meeting of CFFL in accordance with regulation 25(2).

However the Acquirer may give effect to such alienation but subject to passing a special resolution by the shareholders of Coimbatore Flavors and Fragrances Ltd. by way of a postal ballot and the notice for such postal ballot containing reasons as to why such alienation is necessary.

4. BACKGROUND OF THE ACQUIRER

4.1 Mr. P.B. Krishna Prasad, son of Mr. Pasumarthy Badrinath aged about 45 years, presently residing at No.6,Kandasamy Street, R. A. Puram, Chennai 600 028 Tel No.(044) 42180326 is the Acquirer within the meaning of Regulation 2(1)(a) of the SEBI (SAST) Regulations, 2011.

4.2 He is the sole Acquirer in the offer and there is no PAC with him for the purpose of this open offer.

4.3 He is Diploma in Chemical Technology from State Board of Technical Education and Training, Tamil Nadu and has experience in areas like construction and real estate. He is actively involved in managing the projects, negotiating with the landlords, and dealing with the customers and Government agencies for obtaining sanction of plans.

4.4 The Net worth of Mr. P.B Krishna Prasad is Rs. 20.47 Lakhs (Rupees Twenty Lakhs Forty Seven Thousand Only) as on September 13, 2012 as certified by Mr. K.R. Ganesh (Membership No.022439), partner of Padmanabhan Ramani & Ramanujam, Chartered Accountants, having their Office at "Keelapandal House"#7, New # 19, 3rd Street, Sowrashtra Nagar, Choolaimedhu, Chennai – 600 094, Ph. (044) 2484 1528, 2483 8069, email ganeshumesh@airtelbroadband.in vide certificate dated 14-09-2012

4.5 **Name of the Companies in which Acquirer (Mr. P.B. Krishna Prasad) is Promoter/ Director**

Companies in which acquirer is Promoter / Director*	**Activities / Nature of Business**
Vasavi Housing Infrastructure Limited	Construction and Real Estate
Vasavi Meppur Construction Pvt. Ltd	Construction and Real Estate Leasing
Vasavi Cerunti Construction Pvt. Ltd.	Construction and Real Estate Leasing

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

4.6 The Acquirer presently is not a director on the Board of any Listed Company.

4.7 As on date of the Draft Letter of Offer, the Acquirer does not hold any equity shares of the Target Company except the shares proposed to be acquired under the terms of the SPA, hence the provisions of Chapter V of SEBI (SAST) Regulations, 2011 are not applicable to the Acquirer till date.

4.8 As on the date of the Draft Letter of Offer, there is no nominee of the Acquirer on the Board of Directors of the Target Company.

4.9 There are no pending litigations against the Acquirer

4.10 The Acquirer has not made any acquisitions in the Target Company in the past including acquisition made through Open Offers.

5 BACKGROUND OF THE TARGET COMPANY- COINBATORE FLAVORS AND FRAGRANCES LIMITED or "CFFL"

5.1. CFFL was originally incorporated in the name of Indian Flavors and Fragrances Private Limited. on October 10, 1985 under the Companies Act, 1956 as Private Limited Company with the Registrar of Companies, Tamil Nadu, Coimbatore. It subsequently got converted into a public limited company with effect from December 3, 1994. The name of the Company was changed to Coimbatore Flavors and Fragrances Limited and fresh certificate of incorporation was obtained from Registrar of Companies, Tamil Nadu on January 22, 1996.

5.2. The registered office of CFFL is situated at 6, SRB Ponnusamy Nagar, Saibaba Colony, Coimbatore – 641011, Telefax No. (0422) -4386483, Email: cffl@gmail.com, The CIN of the Company is L24244TZ1985PLC001679.

5.3. The Target Company was engaged in the business of producing and exporting perfumery raw materials and herbal extracts. However, presently it is not carrying on any business activities; the manufacturing operations were closed and found to be not feasible for revival. The company has taken steps to tap avenues like IT enabled/ related business.

5.4. As on the date of the PA, the Authorized Share Capital of the Company is Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Face Value of Rs. 10/- each. The present issued, subscribed and paid up capital of the company is Rs. 3,00,00,000/- comprising of 30,00,000 Equity Shares of Face Value Rs. 10/- each fully paid up. There are no calls in arrears and no partly paid up shares in the Target Company.

5.5. **Share Capital Structure of CFFL**

Particulars	No. of shares	Face Value (Rs.)	Voting rights [%]
Fully Paid up Equity Shares	30,00,000	10	100
Partly Paid up Equity Shares	NIL	NIL--	NIL
Total Paid up Equity Shares	30,00,000	10	100
Total voting rights in Target Company	30,00,000	10	100

5.6. The present promoter (Mr. Benny Abraham) had acquired 9,20,950 fully paid-up Equity Shares of Rs. 10/- each, representing 30.70% of voting capital of the Target Company from Mrs. S. Subashini at a price of Rs. 3/- per share through a Share Purchase Agreement dated November 12, 2010. They made an Open Offer to the shareholders of Target Company, in compliance with the SEBI (SAST) Regulations, 1997 for acquisition of 6,00,000 Equity Shares of Rs. 10/- each, representing 20% of the voting capital of the Target Company, at a price of Rs. 3/- per share. The Open Offer had opened on January 10, 2011 and closed on January 29, 2011. The present promoter (Mr. Benny Abraham) acquired 1,47,000 shares under the Open Offer from public shareholders of CFFL. All the formalities of the said Open Offer under the SEBI (SAST) Regulations, 1997 were complied with.

5.7. The shares of the company are listed on The Madras Stock Exchange Limited (MSE), The Coimbatore Stock Exchange Limited (CSE), The Cochin Stock Exchange Limited (CSX) and The Ahmedabad Stock Exchange Limited (ASE), the Equity Shares of the Target Company are not frequently traded within the meaning of Regulation 2(1) (j) of SEBI (SAST) Regulations.

5.8. No action has been taken by the SEs, SEBI or any other authority against the Target Company, its Promoters or Directors.

5.9. As on the date of the Draft Letter of offer there are no partly paid up shares and no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date in the Target Company.

5.10. There has been no merger, de-merger and spin off in the last three years in the Target Company.

5.11. CFFL has not entered into a tripartite agreement with the Depositories i.e. National Securities Depository Limited [NSDL] / Central Depository Services [India] Limited, [CDSL] for holding shares in demat mode.

5.12. The shares of CFFL are in physical form and the marketable lot is 100 shares. The Acquirer has entered into a Bi-partite agreement with Integrated Enterprises (India) Limited on 12-10-2012 to act as Registrar to the Open Offer. .

5.13. CFFL is not a Sick Company and is not referred to the BIFR. There are no pending litigations against CFFL.

5.14. **Build up of Current Paid Up Capital of the Target Company**

Date of Allotment	**Equity Shares**		**Face Value per shares (Rs.)**	**Cumulative Paid-up Equity Share Capital (Rs.)**	**Mode of Allotment**	**Identity of Allottees (Promoters / Ex. Promoters / Others)**	**Status of Compliance**
	No. of shares	**% to total share capital**					
(Incorporation) 05-09-1985	202	0.06	100	20,200	On Incorporation	Subscribers to the MOA	Complied
10-11-1994	5	0.01	100	20,700	Cash Allotment on Private Placement Basis	Promoters/ their friends and relatives and Associates	Complied
207 shares were split into shares of Rs. 10/- each authorized by the shareholders in the Extraordinary General Meeting held on 3.12.1994. Subsequently the total shares were 2070.							
03-12-1994	1,50,000	5.00	10	15,20,700	Cash Allotment on Private Placement Basis	Promoters	Complied
04-12-1994	6,00,000	20.00	10	75,20,700	Cash Allotment on Private Placement Basis	Promoters/ their friends and relatives and Associates	Complied
17.03.1995	7,47,930	24.93	10	1,50,00,000	Cash Allotment on Private Placement Basis	Promoters/ their friends and relatives and Associates	Complied
10.10.1995	7,50,000	25.00	10	2,25,00,000	Cash Allotment on Private Placement Basis	Promoters	Complied
02-12-1995	7,50,000	25.00	10	3,00,00,000	Cash Allotment in Public issue	Public	Complied
Total	**30,00,000**	**100.00**		**3,00,00,000**			

5.15.**Details of the Board of Directors of CFFL as on the date of the PA:**

Name, designation and Address	Date of appointment	Qualification /Experience	Directorship in other Companies
Mr. Roy Abraham **DIN -** 03198367 122 Supreme Enclave, Mayur Vihar -1 Delhi – 110091	09/02/2011	Practicing Advocate More than 15 years of experience in Civil/Corporate Law Practice	NIL
Mr. Benny Abraham **Director** **DIN** - 03285792 671A, Okamattathil, Koothattukulam Muvattupuzha,686662	09/02/2011	Graduate. More than 25 years of experience in trade business	NIL
Mr. T.P. Muralidharan **Director** **DIN -** 01571734 31/224A, Pushpanjali, Vytilla, Ernakulam, Kochi – 682019	14/09/2010	Mr. T. P. Muralidharan, aged 58 years, is a commerce graduate. He has about 25 years experience in running companies in plantation, construction, real estate and trading sectors.	a. Gemini Solvents Pvt. Ltd. b. Corevalue Developers infracon Pvt . Ltd.

5.16. **Financial Information:**

Brief audited financials of the Target Company for the last Three (3) Years and for the period of Half early ended on 30.09.2012 are as follows:

(a) Profit and Loss Statement **(Rs. in Lakhs)**

Profit & Loss Statement	**March 31, 2010 (Audited)**	**March 31, 2011 (Audited)**	**March 31, 2012 (Audited)**	**Half Year Ended September 30, 2012 (Audited)**
Sales	17.06	13.57	0.00	0.00
Other Income	0.03	(58.71)	68.98	2.61
Increase/Decrease in stock	(0.05)	(7.90)	0.00	0.00
Total Income	**17.04**	**(53.04)**	**68.98**	**2.61**
Total Expenditure	**22.95**	**9.36**	**127.11**	**1.31**
Profit/Loss Before Depreciation Interest and Tax (PBIDT)	**(5.91)**	**(62.40)**	**(58.13)**	**1.30**
Depreciation	(7.24)	(4.50)	0.00	0.00
Interest	(0.96)	(0.29)	(0.09)	0.00
Profit/Loss Before Tax (PBT)	**(14.11)**	**(67.19)**	**(58.22)**	**1.30**
Less				
Provision for Taxes	0.00	0.00	0.00	0.00
Provision for fringe benefit tax	0.00	0.00	0.00	0.00
Taxation in respect of earlier years	0.00	0.00	0.00	0.00
Provision for deferred tax	0.00	0.00	0.00	0.00
Profit/ Loss After Tax (PAT)	**(14.11)**	**(67.19)**	**(58.22)**	**1.30**
Profit/ Deficit carried forward from PY	**(74.06)**	**(88.17)**	**(155.36)**	**(213.58)**
Net profit transferred to Balance sheet	**(88.17)**	**(155.36)**	**(213.58)**	**(212.28)**

(b) Balance Sheet Statement

(Rs. In lakhs)

Balance Sheet Statement	**March 31, 2010 (Audited)**	**March 31, 2011 (Audited)**	**March 31, 2012 (Audited)**	**Half Year Ended September 30, 2012 (Audited)**
Sources of Funds:				
Paid up Equity Share Capital	300.00	300.00	300.00	300.00
Reserves & Surplus (excluding revaluation reserve)	0.00	0.00	0.00	0.00
Secured Loan	5.50	0.00	0.00	0.00
Unsecured Loan	0.00	0.95	0.00	0.00
Total	**305.50**	**300.95**	**300.00**	**300.00**
Use of Funds:				
Net Fixed Assets	92.54	21.56	0.00	0.00
Investments	0.00	0.00	0.00	0.00
Net Current Asset	1.34	0.59	86.42	87.72
Total Miscellaneous Expenditure not written off	123.44	123.44	0.00	0.00
Profit and Loss account	88.18	155.36	213.58	212.28
Total	**305.50**	**300.95**	**300.00**	**300.00**

(c) Other Financial Data

Other Financial Data	**March 31, 2010**	**March 31, 2011**	**March 31, 2012**	**Half Year Ended September 30, 2012**
	(Audited)	**(Audited)**	**(Audited)**	**(Audited)**
Dividend (%)	Nil	Nil	Nil	Nil
EPS (Rs.)	(0.47)	(2.24)	(1.94)	0.04
Return on Net worth (%)	Nil	Nil	Nil	1.48 %
Book Value Per Share (Rs.)	2.95	0.71	2.88	2.92

(**Source:** Based on the Audited Balance Sheet of CFFL for the year ended on 31st March, 2010, 31st March, 2011, and 31st March, 2012 and for Half year ended on 30th September, 2012)

The formulas are :

EPS = Profit after Tax / Outstanding equity shares
Book Value per share = Net worth/ Outstanding equity shares
Return on Net worth (%) = (Profit after Tax / Net worth)*100

(d) Significant Accounting Policies followed by the Company as per Annual Report 2011-12.

Basis of Accounting

- The Financial Statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules, 2006. All incime and expenditure having a material bearing on the financial statements recognized on an accrual basis.
- The company has disposed off substantial part of its fixed assets. Since the management has not come up with any plans for considering the going concern principle appropriate, Going Concern may be considered inappropriate. In the light of this, adjustments may be required to the recorded assets amounts and classification of liabilities. The financial statements do not disclose this fact due to non availability of

details. The financial statements have been prepared and presented on a historical cost basis due to the non availability of details.

- The presentation and grouping of individual items in the balance sheet and the Statement of Profit and Loss are based on the principle of materiality.

Use of Estimates

- The preparation of Financial Statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of financial statements and reported amounts of revenues and expenses during the reporting period. Although such estimates are made on reasonable basis taking into account all available information, actual results could differ from those estimates.
- **Inventories**

  The stock of raw materials, work in progress and consumables are valued at cost. Here cost means in the case of raw materials and consumable stores weighted average cost and for work in progress technically estimated cost.

  Finished goods are valued at the lower of cost (weighted average) or net realizable value.

  The company did not have any stock of inventory in hand at any time during the year.

- **Fixed Assets**

  Fixed Assets are stated at cost net depreciation. The cost of an asset comprises of its purchase price (net of capital grants) and any cost directly attributable for bringing the asset to its working condition and location for its intended use.

  An item of Fixed Asset is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of asset (calculated as the difference between the net sale proceeds and the carrying amount of the asset) is included in the income statement in the year in which the asset is derecognized.

- **Depreciation**

  Depreciation on Fixed Asset has been provided for on Straight Line Method at the rates and in the manner provided in Schedule XIV of the Companies Act.

- **Revenue Recognition**

  Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Foreign Currency Transactions**

  Transactions in foreign currency are accounted at the exchange rates prevailing on the date of transaction. Payments made in foreign currency are converted at the rate prevailing on the date of remittance. Gain / loss arising out of fluctuation is accounted for on realization.

  Monetary assets and liabilities denominated in foreign currency are restated at the rates of exchange gain / loss is suitably dealt within the Statement of Profit and Loss.

- **Investments**

  Investments are classified into current investments and long term investments. Current Investments are carried at cost or net realizable value whichever is lower. Long Term investments are valued at cost.

- **Borrowing Costs**

  Borrowing cost are charged to the Statement of Profit and Loss except in cases of where the borrowing cost are directly attributable to the acquisition, construction, production of qualifying asset. The qualifying asset is the one that necessarily takes substantial time to get ready for its intended use.

- **Taxation**

The company has not provided for current tax since the company has no taxable income in the current year after considering the accumulated losses, under the Income Tax Act, 1961.

- **Provisions, Contingent Assets and Contingent Liabilities**

A provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

All material known liabilities are provided for and liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to accounts.

Contingent assets are neither recognized nor disclosed in the financial statements.

5.17. **Pre and Post- Offer Share Holding Pattern of CFFL as on the date of LOO:**

Shareholders' Category	**Shareholding and voting rights prior to the SPA/ acquisition and Offer**		**Shares / voting rights agreed to be acquired which triggered off the Regulations**		**Shares/ voting rights to be acquired in Offer (assuming full acceptances)**		**Share holding / voting rights after the acquisition and Offer.**	
	(A)		**(B)**		**(C)**		**D = A+B+C**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
1. Promoter Group **a) Parties to SPA, Mr. Benny Abraham**	11,38,790	37.96	11,38,790	37.96	Nil	Nil	Nil	Nil
b) Promoters other than 'a' above								
Total (1) (a+ b)	**11,38,790**	**37.96**	**11,38,790**	**37.96**	**Nil**	**Nil**	**Nil**	**Nil**
2 (a). Main Acquirer: Mr. P.B. Krishna Prasad	Nil	Nil	11,38,790	37.96	7,80,000	26.00	19,18,790	63.96
(b) PAC	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total (2) (a+ b)	**Nil**	**Nil**	**11,38,790**	**37.96**	**7,80,000**	**26.00**	**19,18,790**	**63.96**
3. Parties to SPA other than 1 (a) and 2 above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4. Public (other than parties to SPA, **a) Bodies Corporate**	85,700	2.86						
b) Individuals	17,75,510	59.18						
Total	**18,61,210**	**62.04**						
c) Others	Nil	Nil						
Total (4) (a + b+c)	**18,61,210**	**62.04**	**Nil**	**Nil**	**(7,80,000)**	**(26.00)**	**10,81,210**	**36.04**
Grand Total (1+2+3+4)	**3,000,000**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**3,000,000**	**100.00**

There are 3709 shareholders under the public category as on the date of PA

5.18. **Change in shareholding of the promoters as and when it happened**

Date	**Name of the promoter/ promoter group entity**	**Opening Balance**				**Transaction Details**							**Applicable regulations of SEBI(SAST) Regulations**	**Complia Nce status with SEBI (SAST) Regulati ons and other applicable Regulations.**
		Capital of Target Company		**Holding of Promoter group**		**Date of Transaction (allotment/ purchase/transfer)**	**shares acquired**		**Shares Sold**	**Mode of acquisition(Memorandum/IPO/Market Purchase/ Preferential allotment/ Right issue/Bonus shares/ Interse transfer etc.**	**Holding of promoter group**			
		No. of Shares	**%**	**No. of Shares**	**%**		**No. of Shares**	**%**	**No. of shares**		**No. of Shares**	**%**		
		3000000	100											
11/11/2010	Mrs. S. Subashini			920950	30.7	-	-	-	-		920950	30.72		Complied
	Mr. C. Sethuraman			51540	1.72						51540	1.72		Complied
29/11/2010	Mr. Benny Abraham					29/11/2010	920950	30.7	-	SPA dated 12-11-2010				Complied with Open Offer Formalities under SEBI (SAST) Regulations 1997
23/02/2011	Mr. Benny Abraham					23/02/2011	147000	4.9		Acquired shares under the Open Offer	1067950	35.6		
14/02/2011	Mr. Benny Abraham			1067950	35.6	14/02/2011	51540	1.71	-	Off market Purchase	1119490	37.31		
30/11/2011	Mr. Benny Abraham			1119490	37.31	30/11/2011	3500	0.12		Off market Purchase	1122990	37.43		
26/12/2012				1122990	37.43	26/12/2012	14500	0.48		Off market Purchase	1137490	37.92		
6/1/2012				1137490	37.92	6/1/2012	1000	0.03		Off market Purchase	1138490	37.95		
10/10/2012				1138490	37.95	10/10/2012	300	0.01		Off market Purchase	1138790	37.96		

5.19. The Status of compliance with the Listing requirements:

CFFL has paid the listing fees to Madras Stock Exchange upto 2011 and complying with the listing agreement requirements. The Company is complying with Clause 49 of the Listing Agreement on corporate Governance. However the Company has paid the listing fees till 2003 to Ahmedabad Stock Exchange Limited, Cochin Stock Exchange Limited and Coimbatore Stock Exchange Limited. No Strictures or penalties were imposed on the Company.

5.20. There is no pending litigation by and / or against the CFFL.

5.21. Compliance Officer:

Mr T.P . Muralidharan
Director
6, SRB Ponnusamy nagar
Sai baba colony,
Coimbatore –
Tel.fax No.0422- 4386483

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of CFFL are listed on ASE, MSE, CSE and CSX.

6.1.2 The Equity shares of CFFL are not frequently traded on ASE, MSE, CSE and CSX within the meaning of the Regulation 2 (1) (j) of SEBI (SAST) Regulations.

6.1.3 Based on the information available the Equity Shares of the Target Company are not frequently traded within the meaning of the Regulation 2(1) (j) of SEBI (SAST) Regulations. Hence, the Offer Price of Re.1.50 (Rupee One and Paise Fifty Only) per fully paid up equity share is justified in terms of regulation 8(2) of the Regulations as given below:

Sr.No.	Particulars			Rs.
A.	Negotiated Price per share under the Share Purchase Agreement			0.70
B	The volume-weighted average price paid or payable for Acquisition whether by the Acquirer or by any Person Acting in Concert with him, during 52 weeks immediately preceding the date of PA.			Not Applicable
C	The highest price paid or payable for any acquisition, whether by the Acquirer or by any Person Acting in Concert with him, during 26 weeks immediately preceding the date of the PA.			Not Applicable
D	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded.			Not Applicable
E.	**Other Parameters with reference to the Target Company**		**For year ended March 31, 2012**	**Half Year ended September 30, 2012**
	(i)	PECV Method	Nil	Nil
	(ii)	Net Asset Book Value per share (Rs.)	2.88*	2.92
	(iii)	Market Capitalization Method (Rs.)	Nil	Nil

* Since the value per share under PECV is Nil, the fair value is limited to half of the NAV as per CCI Guidelines

6.1.4 The Fair Value of equity shares of CFFL is Re.1.44 (Rupee One and Paise Forty Four Only) per share in terms of Controller of Capital Issues, Department of Economic Affairs, Ministry of Finance, Government of India and also keeping in view the Supreme Court's decision in the Hindustan Lever Employee's Union vs. Hindustan Lever Ltd. (1995) reported at (83 Companies Cases 30) as certified vide valuation certificate dated October 09, 2012 issued by Mr. K. P. Sebastian (Partner in Sebastian & Paulose) (Membership No. 200553), Chartered Accountants having its office situated at Door No: 38/1073 Behind Padma Theatre, Cochin- 682035 Tel: (0484) 2362905, 4021141 Email: sebastiankp@sify.com

6.1.5 In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Re. 1.50 (Rupee One and Paise Fifty only) per share, being the highest of the prices mentioned above, is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

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

6.1.7 In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will stand revised 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, 2011. However, they will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.1.8 If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer will pay the difference between the highest acquisition price and the Offer Price, to all the shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference will be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

6.1.9 The Acquirer is permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period. If there is any such upward revision in the Offer Price by the Acquirer or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the shares validly tendered in the Offer.

6.1.10 As on date there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

6.1.11 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and would be notified to the shareholders.

6.1.12 There is no non-compete agreement hence no non-compete fee has been paid.

6.1.13 The Acquirer has not acquired any equity shares of CFFL from the date of PA up to the date of the DLOO.

6.2 Financial Arrangements:

6.2.1 The maximum purchase consideration payable by the Acquirer in case of full acceptance of offer i.e. 7,80,000 fully paid up equity shares is Rs. 11,70,000/- (Rupees Eleven Lakhs Seventy Thousand Only) at a price of Re. 1.50 (Rupee One Fifty Paise Only) per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

6.2.2 The Acquirer has opened a Cash Escrow Account in the name and style of **"CFFL – Open Offer – Escrow Account"** with HDFC Bank Limited at its branch office at 115, Dr. Radhakrishna Salai, 9th Floor, Mylapore, Chennai - 600004 and has deposited Rs.11,70,000/- (Rupees Eleven Lakhs Seventy Thousand Only) being 100% of the total consideration payable under the Offer. The Acquirer has arranged a lien on the cash deposit in favour of the Manager to the Offer. The Manager to the Offer has been authorised by the Acquirer to operate the Escrow Account in terms of Regulation 21(1) of the SEBI (SAST) Regulations.

6.2.3 The funds requirements will be met from own sources/Net Worth and no borrowings from Banks/FIs or Foreign sources such as NRIs is envisaged.

6.2.4 The Manager to the Offer confirms that firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

6.2.5 The Acquirer has adequate financial resources to meet the financial requirements of the Offer. The Acquirer has made firm financial arrangements in terms of regulation 16 (xiv) for the resources required to complete the Offer in terms of the Regulations. No borrowings from Banks/ Financial Institutions are being made for the purpose. The funds to be utilized shall be domestic and no foreign funds shall be utilized.

6.2.6 Mr. K.R. Ganesh (Membership No.022439), partner of Padmanabhan Ramani & Ramanujam, Chartered Accountants, having their Office at Br. "Keelapandal House"#7, New # 19, 3rd Street, Sowrashtra Nagar, Choolaimedhu, Chennai – 600 094, Ph. (044) 2484 1528, 2483 8069, email ganeshumesh@airtelbroadband.in vide certificate dated September 14, 2012 has certified that the net worth of Mr. P. B. Krishna Prasad as on September 13, 2012 is Rs. 20.47 Lakhs and also certified that Mr. P.B Krishna Prasad has sufficient means to fulfill his part of the obligations under this instant offer.

7.1 TERMS AND CONDITIONS OF THE OFFER

7.1.1 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be dispatched to all those shareholder(s) of the Target Company (except the Promoter/ Acquirer i.e. parties to the SPA) whose name appear on the Register of Members of the Target Company at the close of business hours on Wednesday, January 09, 2012 ("Identified Date").

7.1.2 All owners of the shares, Registered or Unregistered (except the Promoter/ Acquirer i.e. parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the original Share Certificate(s), valid Transfer Deeds and the original Contract Notes issued by the Broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

7.1.3 Accidental omission to dispatch this LOO or the non-receipt or delayed receipt of this LOO will not invalidate the Offer in anyway.

7.1.4 Subject to the conditions governing this Offer, as mentioned in the LOO, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

7.1.5 CFFL has not signed agreements with Depositories. The Shares are traded in physical form only.

7.1.6 The Marketable lot for the Shares of CFFL for the purpose of this Offer shall be 100 (One Hundred only).

7.1.7 Locked-in Shares: There are no locked-in shares in the Target Company.

7.1.8 **Eligibility for accepting the Offer:**

The Offer is made to all the public shareholder(s) (except the Promoter/ Acquirer i.e. parties to the SPA) whose names appeared in the register of shareholder(s) on Wednesday, January 09, 2013 ("identified Date") and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholder(s).

7.2 Statutory Approvals

7.2.1 The Offer is subject to the receipt of approval, if any, of RBI under the FEMA for the acquisition of the equity shares by the Acquirer from the non resident shareholders under the Offer. In case of acceptances from non residents, then the Acquirer shall make requisite application to the RBI after Closure of the Offer.

There are no Non Resident Shareholders in the Company. No approval is therefore required from RBI under the FEMA.

7.2.2 As on the date of Public Announcement, no approval from any Bank/ Financial Institution is required for the purpose of this Offer, to the best of the knowledge of the Acquirer.

7.2.3 As on the date of Public Announcement, no other statutory approvals are required to the best of the knowledge of the Acquirer to acquire the shares of the Target Company that may be tendered pursuant to the Offer. If any other statutory approvals become applicable at a later date, the Offer would be subject to such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulations 18(11) of the SEBI (SAST) Regulations, 2011. The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.2.4 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI has power to grant extension of the time to the acquirer or payment of consideration to the shareholder(s) subject to acquirer agreeing to pay interest as directed by SEBI.

7.2.5 Shareholder(s) should note that shareholder(s) who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

7.2.6 **General:**

i. The Form of Acceptance and instructions contained therein are integral part of this Draft Letter of Offer.

ii. Neither the Acquirer nor the Manager nor the Registrar nor the Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s) and/or other documents.

iii. The Offer Price is denominated and payable in Indian Rupees only.

iv. All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgment of the Form of Acceptance and other relevant particulars.

v. If there is any competitive bid:-

The Public Offers under all the subsisting bids shall close on the same date.

vi. As the Offer Price cannot be revised during 3 working days prior to commencement of the tendering

vii. period, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.

viii. Alternatively, a copy of Public Announcement, Detailed Public Statement, Letter of Offer, Form of

Acceptance cum Acknowledgement can be obtained from SEBI's official website: www.sebi.gov.in

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1 The Acquirer has appointed Integrated Enterprises (India) Limited as Registrar to the Offer.

8.2 All eligible Equity Shareholder(s) of fully paid Equity Shares of CFFL, registered or unregistered who wish to avail and accept the Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LOO/FOA at below mentioned collection centre on or before closure of the Offer i.e. Thursday, February 07, 2013. The documents shall be tendered at below mentioned collection center on all working days i.e. from Monday to Friday between 10.00 a.m. to 4 p.m. and on Saturday from 10.00 a.m. to 2.00 p.m. The centre will be closed on Sundays and Public holidays.

Collection Centre	**Address of Collection Centre**	**Contact Person/ e-mail ID**	**Telephone No./ Fax No.**	**Mode of Delivery**
Chennai	II Floor, “Kences Towers”, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017	Contact Person: Sriram S EmailD: corpserv@iepindia.com	Tel:044-28140801,802,803, Fax Number: 044-28142479	Courier / Post / Hand-Delivery

Shareholder(s) are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects; otherwise the same are liable to be rejected. Please note that the all-relevant documents, Original Share Certificates, Valid Transfer deed and other documents in relation to the acceptance of the Offer should not be sent to the Acquirer, Target Company and the Manager to the

Offer.

8.3 All Shareholders(s) of the Target Company, except for the parties to the SPA, who own equity shares anytime before the closure of the Open Offer, are eligible to participate in the Open Offer.

8.4 In case (a) Shareholder(s) who have not received the Letter of Offer, (b) unregistered shareholder(s) (c) owners of the shares who have sent the shares to the Target Company for transfer may send consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, nos. of shares held, distinctive nos., folio nos., no. of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate/original Letter of Allotment and valid share transfer deeds (only one per folio) duly signed by such share holders (in case of joint holdings in the same order as per the specimen signatures lodged with CFFL), and witnessed (if possible) by the notary public or a bank manager or the member of the Stock Exchange with membership no. as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before 5 pm up to the date of closure of the Open Offer i.e. February 07, 2013. Such shareholder(s) can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

8.5 The Letter of Offer together with Form of Acceptance cum Acknowledgement ("FOA") and Transfer Deed ("TD") will be mailed on or before January 17, 2013 to all the beneficial owners holding fully paid up equity share(s) of CFFL (except the Acquirer, Promoter and parties to the Agreement).The above will also be available on SEBIs website i.e. www.sebi.gov.in and the shareholder(s) can also apply by downloading such form from the said website.

8.6 Shareholder(s) holding Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: M/s. Integrated Enterprises (India) Limited II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 Telephone No. (044)28140801, Fax No. (044)28142479 email: corpserv@integratedindia.in(Contact Person: Mr. S.Sriram) either by hand delivery or by Registered Post along with self attested copy of the PAN card, to reach them on or before the closure of the Offer, i.e. February 07, 2013 in accordance with the instructions specified in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with CFFL /its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by Integrated Enterprises (India) Limited, its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent.

Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.

8.7 No Indemnity is needed from unregistered shareholder(s).

8.8 If the aggregate of the valid responses to the Offer exceeds 7,80,000 fully paid up Equity Shares, then the Acquirer shall accept the valid applications received on a proportionate basis in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is lesser than the market lot.

8.9 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to the Acquirer for payment of consideration to Shareholder(s) of CFFL, subject to Acquirer agreeing to pay interest for delayed period as directed by SEBI. If the delay in payment consideration is not due to the above reasons, then the amount held in the Escrow Account shall be subject to forfeiture as per Regulation 17(9) and dealt in the manner provided in Regulation 17(10) of the SEBI (SAST) Regulations, 2011.

8.10 Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholder(s)' sole risk to the sole/ first shareholder.

8.11 The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgment, if any, and the transfer form(s) on behalf of the shareholder(s) of the Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched / returned.

8.12 Payment of consideration for the applications accepted in the Offer shall be made within 10 working days from the last date of the tendering period. Credit for the consideration will be given to the shareholder(s) whose Equity Shares have been accepted in the Open Offer by ECS, or crossed account payee cheques/pay orders/demand drafts, RTGS and NEFT.

8.13 The consideration received by the shareholder(s) for Equity Shares accepted in the Offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further, the securities transaction tax will not be applicable on Equity Shares accepted in this Offer.

8.14 Dispatches involving payment of value in excess of Rs. 1,500/- will be made by registered post/speed post at the shareholder's sole risk. In the case shareholder(s) residing in any of the centers specified by the SEBI and have opted an option to get payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in the Form of Acceptance cum- Acknowledgement and the payment intimation will be sent to the sole / first named shareholder of CFFL whose equity shares are accepted by the Acquirer at his address registered with CFFL. Rejected documents will be sent by registered post/speed post. All other dispatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholder(s) provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque / demand draft.

8.15 **Non Resident Shareholder(s)**

8.15.1 Non-Resident Shareholder(s) may tender their Shares in accordance with the Procedure mentioned at 8.2 (as applicable) above.

8.15.2 While tendering the shares under the Offer, NRIs / OCBs / foreign shareholder(s) will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such shares tendered.

8.15.3 While tendering shares under the Offer, NRIs / OCBs / foreign shareholder(s) will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 (the "In- come Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate 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, on the entire consideration amount payable to such shareholder.

8.16 The above documents should not be sent to the Acquirer or to CFFL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at the collection centers given above.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection by the shareholders of CFFL at the Registered Office of the Manager to the Offer i.e. “Manu Mansion” 16/18, Shahid Bhagat Singh Road, Opp. Old Customs House, Fort, Mumbai-400 023 on any working day between 10.00 a.m. to 2.00 p.m. during the period the Offer is open i.e., from Thursday, January 24, 2013 to Thursday, February 07, 2013

1) Certificate of Incorporation and the Memorandum of Association and Articles of Association of CFFL.

2) Copy of the Share Purchase Agreement dated November 30, 2012 entered into between the Acquirer and the Seller.

3) Copy of Public Announcement, Published copy of the Detailed Public Statement.

4) Chartered Accountants certificate dated September 14, 2012 certifying the net worth of the Acquirer.

5) Chartered Accountant’s letter dated September 14, 2012 certifying that the Acquirer have firm and adequate financial resources to meet the financial obligations under the Open Offer.

6) Audited annual reports of the TC for the for the financial years ended March 31, 2010, March 31, 2011, March 31, 2012 and audited Results for the half year ended September 30, 2012.

7) Letter dated 3rd December, 2012 from HDFC Bank Ltd. Confirming Rs. 11,70,000/- has been deposited as on in the escrow account.

8) A copy of the recommendation made by the Target Company’s Board as required in terms of Regulation 26(7) of SEBI (SAST) Regulations.

9) A copy of the comments Letter received from SEBI in terms of Provisions of Regulation 16(4) of the Regulations.

10) Share valuation certificate dated October 09, 2012 obtained from Mr. K.P. Sebastian, Partner, Sebastian & Paulose, Chartered Accountants (Membership No. 200553), Telephone No. 2362905, having their office at Door No. 38/1073, Behind Padma Theatre, Cochin – 682035 stating the value of per equity share of CFFL is Re. 1.44/-.

11) Due Diligence Certificate given by Vivro Financial Services Private Limited, Manager to the Offer dated December 12, 2012.

12) Copy of the agreement dated October 12, 2012 between Integrated Enterprises (India) Limited and The Acquirer for their appointment as Registrar to the Offer.

13) Copy of the Escrow Agreement dated November 29, 2012 between Mr. P.B. Krishna Prasad, HDFC Bank Limited and Vivro Financial Services Private Limited.

10. DECLARATION BY THE ACQUIRER

10.1 The Acquirer, Mr. P.B. Krishna Prasad accepts full responsibility for the information contained in this Draft Letter of Offer including the Form of Acceptance cum Acknowledgement and also for ensuring the compliance with the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011

10.2 The Acquirer, has made all reasonable inquiries, accepts responsibility and confirm that this Letter of Offer is in compliance with the Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

10.3 The Manager to the Offer hereby states that the person signing this Letter of Offer is the Acquirer / duly authorized person to sign the Letter of Offer.

Sd/-

Mr. P.B Krishna Prasad

(Acquirer)

Place: Coimbatore

Date: December 13, 2012.

Attached: 1. Form of Acceptance – cum – Acknowledgement

2. Blank Transfer Deed

FORM OF ACCEPTANCE - CUM - ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(*Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Registrar to the Offer i.e. Integrated Enterprises (India) Limited at the address as mentioned in the Letter of Offer)*

(All terms and expression used herein shall have the same meaning as described thereto in Letter of Offer and please read the instructions mentioned below before filling in this form of acceptance.)

OFFER	
Opens on:	**January 24, 2013**
Closes on:	**February 07, 2013**

From:___________________________________

Name:___________________________________

Address:________________________________

____

____

Tel No: (_____) ___________ Fax No.: (_____) _____________E-mail: __________________

To,
Integrated Enterprises (India) Limited
II Floor, "Kences Towers",
No.1 Ramakrishna Street,
North Usman Road, T Nagar,
Chennai – 600 017

Dear Sir/ Madam

Re: <u>Open Offer to acquire 7,80,000 equity shares of Rs. 10/- each, representing 26% of the total issued, subscribed and paid up equity share capital and voting equity share capital</u> <u>of Coimbatore Flavors and Fragrances Limited ("Target Company"/ CFFL) at price of Re. 1.50 (Rupee One and Paise Fifty Only) per equity share ("Offer Price") payable in cash by Mr. P.B Krishna Prasad (referred to as the Acquirer).</u>

1. I/ We refer to the Letter of Offer dated ------------------ constituting an Offer for acquiring the equity shares held by me/ us in **Coimbatore Flavors and Fragrances Limited.**

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

3. I / We, unconditionally offer to sell to the "Acquirer" the following equity shares in Coimbatore Flavors and Fragrances Limited (hereinafter referred to as "CFFL"), held by me / us, at a price of Re1.50 per fully paid-up equity share

4. **FOR SHARES HELD IN PHYSICAL FORM:**

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

Sr. No.	**Folio No.**	**Certificate No.**	**Distinctive No.(s) From**	**To**	**No. of Shares**
Total Number of shares					

(In case of insufficient space, please use additional sheet and authenticate the same)

5. I/ We confirm that the equity shares of Coimbatore Flavors and Fragrances Limited which are being tendered herewith by me/ us under this Offer are free from liens, charges and encumbrances of any kind whatsoever.

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

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

8. I/ We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/ We further authorize the Acquirer to return to me/ us, equity share certificate(s) which is not found valid.

9. My/ Our execution of this Form of Acceptance shall constitute my/ our warranty that the equity shares comprised in this application are owned by me/ us and are transferred by me/ us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I/ We will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I/ We agree that the Acquirer may pay the Offer Price only after due verification of the documents and signatures and on obtaining the necessary approvals as mentioned in the said letter of offer.

10. I/ We undertake to execute such further documents and give further assurance as may be required or expedient to give effect to my/our agreeing to sell the said equity shares.

11. I/ We irrevocably authorize the Acquirer or the Manager to the Offer to send by registered post the draft / cheque, in settlement of purchase at my own risk and any excess share certificate, if any, to the Sole/first holder at the address mentioned below:

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

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

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

12. So as to avoid fraudulent encashment in transit, Shareholder(s) should provide details of bank account of the first/sole shareholder and the cheque or demand draft will be drawn accordingly.

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

1) Electronic Mode: --------------------------- 2) Physical Mode: -----------------------------

Sr. No Particulars required Details

Name of Bank	Branch	City	Type of Account	Account Number
MICR Code		IFSC Code (for RTGS/ NEFT transfers)		

The Permanent Account No.(PAN No.) Allotted under the Income Tax Act 1961 is as under: -

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN No.			

Yours faithfully,
Signed and delivered

	FULL NAME (S) OF THE HOLDER	SIGNATURE (S)

First / Sole Holder		
1st Shareholder		
2nd Shareholder		
3rd Shareholder		

Note: In case of joint holdings, all shareholders must sign. In case of body corporate, the company seal should be affixed and necessary Board Resolution should be attached.

Place: ___________________
Date ___________________

INSTRUCTIONS

1. **Shareholders should enclose the following:**

   Registered Shareholders should enclose

   i) **Form of Acceptance-cum-Acknowledgment** duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the Share certificates.

   ii) **Original Share certificate(s).**

   iii) **Valid transfer deed(s)** duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with CFFL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer. Attestation, wherever required, (thumb impressions, signature difference, etc.) should be done.

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

   The details of buyer should be left blank failing which the same will be invalid under the Offer. All other requirements for valid transfer will be preconditions for valid acceptance.

   II. **Unregistered owners should enclose**

   i. **Form of Acceptance-cum-Acknowledgment** duly completed and signed in accordance with the instructions contained therein.
   ii. Original Share certificate(s).
   iii. Original broker contract note.
   iv. **Valid Share transfer deed(s)** as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.

2. The Share certificate(s), share transfer form(s) and the Form of Acceptance-cum-Acknowledgment should be sent only to the Registrar to the Offer and not to the Manager to the Offer or Acquirer or COIMBATORE FLAVORS AND FRAGRANCES LIMITED.

3. The Form of Acceptance-cum-Acknowledgment and other related documents should be submitted at the collection center of Integrated Enterprises (India) Limited as stated in the Letter of Offer.

4. It is mandatory for shareholders to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgment and the consideration would be credited to the bank account of the sole/ first shareholder. The payment would be made at par to all the shareholders.

5. **Rejection of Shares**

   If the shares are rejected for any of the following reasons, the shares will be returned to the holder(s) along with all the documents received from them at the time of submission. Please Note that the following list is not exhaustive.

   a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of COIMBATORE FLAVORS AND FRAGRANCES LIMITED.

   b. The Transfer deed is not complete or that the signatures do not match with the specimen recorded with COIMBATORE FLAVORS AND FRAGRANCES LIMITED.

   c. The number of shares mentioned in the Form of Acceptance-cum-Acknowledgment does not tally with the actual physical share certificate(s) submitted.

6. All documents/ remittances sent by or to shareholders will be at their own risk. Shareholders of Coimbatore Flavors and Fragrances Limited are advised to adequately safeguard their interests in this regard.

7. Neither The Acquirer, the Manager to the Offer, the Registrar to the Offer or Coimbatore Flavors and Fragrances Limited will be liable for any delay/ loss in transit resulting in delayed receipt/non-receipt by the Registrar of your Form of Acceptance-cum-Acknowledgment or submission of original physical

Share certificate(s) due to inaccurate/ incomplete particulars/ instructions on your part, or for any other reason.

Applicants who cannot hand deliver their documents at the collection Center, may send their documents only by registered post, at their own risk, to the Registrar to the Offer at II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, so as to reach the Registrars to the Offer on or before the last date of acceptance i.e. Thursday, February 07, 2013.

THE SHAREHOLDER(S) ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE/SHARES ARE RECEIVED BY THE REGISTRAR TO OFFER AFTER THE CLOSURE OF THE OFFER I.E 04:00 P.M ON Thursday, February 07, 2013. SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE LIABLE TO BE REJECTED.

8. Please read the enclosed Letter of Offer before filling up the form of Acceptance.
9. The Form of Acceptance should be filled up in English only.
10. Signature(s) other than in English, Hindi and thumb impression must be attested by notary public under his official seal.
11. Mode of tendering the Equity shares pursuant to the Offer
    (i) The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholders of CFFL.
    (ii) Shareholders of CFFL to whom the Offer is being made, are free to Offer his/ her/ their shareholding in CFFL for sale to the Acquirer, in whole or part, while tendering his/ her/ their equity shares in the Offer.

All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your Reference Folio No./ Name of the Sole/Joint applicant

Integrated Enterprises (India) Ltd.,
(Unit: Coimbatore Flavors and Fragrances Ltd.)
Contact person: Sriram S
II Floor, "Kences Towers",
No.1 Ramakrishna Street,
North Usman Road, T Nagar,
Chennai – 600 017
Tel: : 044-28140801, 802, 803
Fax: 044-28142479
Email: corpserv@integratedindia.in
Website : www.iepindia.com
SEBI Registration Number : INR000000544

Acknowledgment Slip: Coimbatore Flavors and Fragrances Limited – Open Offer (to be filled in by the shareholders)

Sr. No.

Received from Mr./Ms./M/s____

Form of Acceptance cum Acknowledgement for CFFL Offer as per details below :-

Physical Shares:

Folio No. ______________________

No. of Certificates Enclosed ________________ Certificate No.__________________________ Total No. of Shares Enclosed _______________________________

Date of Receipt :__________________

Signature of Official:------------------------------Stamp of collection center:---------------------------------------