DETAILED PUBLIC STATEMENT UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(4) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, TO THE EQUITY SHAREHOLDERS OF:

GMM PFAUDLER LIMITED

Regd. Office: Vithal Udyognagar, Anand - Sojitra Road, Karamsad - 388 325, Gujarat, India. Tel: +91 2692 661700 / 230416 / 230516; Fax: +91 2692 661888 / 236467

Open offer ("Offer") for acquisition of up to 3,654,375 fully paid up equity shares of face value of INR 2 (Rupees Two) each ("Equity Shares"), representing 25% (Twenty five percent) of the fully diluted voting equity share capital of GMM Pfaudler Limited ("Target Company"), as of the 10th (Tenth) working day from the closure of the tendering period, from the Eligible Shareholders (as defined below) of the Target Company by Pfaudler US Inc ("Acquirer") along with Pfaudler Holding S.à r.l. ("PAC 1") and Pfaudler Inc ("PAC 2") as the Persons Acting in Concert (collectively "PAC").

This detailed public statement ("**DPS**") is being issued by **ICICI SECURITIES LIMITED**, the manager to this Offer ("**Manager**"), on behalf of the Acquirer and the PAC, in compliance with Regulations 3(1), 4 and 5(1) read with Regulations 13(4) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**"), pursuant to the public announcement dated 18 December 2014 ("**PA**") in relation to this Offer filed by the Acquirer and PAC 1 with BSE Limited ("**BSE**"), on 18 December 2014 and filed with the Securities and Exchange Board of India ("**SEBI**") on 19 December 2014 and sent to the Target Company at its registered office on 19 December 2014.

'**Eligible Shareholders**' shall mean all the public shareholders of the Target Company excluding the persons acting in concert or deemed to be acting in concert with the Acquirer or the PAC.

'**Voting Share Capital**' shall mean the fully diluted voting share capital of the Target Company as of the 10th (tenth) working day from the date of closure of the tendering period

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

A. Information about the Acquirer and PAC

A1. Acquirer - Pfaudler US Inc

1. The Acquirer was incorporated on 21 October 2014 under the laws of the State of Delaware with file number 5624857. The registered office of the Acquirer is located at 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, United States of America. Its telephone number is +1 302 472 9100 and fax number is +1 302 4727126. The Acquirer can conduct any business which is considered a lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware. The name of the Acquirer has never been changed since the date of its incorporation.
2. The Acquirer is party to the Transaction Document (as defined below), pursuant to which there has been a change in the indirect shareholding and control of the Target Company. The relationship of the Acquirer with PAC 1 is further detailed in paragraph A2 of this DPS (which contains information relating to PAC 1). The Acquirer does not belong to any one group.
3. Mr. C. Anthony Shippam is the sole director of the Acquirer.
4. Pfaudler US Holding Inc is the sole shareholder of the Acquirer and owns all 100 (One hundred) shares of face value of USD 0.01 each.
5. Neither the Acquirer nor its directors and/or key managerial personnel have any interest in the Target Company.
6. The issued and paid up capital of the Acquirer is USD 1 (United States Dollar One) consisting of 100 (Hundred) shares with a face value of USD 0.01.
7. Post the issue of the PA on 18 December 2014, the Acquirer has not acquired any equity shares of the Target Company.
8. As on the date of the DPS, the Acquirer holds 100% shares of PAC 2 and PAC 2 in turn holds 50.44% (Fifty point forty four percent) of the Voting Share Capital.
9. The equity shares of the Acquirer are not listed on any stock exchange.
10. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or under any of the regulations made under the SEBI Act.
11. As the Acquirer has been incorporated on 21 October 2014, audited accounts of the Acquirer have not been prepared as of the date of this DPS. Latest financial Information of the Acquirer as certified by Mr. Gregory Harrisson, a certified public accountant in the State of Delaware, United States of America:

Particulars	For the period ending 31 December 2014	
	USD million	INR million
Total Revenue	0.0	0.0
Net Income	(4.19)	(266.09)
Earnings Per Share (EPS)	(41,850)	(2,660,877)
Net worth/Shareholder Fund	22.16	1,409.01

Notes:

1. *All amounts are in millions, except per share data.*
2. *Since the financials of the Acquirer are presented in USD, a conversion of such financials into Indian Rupees has been adopted. The USD to INR conversion has been assumed at the rate of 1 USD = ₹ 63.5813 as on 17 December 2014 (i.e. 1 (One)) working day prior to the date of the PA) (Source: www.rbi.org.in)*

A2. PAC 1-Pfaudler Holding S.à r.l.

1. PAC 1 was incorporated on 16 October 2014 under the laws of Luxembourg with registration number B 191383. The registered office of the Acquirer is located at 59, Rue de Rollingergrund, L-2440, Luxembourg. Its telephone number is (+352) 28 48 06 40 -1 and fax number is (+352) 28 48 06 40 -70. PAC 1 can conduct any business which is considered a lawful act or activity for which a corporation may be organized under the laws of Luxembourg.The name of PAC 1 has not been changed since the date of its incorporation.
2. PAC 1 has entered into a loan agreement dated 18 December 2014, with the Acquirer, where it has agreed to provide a loan of up to USD 16,000,000 (aggregating to INR 1,017,300,800 at exchange rate of INR 63.5813 per USD as on 17 December 2014 (Source: http://www.rbi.org.in)) to fulfill the funding obligations under the Primary Transaction, the Offer and/or any other lawful purpose as may be mutually agreed upon by the Parties.
3. Mr. Stefan Gerhard Lambert and Mr. Wolfgang Michael Zettel are the directors of PAC 1.
4. The details of the key shareholders of PAC 1 are as provided below:

Name of the Shareholder	Number of shares held	Percentage
DBAG Fund VI Konzern (Guernsey) LP	7,261,085	18.76%
DBAG Fund VI (Guernsey) LP	30,955,165	79.99%
DBG Advisors VI GmbH & Co KG	483,750	1.25%
Total	**38,700,000**	**100%**

5. The issued and paid up capital of PAC 1 is USD 38,700,000 (United States Dollars Thirty eight million seven hundred thousand) consisting of 38,700,000 (Thirty eight million seven hundred thousand) shares of USD 1 each.
6. Neither PAC 1 nor its directors or key managerial personnel have any interest in the Target Company.
7. PAC 1 is the indirect shareholder of PAC 2 (the current shareholder of Target Company).
8. Post the issue of the PA on 18 December 2014, PAC 1 has not acquired any equity shares of the Target Company.
9. The equity shares of PAC 1 are not listed on any stock exchange.
10. PAC 1 does not directly hold any equity shares of the Target Company.
11. PAC 1 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.
12. As PAC 1 has been incorporated on 16 October 2014, audited accounts of PAC 1 have not been prepared as of the date of this DPS. Financial Information of PAC 1 as certified by Deloitte Audit Société à Responsabilité Limitée located at 560, rue de Neudorf, L-2220 Luxembourg, Luxembourg has been provided below:

Particulars	For the period ending 31 December 2014	
	USD million	INR million
Total Revenue	0.0	0.0
Net Income	0.0	0.0
Earnings Per Share (EPS)	(0.01)	(0.64)
Net worth/Shareholder Fund	38.3	2,435.16

Notes:

1. *All amounts are in millions, except per share data.*
2. *Since the financials of PAC 1 are presented in USD, a conversion of such financials into Indian Rupees has been adopted. The USD to INR conversion has been assumed at the rate of 1 USD = ₹ 63.5813 as on 17 December 2014 (i.e. 1 (One)) working day prior to the date of the PA) (Source: www.rbi.org.in)*

A3. PAC 2- Pfaudler Inc

1. PAC 2, a company limited by shares, was incorporated on 31 January 1994 under the laws of Delaware. The registered office of PAC 2 is located at 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, United States of America. Its telephone number is (585) 235-1000 and fax number is (585) 235-7923. PAC 2 was incorporated as Pfaudler (United States) Inc. on 31 January 1994 and the name was changed to Pfaudler, Inc. on 6 March 1995.
2. PAC 2 is engaged in the business of manufacturing, marketing and selling reactor vessels. Upon completion of the Primary Transaction (defined below), PAC 2 has become part of the group of entities controlled by the Acquirer.
3. As on the date of this DPS, PAC 2 is the wholly owned subsidiary of the Acquirer.
4. The equity shares of PAC 2 are not listed on any stock exchange.
5. PAC 2 is one of the promoters of the Target Company and holds 7,372,475 (Seven million three hundred, and seventy two thousand four hundred and seventy five) Equity Shares representing 50.44% (Fifty point forty four percent) of the Voting Share Capital of the Target Company. Please note that in the PA dated 18 December 2014, the number of shares held by PAC 2 in the Target Company was disclosed to be 7,373,067 (Seven million three hundred and seventy three thousand sixty seven), however this information was inadvertently included and as per the filings made by the Target Company with the stock exchange, PAC 2 owns 7,372,475 (Seven million three hundred and seventy two thousand four hundred and seventy five) equity shares of the Target Company which represents 50.44 % (Fifty point four four percent) of the Voting Share Capital, which has been reflected in this DPS.
6. As of the date of this DPS, Mr. Darius Shroff, Mr. Michael Reed and Mr. Sudipta Sengupta are nominee directors of PAC 2 on the board of directors of the Target Company.
7. Mr. Andrew Wills is the sole director of PAC 2.
8. The issued and paid up share capital of PAC 2 IS USD 1,000 (United States Dollars One thousand) consisting of 1,000 (One thousand) shares of common stock having par value of USD 1 (United States Dollar One).
9. The Acquirer is the sole shareholder of PAC 2 and owns 1,000 (One thousand) shares of common stock having par value of USD 1 (United States Dollar One) which represents 100% of the paid up share capital of PAC 2.
10. As of the date of this DPS, Mr. Darius Shroff, Mr. Michael Reed and Mr. Sudipta Sengupta are nominee directors of PAC 2 on the board of directors of the Target Company. Other than this, its shareholding in the Target Company, and being a Promoter of the Target Company, neither PAC 2 nor its directors or key managerial personnel have any interest in the Target Company.
11. Post the issue of the PA on 18 December 2014, PAC 2 has not acquired any equity shares of the Target Company.
12. PAC 2 had entered into a shareholders' agreement dated 6 October 1999 with Mr. Ashok Patel, an Indian promoter of the Target Company.
13. Robbins & Myers, Inc ("**RM**") an affiliate of the Seller (as defined below) and Mr. Ashok Patel (an Indian promoter of the Target Company) have entered into a non-competition agreement dated 6 October 1999, pursuant to which Mr. Ashok Patel is restricted from competing with certain businesses of RM, including products sold by the Target Company.
14. PAC 2 and the Target Company are parties to an agreement dated 4 December 2002, pursuant to which the Target Company is permitted to use PAC 2's technical know-how in certain countries.
15. PAC 2 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.
16. The key combined financial information of PAC 2, as derived from the report by KPMG AG Wirtschaftsprufungsgesellschaft ("**KPMG**") dated 8 December 2014, as at and for the 12 month period ended 31 August 2014, 31 August 2013 and 31 August 2012, is as follows.

Particulars	For the 12-month period ending 31 August					
	2014		2013		2012	
	INR million	USD million	INR million	USD million	INR million	USD million
Total Revenue	7,521.79	118.30	6,706.87	105.49	7,282.22	114.53
Net Income	678.92	10.68	616.55	9.70	513.42	8.08
Earnings Per Share (EPS)	678,921	10,678	616,548	9,697	513,419	8,075
Net worth/ Shareholder Fund	7,788.20	122.49	5,306.18	83.46	4,100.80	64.50

Notes:

1. *All amounts are in millions, except per share data.*
2. *Since the financials of PAC 2 are presented in USD, a conversion of such financials into Indian Rupees has been adopted. The USD to INR conversion has been assumed at the rate of 1 USD = ₹ 63.5813 as on 17 December 2014 (i.e. 1 (One)) working day prior to the date of the PA) (Source: www.rbi.org.in).*
3. *As per the laws of Delaware, Since the PAC 2 was a subsidiary of RM, the financial statements of PAC 2 need not be audited.*

B. Details of selling shareholders, if applicable

Details of selling shareholder in this case is not applicable as this Offer is an indirect acquisition being made on account of the Transaction Document (defined below) and not as a result of any direct acquisition of Equity Shares, voting rights or control of the Target Company.

C. Details of the Target Company

1. The Target Company, a public limited company and having its registered office at Vithal Udyognagar, Anand - Sojitra Road, Karamsad - 388 325, Gujarat, India was incorporated in 1962 under the laws of India. The telephone number of the Target Company is +91 2692 661700/230416/230516 and fax number is +91 2692 661888/236467. The name of the Target Company has not been changed in the last 3 (three) years.
2. The directors of the Target Company are listed below:
   a) Mr. P. Krishnamurthy; Non Executive & Independent Director
   b) Mr. Ashok J. Patel; Executive Director
   c) Dr. S. Sivaram; Non Executive & Independent Director
   d) Mr. Darius C. Shroff; Non Executive Director
   e) Mr. Tarak A. Patel; Executive Director
   f) Mr. Michael C. Reed; Non Executive Director
   g) Mr. Sudipta Sengupta; Non Executive Director
   h) Dr. Amrita Patel; Independent Director
3. The Equity Shares are currently listed on BSE (Scrip Code: 505255) (Scrip ID: GMM) (*Source: BSE website.*)
4. The Equity Shares are frequently traded on BSE in terms of Regulation 2(l)(j) of SEBI (SAST) Regulations. (Further details provided in Part IV below (*Offer Price*).)
5. As of the date of this DPS, the total authorised share capital of the Target Company is INR 50,000,000 (Indian Rupees Fifty million) consisting of 25,000,000 (Twenty five million) equity shares. The total paid-up share capital of the Target Company is INR 29,235,000 (Indian Rupees Twenty nine million two hundred and thirty five thousand) consisting of 14,617,500 (Fourteen million six hundred and seventeen thousand five hundred) equity shares. As of date, the Target Company does not have any outstanding partly paid-up shares.
6. The key financial information of the Target Company, as derived from its audited consolidated financial statements as at and for the 12-month period ended 31 March 2014, 31 March 2013 and 31 March 2012 and the interim unaudited standalone financial information, which has been subject to limited review by the Target Company's auditors, as at and for the period ending 30 September 2014, is as follows. The said financials have been prepared in accordance with Indian GAAP.

Particulars	For 6 months period ending 30 September	For the 12-month period ending March 31		
	2014 Standalone	2014 Consolidated	2013 Consolidated	2012 Consolidated
Total Revenue	1,065.30	2,826.06	2,178.83	2,560.72
Net Income	86.41	190.62	96.86	99.34
Earnings Per Share (EPS)	5.91*	13.04	6.63	6.80
Net worth/Shareholder Fund	1,237.21	1,389.65	1,192.82	1,143.79

**not annualized*

Note: All amounts are in INR millions, except per share data.

D. Details of the Offer

1. This Offer is a mandatory offer made under Regulations 3, 4 and 5(1), and other applicable regulations of the SEBI (SAST) Regulations, pursuant to an indirect acquisition of voting rights in and control by the Acquirer over the Target Company in terms of the Transaction Document (defined below). (Further details provided in Part II below (*Background to the Offer)*.)
2. As per the report prepared by Bansi S Mehta & Co, Chartered Accountants dated 18 December 2014, the criteria as set our under Regulation 5(2) of the SEBI (SAST) Regulations have been analyzed by them and they have concluded that the Primary Acquisition cannot be deemed to be a 'direct acquisition' as per the provisions of the SEBI (SAST) Regulations.
3. This Offer for 3,654,375 (Three million six hundred and fifty four thousand three hundred and seventy five) Equity Shares, representing 25% (Twenty five percent) of the Voting Share Capital ("**Offer Size**"), is being made to the Eligible Shareholders of the Target Company.
4. As of the date of this DPS, there are no (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partly convertible debentures) issued by the Target Company. (*Source: BSE website and Target Company Annual Report 2013-2014*.)
5. All Equity Shares validly tendered by the Eligible Shareholders of the Target Company in this Offer will be acquired by PAC 2 in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer ("**Letter of Offer**"). The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from allliens, charges and encumbrances. PAC 2 shall acquire the Equity Shares of the Eligible Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof.
6. This Offer is being made at a price of 245.85 (Rupees Two hundred and forty five and eighty five paise) per Equity Share plus interest computed at the rate of 10% (Ten percent) per annum for the period between 13 December 2014 and the date of this DPS interms of Regulation 8(12) of SEBI (SAST) Regulations being INR 1.69 (Rupees One and sixty nine paise), aggregating to INR 247.54 (Rupees Two hundred and forty seven and fifty four paise). ("**Offer Price**")
7. The Offer Price will be paid in cash in accordance with Regulation 9(l)(a) of the SEBI (SAST) Regulations.
8. As of the date of this DPS, to the best of knowledge of the Acquirer and PAC, there are no statutory approvals other than as indicated in Part VI (Statutory and Other Approvals) required by the Acquirer and/or PAC to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or PAC at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer and/or PAC shall make the necessary applications for such approvals. If however such statutory approvals are not obtained within the prescribed time, the Acquirer and PAC shall follow the process set out under Regulation 23 of the SEBI (SAST) Regulations and withdraw the Offer in the manner prescribed.
9. Non-resident Indian ("**NRI**") and overseas corporate body ("**OCB**") holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from the Reserve Bank of India ("**RBI**"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and foreign institutional investors ("**FIIs**") or foreign portfolio investors) had required any approvals (including from the 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, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered in this Offer.
10. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is a mandatory indirect offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.
11. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
12. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and PAC do not currently have any intention to alienate, restructure, dispose off or otherwise encumber any assets of the Target Company or any of its subsidiaries in the succeeding 2 (Two) years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by Target Company. The Acquirer and PAC undertake that they will not restructure, sell, lease, dispose off or otherwise encumber any substantial assets of the Target Company or any of its subsidiaries other than in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by the Target Company in the succeeding 2 (Two) years from the completion of this Offer, except with the prior approval of the shareholders of the Target Company through a special resolution, passed by way of postal ballot.
13. If the Equity Shares accepted in the Offer are such that the shareholding of the Acquirer taken together with the PAC pursuant to completion of the Offer results in their shareholding exceeding the maximum permissible non-public shareholding, the Acquirer shall be required to bring down the non-public shareholding to the level specified and within the time permitted under Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**").
14. At present the promoter and promoter group of the Target Company hold 75% (Seventy five percent) of the share capital of the Company. Post completion of the Offer, the Target Company and members of the promoter and promoter group undertake to take all steps necessary to comply with the minimum public shareholding requirement in accordance with Clause 40A of the listing agreement read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended.

II. BACKGROUND TO THE OFFER

1. This Offer is being made on account of a "Primary Transaction" involving the acquisition of certain entities owned and controlled by National Oil well Varco, Inc which includes PAC 2, an entity owned and controlled by Robbins & Myers Holdings, LLC (being a "**Seller**"). As part of the Primary Transaction, all shares of the PAC 2 held by the Seller were acquired by the Acquirer based on the terms and conditions set out in the Share Purchase Agreement executed by them on 13 December 2014 ("**Transaction Document**") and covering this acquisition ("**Primary Transaction**"). The PAC 2 as on the date of this DPS holds 50.44% (Fifty point forty four percent) of the Voting Share Capital of the Target Company. Completion of the Primary Transaction has resulted in the change of control of the PAC 2 in favour of the Acquirer.
2. As per the report prepared by Bansi S Mehta & Co, Chartered Accountants dated 18 December 2014, the criteria as set our under Regulation 5(2) of the SEBI (SAST) Regulations have been analyzed by them and they have concluded that the Primary Acquisition cannot be deemed to be a 'direct acquisition' as per the provisions of the SEBI (SAST) Regulations.
3. The Primary Transaction was completed on 30 December 2014 at Frankfurt, Germany. Upon completion of the Primary Transaction, the Acquirer has become the holding company of the PAC 2 resulting in an indirect acquisition of 50.44% (Fifty point forty four percent) of the Voting Share Capital of Target Company which is held by the PAC 2. Post completion of the Primary Transaction, the Acquirer holds 1,000 (One thousand) shares of common stock of PAC 2 and PAC 2, in turn, holds 7,372,475 (Seven million three hundred and seventy two thousand four hundred and seventy five) Equity Shares of the Target Company which is equivalent to 50.44% (Fifty point forty four percent) of the Voting Share Capital of the Target Company.
4. Some key features of the Transaction Document are as follows:
   (a) Pursuant to the terms of the Transaction Document, PAC 2 has been acquired by the Acquirer and all the property, rights, privileges, immunities, powers and franchises of PAC 2 vest in Acquirer. Therefore the completion of the Primary Transaction has resulted in the change of control of PAC 2 in favour of the Acquirer. PAC 2 currently owns 7,372,475 (Seven million three hundred and seventy two thousand four hundred and seventy five) Equity Shares of the Target Company which is equivalent to 50.44% (Fifty point forty four percent) of the Voting Share Capital of the Target Company. Thereafter, PAC 2 is acting in concert with the Acquirer and will be acquiring the shares of the Target Company tendered in the Open Offer.
   (b) As a result of the above, upon completion of the transactions contemplated in the Transaction Document, PAC 2 has become the wholly owned subsidiary of the Acquirer.
   (c) The Transaction Document is governed by English law and all disputes will be finally settled under the Rules of Arbitration of the International Chamber of Commerce.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer, PAC 1 and PAC 2 in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer		PAC1		PAC2	
	No. of Equity Shares held	Percentage (%)			No. of Equity Shares held	Percentage (%)
Shareholding as of the date of the PA	Nil	Nil	Nil	Nil	7,372,475	50.44
Equity Shares acquired between the date of the PA and the date of this DPS	Nil	Nil	Nil	Nil	Nil	Nil
Post Offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period) (*assuming full acceptance*)	Nil	Nil	Nil	Nil	PAC 2 will hold 11,026,850 Equity Shares amounting to 75.44% of the Voting Share Capital of the Target Company.	PAC 2 will hold 75.44% of the Voting Share Capital of the Target Company.

As of the date of this DPS, save as set out above, neither the Acquirer, nor PAC, nor their respective directors directly hold any Equity Shares of the Target Company, and have not directly acquired any Equity Shares of the Target Company during the 12 (Twelve) months prior to the date of this DPS. PAC 2 directly holds 7,372,475 (Seven million three hundred and seventy two thousand four hundred and seventy five) in the Target Company. Pursuant to the consummation of the Primary Transaction, the Target Company has become the indirect subsidiary of the Acquirer.

IV. OFFER PRICE

1. The Equity Shares are listed on BSE.
2. The trading turnover of the Equity Shares, based on the trading volume in the Equity Shares of the Target Company on BSE during 1 December 2013 to 30 November 2014 (12 (Twelve)) calendar months preceding the month in which the PA was issued), was as under:

Stock Exchange	Number of Equity Shares traded	Total number of listed Equity Shares	Trading turnover (as a percentage of the total listed Equity Shares)
BSE	4,140,349	14,617,500	28.32%

(Source for BSE trading information: BSE website.)

3. Therefore, in terms of Regulation 2(l)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded on BSE.
4. The offer price mentioned in the PA of INR 245.85 (Rupees Two hundred and forty five and eighty five paise) was in terms of Regulations 8(3) of SEBI (SAST) Regulations, in view of the following:

(a)	Highest negotiated price per Equity Share, if any, of the Target Company for any acquisition under the Primary Transaction.	Not Applicable
(b)	Volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 52 (Fifty-two) weeks immediately preceding 13 December 2014 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain).	Not Applicable
(c)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the twenty-six weeks immediately preceding 13 December 2014 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain).	Not Applicable
(d)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, between 13 December 2014 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) and the date of the PA.	Not Applicable
(e)	Volume-weighted average market price of the Equity Shares for a period of 60 (Sixty) trading days immediately preceding (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) as traded on the BSE.	INR 245.85 per Equity Share
(f)	Per Equity Share value, as required under Regulation 8(5) of SEBI (SAST) Regulations.	INR 211.40 per Equity Share*

**Source: Report dated 18 December 2014 from Bansi S. Mehta & Co., Chartered Accountants*

Note: *In terms of regulation 8(12) of the SEBI (SAST) Regulations, in case of an indirect acquisition other than indirect acquisition referred in Regulation 5(2) of SEBI (SAST) Regulations, the offer price shall stand enhanced by an amount equal to 10% (Ten percent) per annum for the period between the earlier of the date on which the Primary Transaction is contracted or the date on which the intention or the decision to make the Primary Transaction is announced in the public domain, and the date of the detailed public statement, provided that such period is more than 5 (Five) working days.*

5. Bansi S. Mehta & Co., Chartered Accountants, Merchant Chamber, 3rd Floor, 41, New Marine Lines, Mumbai - 400 020, in its report dated 18 December 2014, had confirmed the aforementioned computation of the offer price mentioned in the PA.
6. The Transaction Document was executed on 13 December 2014 and the first announcement with respect to the Transaction Document was made on 16 December 2014. The Primary Transaction contemplated in the Transaction Document was closed on 30 December 2014 at Frankfurt, Germany. The offer price has been enhanced by an interest component, calculated from 13 December 2014 to 7 January 2015, being the date of publication of this DPS. The interest works out to INR 1.69 (Rupee One and sixty nine paise) per Equity Share. Accordingly, the Offer Price including interest works out to INR 247.54 (Rupees Two hundred and forty seven and fifty four paise). Therefore, in terms of Regulations 8(3) and 8(12) of the SEBI (SAST) Regulations, the Offer Price of INR 247.54 per Equity Share is justified.
7. 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 website*) The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls within 3 (three) working days prior to the commencement of tendering period of the Offer.
8. Except for inclusion of Interest Amount, there has been no revision in the Offer Price or to the Offer Size as of the date of this DPS.
9. In case of acquisition of the Equity Shares by the Acquirer and/or 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 PAC shall not acquire any Equity Shares after the 3rd (Third) working day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer. 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 (Three) 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 PAC shall: (i) make a public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its registered office of such revision.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for this Offer assuming full acceptance of this Offer is INR 904,603,987.50 (Indian Rupees Nine Hundred and Four Million, Six Hundred and Three Thousand, Nine Hundred and Eighty Seven and Fifty paise) ("**Maximum Consideration**").
2. The Acquirer and PAC have made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI Takeover Regulations, and the Acquirer and PAC are able to implement this Offer. PAC 1 and the Acquirer have entered into a loan agreement dated 18 December 2014, with the Acquirer, where it has agreed to provide a loan of up to USD 16,000,000 (aggregating to INR 1,017,300,800 at exchange rate of INR 63.5813 per USD as on 17 December 2014 (Source: http://www.rbi.org.in)) to fulfill the funding obligations under the Primary Transaction, the Offer and/or any other lawful purpose as may be mutually agreed upon by the Parties.
3. In accordance with Regulation 17 of the SEBI (SAST) Regulations PAC 2, Deutsche Bank AG, Mumbai Branch ("**Escrow Agent**"), and the Manager have entered into an escrow agreement on 1 January 2015 ("**Offer Escrow Agreement**"). The PAC 2 has furnished an unconditional, irrevocable and on demand bank guarantee dated 5 January 2015 in favour of the Manager to the Offer from Deutsche Bank AG, having bank guarantee No.: 796BGG1402422 for an amount of INR 226,300,000 (Indian Rupees Two hundred and twenty six million three hundred thousand) (the "**Bank Guarantee**") in terms of Regulation 17(3)(b) of the SEBI Takeover Regulations, which is more than the minimum prescribed amount of 25% of the Offer Size calculated in accordance with Regulation 17(1) of the SEBI (SAST) Regulations. The Manager

to the Offer has been duly authorised to realize the value of the Bank Guarantee in terms of the SEBI Takeover Regulations. Further, the PAC 2 has opened a cash escrow account (the "Offer Escrow Account") with the Escrow Agent and deposited a sum of INR 9,046,040 in the Escrow Account being equal to the amount required under Regulation 17(4) of the SEBI (SAST) Regulations (i.e. 1% (one per cent) of the Maximum Consideration). The Manager to the Offer has been authorized by the Acquirer to operate and realize the monies lying to the credit of the Escrow Account in terms of the SEBI (SAST) Regulations.

4. In case of any upward revision in the Offer Price or the Offer Size, the Bank Guarantee amount and/or the cash in the Offer Escrow Account shall be enhanced as per the revised consideration calculated at such revised offer price by the Acquirer and/or PAC, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

5. The source of funds to meet the obligations of the Acquirer and PAC 2 under the Offer has been met from funds made available by PAC 1 to PAC 2 by virtue of the Loan Agreement executed between PAC 1 and the Acquirer dated 18 December 2014.

6. Bansi S. Mehta & Co., Chartered Accountants, Merchant Chamber, 3rd Floor, 41, New Marine Lines, Mumbai - 400 020 has confirmed, by way of a certificate dated 18 December 2014 ("**Chartered Accountants' Certificate**"), that the Acquirer and PAC have adequate financial resources through verifiable means available for meeting their obligations under the SEBI (SAST) Regulations for a value up to the Maximum Consideration.

7. On the basis of the aforesaid financial arrangements and the Chartered Accountants' Certificate, the Manager is satisfied about the ability of the Acquirer and PAC to implement this Offer in accordance with the SEBI (SAST) Regulations and confirms that adequate funds are available with the Acquirer and PAC through verifiable means to implement this Offer.

VI. STATUTORY AND OTHER APPROVALS

1. As of the date of this DPS, to the best knowledge of the Acquirer and PAC, there are no statutory approvals required by the Acquirer and/or PAC to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or PAC shall make the necessary applications for such approvals.

2. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs foreign portfolio investors) 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, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered in this Offer.

3. In case of delay in receipt of any statutory approvals which may be required by the Acquirer and/or PAC at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and/or PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and PAC agreeing to pay interest to the Eligible Shareholders of the Target Company for delay beyond 10 (Ten) 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 holders of the Equity Shares, the Acquirer and/or PAC will have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.

4. The Acquirer and PAC will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals indicated above are refused. In the event of withdrawal of this Offer, a public announcement will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which this DPS is published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of the Activity	Day and Date
Issue of PA	Thursday, December 18, 2014
Publication of this DPS in newspapers	Wednesday, January 07, 2015
Filing of Draft Letter of Offer with SEBI along with soft copies of the PA and this DPS	Wednesday, January 14, 2015
Last date for a competitive bid	Thursday, January 29, 2015
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager)	Thursday, February 05, 2015
Identified Date **	Monday, February 09, 2015
Last date for dispatch of the Letter of Offer to the Eligible Shareholders	Monday, February 16, 2015
Last date for upward revision of the Offer Price and/or the Offer Size	Friday, February 20, 2015
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Eligible Shareholders of the Target Company for this Offer	Monday, February 23, 2015
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where this DPS was published and notification to SEBI, BSE and the Target Company at its registered office	Tuesday, February 24, 2015
Commencement of tendering period	Wednesday, February 25, 2015
Closure of tendering period	Wednesday, March 11, 2015
Last date for payment to Eligible Shareholders	Wednesday, March 25, 2015
Issue of post-offer advertisement	Wednesday, April 01, 2015
Last date for filing of final report with SEBI	Wednesday, April 01, 2015

(**)Date falling on the 10th (Tenth) working day prior to the commencement of the tendering period, for the purposes of determining the Eligible Shareholders of the Target Company to whom the Letter of Offer shall be sent.

VIII. PROCEDURE OF TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. All Eligible Shareholders holding Equity Shares, whether holding the Equity Shares in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.

2. The Letter of Offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance-cum-Acknowledgement ("**Form of Acceptance**") will be mailed to all the Eligible Shareholders whose names appear on the register of members of the Target Company at the close of business hours, being registered equity shareholders as per the records of National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), and registered Equity Shareholders holding Equity Shares in physical form as per the records of the Target Company, as on February 09, 2015, being the Identified Date. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the individual letter of offer would be dispatched to each of the Eligible Shareholders of the Target Company is February 16, 2015.

3. Eligible Shareholders who wish to tender their Equity Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer to Link Intime India Private Limited, acting as the registrar to the offer ("**Registrar to the Offer**") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. Eligible Shareholders who cannot hand deliver their documents at the collection centers, as will be mentioned in the Letter of Offer, may send such documents by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at its addresses mentioned in the Letter of Offer.

4. In case of non-receipt of Letter of Offer, Eligible Shareholders holding Equity Shares in physical form, may send his/her/their consent on plain paper stating the name, address, number of equity shares held, distinctive numbers, certificate numbers, and the number of Equity Shares offered along with the share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before closure of this Offer.

5. In case of non-receipt of Letter of Offer, the eligible person(s), holding Equity Shares in dematerialized form may send her/her/their applications to the Registrar to the Offer, on a plain paper, stating the name, address, number of shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in "Off-market", or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer on or before closure of this Offer.

6. Eligible Shareholders who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on February 09, 2015 or unregistered owners, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such Eligible Shareholders may apply in the form of acceptance-cum-acknowledgement in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (http://www.sebi.gov.in/) or the Registrar to the Offer.

7. The application is to be sent to the Registrar to the Offer at any of the collection centers that shall be mentioned in the Letter of Offer, so as to reach the Registrar to the Offer during business hours on or before March 11, 2015 (i.e. the date of closing of the tendering period), together with:

   (a) In the case of the Equity Shares held in physical form, the name, address, number of the Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s), the original contract note issued by a registered sharebroker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

   (b) In the case of the Equity Shares held in dematerialized form, the depository participant ("**DP**") name, DP ID, account number together with a photocopy or counterfoil of the delivery instruction slip in "**off-market**" mode duly acknowledged by the DP for transferring the Equity Shares, as per the instructions given below:

Depository Participant Name	Ventura Securities Limited
DP ID	IN303116
Client ID	11552174
Account Name	LIIPL GMM PFAUDLER LTD OPEN OFFER ESCROW DEMAT ACCOUNT
Depository	National Securities Depository Limited

   Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slips for crediting their shares in favour of the special depository account with NSDL.

   (c) The Eligible Shareholders of the Target Company may also download (i) the Letter of Offer from the SEBI website (http://www.sebi.gov.in/); or (ii) obtain a copy of Letter of Offer by writing to the Registrar to the Offer superscribing the envelope "GMM PFAUDLER OPEN OFFER" with suitable documentary evidence of ownership of the Equity Shares.

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

1. Please note that in the PA dated 18 December 2014, the number of shares held by PAC 2 in the Target Company was disclosed to be 7,373,067 (Seven million three hundred and seventy three thousand sixty seven), however this information was inadvertently included and as per the filings made by the Target Company with the stock exchange, PAC 2 owns 7,372,475 (Seven million three hundred and seventy two thousand four hundred and seventy five) equity shares of the Target Company which represents 50.44 % (Fifty point four four percent) of the Voting Share Capital, which has been reflected in this DPS.

2. The Acquirer, PAC and their respective directors accept full responsibility for the obligations of the Acquirer and PAC as laid down in terms of the SEBI (SAST) Regulations and for the information contained in this DPS. All information pertaining to the Target Company has been obtained from publicly available sources and the accuracy thereof has not been independently verified by the Manager.

3. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed ICICI Securities Limited as the Manager.

4. Link Intime India Private Limited has been appointed as the Registrar to the Offer, whose details are set out below:

   Address : C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078
   Telephone : +91 22 6171 5400
   Email : gmmpfaudler.offer@linkintime.co.in
   Contact Person : Mr. Ganesh Mhatre
   SEBI Registration No. : INR000004058

5. This DPS will also be available on the SEBI website (http://www.sebi.gov.in/).

6. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

Issued by the Manager

ICICI SECURITIES LIMITED

ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020, India
ICICI Bank Tower, 3rd Floor, NBCC Place, Pragati Vihar, Bhisam Pitamah Marg, New Delhi 110 003, India
Tel: (+91 22) 2288 2460; **Fax:** (+91 22) 2282 6580
Email: gmmpfaudler.openoffer@icicisecurities.com; Website: www.icicisecurities.com
Contact Person: Mr. Ayush Jain/Mr. Amit Joshi
SEBI Registration Number: INM000011179

For and on behalf of:

Pflauder US Inc; as the Acquirer, Pfaudler Holding S.à r.l; as PAC 1, and Pfaudler Inc, USA as PAC 2

Place : Mumbai
Date : 6 January 2015

PRESSMAN

Size : 32.9(w) x 20(h)