DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of ***Jauss Polymers Limited*** *and If you require any clarification about the action to be taken, you may please 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 equity shares in Jauss Polymers Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER BY

(1) M/s Innovative Tech Pack Limited (Acquirer 1)
Corporate Office Address: 1109-1110, Chiranjiv Tower, 43 Nehru Place, New Delhi-110019

(2) Mr Ketineni Sayaji Rao (Acquirer 2)
Address: Plot No. 47, Phase I, Road 4 ,Gunrock Enclave, Secunderabad, Andhra Pradesh- 500009

to the shareholders of

JAUSS POLYMERS LIMITED

Registered Office: 1111 Chiranjiv Tower 43 Nehru Place New Delhi 110019
Tel No: 011-26427394, Fax No. 011-26477929

TO ACQUIRE

upto 12,02,650 equity shares of Rs. 10/- each representing 26% of the total equity/voting share capital of Target Company at a price of Rs 13/- (Rupees Thirteen Only) per fully paid equity share payable in Cash.

Notes:

1. The Offer is being made by the Acquirers pursuant to the Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations").
2. This Offer is not conditional to any minimum level of acceptance.
3. This is not a Competing Offer.
4. As on the date of this LOF, there are no statutory approvals required to be obtained by the Acquirers to acquire equity shares that may be tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer.
5. The Acquirers may revise the Offer Price at any time upto 3 working days prior to the opening of the tendering period of the Offer i.e. Wednesday, June 19, 2015. Any upward revision or withdrawal, if any, of the Offer would be informed by way of the Issue Opening Public Announcement in the same newspapers and editions in which the original Detailed Public Statement had appeared. Consideration at the same rate will be paid by the Acquirer for all equity shares tendered anytime during the Offer.
6. **There is no Competing Offer (will be updated).**
7. A copy of the public announcement, detailed public statement and the LOF (including Form of Acceptance-cum-Acknowledgement) are also available on Securities and Exchange Board of India (SEBI) website: www.sebi.gov.in

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Manager to the Offer **D & A FINANCIAL SERVICES (P) LIMITED** 13, Community Centre, East of Kailash, New Delhi – 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; Email: dafspl@gmail.com **Contact Person: Mr. Priyaranjan** **SEBI Regd. No. INM000011484**	**Registrar to the Offer** **Beetal Financial & Computer Services Pvt. Limited** Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetalrta@gmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 **Contact Person: Mr. Punit Mittal** **SEBI Regd. No. INR000000262**
OFFER OPENS ON: WEDNESDAY JUNE 24, 2015	**OFFER CLOSES ON: TUESDAY JULY 07, 2015**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

S. No	Activity	Days & Dates
1.	**Date of Public Announcement**	**Wednesday, May 06, 2015**
2.	Date of Publication of Detailed Public Statement	Wednesday, May 13, 2015
3.	Filing of the Draft letter of Offer to SEBI	Wednesday, May 20, 2015
4.	Last Date for a competitive offer(s)	Wednesday, June 03, 2015
5.	**Identified Date***	**Wednesday, June 10, 2015**
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Wednesday, June 17, 2015
7.	**Last Date for revising the Offer Price/ number of shares.**	**Friday, June 19, 2015**
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Monday, June 22, 2015
9.	**Date of Publication of Offer Opening Public Announcement**	**Tuesday, June 23, 2015**
10.	**Date of commencement of Tendering Period (Offer Opening date)**	**Wednesday, June 24, 2015**
11.	**Date of Expiry of Tendering Period (Offer Closing date)**	**Tuesday, July 07, 2015**
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	Tuesday, July21, 2015

**The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

RISK FACTORS

Risk Factors relating to the transaction

- To the best of knowledge of the Acquirers, no statutory approvals are required however, it will be subject to all statutory approvals that may become applicable at a later date. The Acquirer reserve the right to withdraw the Offer in accordance with Regulation 23 (1) (a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.

- In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirers not to proceed with the offer, then the offer proceeds 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 Jauss Polymers Limited, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed. The tendered equity shares and documents will be held by the Registrar to the Offer, until such time as the process of acceptance of such equity shares and the payment of consideration thereto is completed.

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

- The equity shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23 (1) of the SEBI (SAST) Regulations. During such period there may be fluctuations in the market price of the equity shares. Accordingly, the Acquirers do not make any assurance with respect to the market price of the equity shares at any time, whether during or upon or after the completion of the

Offer, and disclaim 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.

- 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.

- In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

- The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, DPS or this Draft Letter of offer or in the advertisements or other materials issued by, or at the instance of the Acquirer and the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.

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

Risk Factors relating to the proposed Offer

1. In the event that either (a) there is any litigation to stay the offer, or (b) SEBI instructs the Acquirers to comply with certain conditions before proceeding with the offer, then the offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of the Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI SAST Regulations.

2. **As per Regulation 18(9) of SEBI SAST Regulations, Shareholders 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.**

3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.

4. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and during this period, shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the Stock Exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.

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

Probable risks involved in associating with the Acquirers

1. The Acquirers make no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

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

3. The Acquirers does not provide any assurance with respect to the market price of the equity shares of the Target Company before, during or after the Offer.

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

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1. DEFINITIONS/ ABBREVIATIONS

1.	Acquirer or The Acquirers	M/s Innovative Tech Pack Limited and Mr. Ketineni Sayaji Rao
2	Book Value per share	Net worth / Number of equity shares issued
3	BSE	Bombay Stock Exchange Limited
4	EPS	Profit after tax / Number of equity shares issued
5	Form of Acceptance	Form of Acceptance cum Acknowledgement
6	LOO or Letter of Offer	Offer Document
7	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
8	N.A.	Not Available
9	Negotiated Price	Rs. 12.50 /- (Rupees Twelve and Fifty Paise Only) per fully paid up equity share/ voting share capital of face value of Rs 10/- each.
10	Offer or The Offer	Open Offer for acquisition of upto 12,02,650 equity shares ("Offer Shares") of Rs 10/- each representing 26% of the total paid up equity share capital of Target Company at a price of Rs 13/- (Rupees Thirteen Only) per fully paid equity share, payable in Cash.
11	Offer Price	Rs 13/- (Rupees Thirteen Only) per share for fully paid equity shares of Rs 10/- each, payable in Cash.
12	Persons eligible to participate in the Offer	Registered shareholders of Jauss Polymers Limited, and unregistered shareholders who own the equity shares of Jauss Polymers Limited any time prior to the Offer Closure other than the Acquirer and Parties to the Agreement.
13	Public Announcement or **"PA"**	Public Announcement submitted to stock exchanges where the Target Company was listed as well as to SEBI on May 06, 2015
14	Registrar or Registrar to the Offer	M/s Beetal Financial & Computer Services Private Limited
15	Return on Net Worth	(Profit After Tax/Net Worth) *100
16	SEBI	Securities and Exchange Board of India
17	SEBI (SAST) Regulations, 2011 or Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
18	SEBI Act	Securities and Exchange Board of India Act, 1992
19	Sellers	(a) Mr. Dildeep Singh Sethi (b) Mrs. Shelly Sethi

		(c) M/s Darsh Polymers Private Limited
20	SPA	Share Purchase Agreement
21	Share(s)	Fully paid-up Equity Shares of face value of Rs 10 each of the Target Company
22	Shareholders	Shareholders of the Target Company
23	Target Company or JPL	Jauss Polymers Limited
24	Total paid-up Capital / Equity Capital of the Target Company	Consisting of 4625575 fully paid up Equity Shares of Rs 10 each of the Target Company as on the date of this Letter of Offer
25	Target Company/ the Company	Company whose equity Shares are proposed to be acquired viz. Jauss Polymers Limited
26	Tendering Period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from Wednesday, June 24, 2015 to Tuesday, July 07, 2015
27	Working Day	Working Day of SEBI

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF JAUSS POLYMERS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 19, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENTS 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 The Offer is being made under Regulation 3(1) and 4 of SEBI (SAST) Regulations and as a result of this Offer, the Acquirers will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of "JPL".

3.1.2 One of the acquirer M/s Innovative Tech Pack Limited holds 846809 equity shares representing 18.31% of the total voting share capital of target company as on date.

3.1.3 The Acquirers, the Seller 1 Seller 2 and Seller 3 (together**" Sellers"**) have entered into the share purchase agreement on 6th May 2015, pursuant to which and subjected to the satisfaction or waiver, if applicable, of the conditions contained in the SPA, the Sellers have agreed to sell, and the Acquirers have agreed to purchase in cash 1552200 (“**Sale Shares**”) equity shares representing 33.55% of the total issued and paid up equity share capital of the target company at a price of Rs 12.50/- (Rupees Twelve and Fifty Paise Only) per equity shares (the **“Sale Shares”)** from the Sellers. The Sellers are Promoters/ Promoter Group of the Target Company and are in management control of the Target Company.The completion of acquisition of shares under the SPA shall be done in compliance with Regulation 22(1) of the Regulations.

(a) The Details of the Sellers are as under:

Sl. No	**Name of Shareholders/Sellers**	**Address & Phone No.**	**No. of shares**	**% to the Paid up Capital**	**Sale price per equity shares (In Rs.)**	**Sale Consideration (In Rs)**
1	Mr. Dildeep Singh Sethi	Tower- II, Apartment No. 202, Vipul Belmont, Golf Course Road, Sector-54, Gurgaon Haryana	732900	15.84	12.50	9161250
2	Mrs. Shelly Sethi	Tower- II, Apartment No. 202, Vipul Belmont, Golf Course Road, Sector-54, Gurgaon Haryana	60500	1.31	12.50	756250
3	M/s Darsh Polymers Private Limited	4A/35, Old Rajinder Nagar, New Delhi-110060	758800	16.40	12.50	9485000
	Total		**1552200**	**33.55**		**1,94,02,500**

3.1.4 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirers shall pay total cash consideration of Rs 1,94,02,500/- (Rupees One Crore Ninty Four Lacs Two Thousand and Five Hundred only).

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and the Acquirer shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirers undertakes and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. Out of total “Sale Shares”, 1000000 shares are under lock-in till June 30, 2015 and the same shall be transferred after completion of lock-in and after completion of open offer formalities in terms of provisions of SEBI (SAST) Regulations, 2011.

3.1.5 Neither the Acquirers, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.6 As on date, the Acquirers have not an intention to change the Board of Directors of the Target Company and the Board will be changed after completion of open offer formalities under SEBI (SAST) Regulations, 2011.

3.1.7 The Board of the Target Company shall, in accordance with Regulation 26(6) of the SEBI SAST Regulations, constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company. In accordance with Regulation 26(7), the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open offer to its shareholders and the Target Company shall in accordance with Regulation 26(6), cause to publish such recommendation at least two working days before the commencement of the tendering period i.e. on or before Monday, June 22, 2015, in the same newspapers where the DPS of the Offer was published.

3.2 Details of the proposed offer

3.2.1 A detailed public statement, as per Regulation 14 (3) of the SEBI SAST Regulations, was made in the following Newspapers, on May 13, 2015:

Publication	**Editions**
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions
Apla Mahanagar (Marathi)	Mumbai Editions

Copy of Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirers are making an Offer in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011, to acquire 12,02,650 equity shares of Rs 10/- each fully paid up representing 26% of the share/voting capital of "JPL" at a price of Rs 13/- (Rupees Thirteen Only) per fully paid up equity share ("**Offer Price**") payable in cash, from the public shareholders of target company other than the acquirers and the parties to the share purchase agreement including persons deJPL to be acting in concert with such parties, and subject to the terms and conditions set out in the Public Announcement, Detailed Public Statement and this Letter of Offer.

3.2.3 The Offer Price is Rs 13/- and as on date of this Draft Letter of Offer, all the equity shares of the Target Company are fully paid up and there are no partly paid up equity shares in the Target Company. There are no outstanding convertible instruments (debentures/warrants/FCDs/PCDs) etc. into equity shares on any later date.

3.2.4 There is no differential pricing for the shares proposed to be acquired under the open offer.

3.2.5 This is not a Competing Offer.

3.2.6 All the shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

3.2.7 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer** and the Acquirers will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 12,02,650 Equity Shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer ("LOF") to be mailed to the shareholders of the Target Company.

3.2.8 The Acquirers has not acquired any shares of the target company from the date of public Announcement upto the date of this Draft Letter of Offer.

3.2.9 One of the acquirer M/s Innovative Tech Pack Limited holds 846809 equity shares representing 18.31% of the total voting share capital of target company as on date and have not acquired any shares from the date of public announcement till the date of this draft Letter of Offer.

3.2.10 The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of JPL in the succeeding two years, except in the ordinary course of business of JPL. However JPL's 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 approval of the shareholders at a General Body Meeting of JPL in terms of Regulation 25(2) of the Regulations.

3.2.11 The acquisition of 26% of the paid up equity share capital of target company under this offer together with the equity shares already held and being acquired in terms of share purchase agreement will result in public shareholding in JPL being reduced below the minimum level required for the purpose of continuous listing under clause 40A of the Listing Agreement and read with Rule 19A of the Securities Contract Regulations/Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the acquirers shall not go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the acquirers goes beyond the limit due to further acquisitions, the acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the listing agreement including any other such routes as may be approved by SEBI from time to time.

3.3 Object of the Acquisition/ Offer

3.3.1 The Acquirers are interested in taking over the management and control of JPL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the offer. At present, the acquirers have no intention to change the existing line of business of Target Company.

3.3.2 The acquirers will continue the existing line of business of Target Company.

4. BACKGROUND OF THE ACQUIRERS

4.1 ACQUIRER NO.1 – M/S INNOVATIVE TECH PACK LIMITED

4.1.1 M/s Innovative Tech Pack Limited (Hereinafter referred to as "ITPL" or "Acquirer 1") is a Public Limited Company incorporated with Registrar of Companies, Andhra Pradesh vide its Certificate of Incorporation dated 26th April, 1989 under the provision of Company Act, 1956.At present the Registered office of the Company is situated at 51, Rozka Meo Industrial Area, Sohna, Gurgaon, Haryana and corporate office of the company is situated at 1109-1110, Chiranjiv Tower, 43 Nehru Place New Delhi-110019. Phone No. 011-26473490.

4.1.2 **Presently** the acquirer company is engaged in the business of manufacturing of plastic packaging products and also to design and manufacture bottles and jars with caps for a wide range of end markets including confectionary foods, ghee, dairy products, oils and other personal care and hold products.

4.1.3 The Shareholding Pattern of the Acquirer Company as on March 31, 2015 is given as under:

S.No.	Name	No. of Shares	% of shareholding
	Promoters		
1.	Promoter and Promoter Group	16105940	73.66
	Public		
2.	Mutual Funds/Banks/FIs	13000	0.06
3.	Bodies Corporate	1167302	5.34
4.	Individuals	4435804	20.29
5.	NRI	39885	0.18
6.	Clearing Member/HUF	103069	0.47
	Total	**21865000**	**100.00**

4.1.4 The details of Board of Directors of Innovative Tech Pack Limited, as on date of Public Announcement are as follows:

S No	Name of the Director	Resident Address	Date of Appointment	Director Identification Number (DIN)	Designation
1	Atul Nripraj Barar	At- Plot no.G-1 BGB Nagar Bhubneswar,751010 Orissa	25.10.2007	00805515	Director
2	Usha Chhapawala	Plot No. 21 Jyoti Colony Kirkee Gate AOC Centre Secunderabad	14.11.2014	07030727	Director
3	Ketineni Sayaji Rao	Plot no. 47 Phase 1, Road 4,Gunrock Enclave SEcunderabad	23.09.1994	01045817	Managing Director
4	Ketneni Satish Rao	Plot no. 47 Phase 1, Road 4,Gunrock Enclave Secunderabad	28.08.2011	02435513	Whole time Director
5	Anil Kulbhushan Barar	173,Casablanca ,Cuffe Parade ,Colaba, Mumbai	06.09.2010	03311522	Director

4.1.5 Presently ITPL holds 846809 equity shares representing 18.31% of the total voting share capital of capital of or any other interest in the Target Company except one of the director Mr Ketineni Sayaji Rao is acting as non- executive director on the board of target company and he confirm that he shall not participate in any deliberations of the board of directors of the target company or vote on any matter in relation to the open offer. The provisions of Chapter V of SEBI (SAST) Regulations, 2011 is applicable to the acquirer and it has made timely disclosures to the stock exchanges.

4.1.6 The key financial information of ITPL as derived from its audited standalone financial statements for the financial years ended March 31, 2012, March 31, 2013 and March 31, 2014 and Unaudited financial results for 9 months ended December 31, 2014 are as follows:

(Rupees in Lacs)

Profit & Loss Statement	**Year Ended 31.03.2012**	**Year Ended 31.03.2013**	**Year Ended 31.03.2014**	**Nine months ended 31.12.2014**
	(Audited)	**(Audited)**	**(Audited)**	**(Unaudited)***
Income from Operations	4773.25	6141.95	7599.60	5180.58
Other Income	4.22	28.41	123.68	52.65
Total Income	**4777.47**	**6170.36**	**7723.28**	**5233.23**
Total Expenditure	**3857.96**	**5630.43**	**6868.98**	**4513.02**
Profit before Depreciation, Interest and Tax	**919.49**	**539.93**	**854.93**	**720.21**
Depreciation	264.61	367.32	407.81	345.69
Interest	96.74	118.39	262.58	224.21
Profit before Tax	**558.14**	**54.22**	**183.91**	**150.31**
Provision for Tax	0.56	-	-	-
Profit after Tax	**557.58**	**54.22**	**183.91**	**150.31**

Balance Sheet Statement	Year Ended 31.03.2012	Year Ended 31.03.2013	Year Ended 31.03.2014	Nine months ended 31.12.2014
	(Audited)	**(Audited)**	**(Audited)**	**(Unaudited)***
EQUITY AND LIABILITIES				
Shareholder's Fund				
Paid up Equity Share Capital	218.65	218.65	218.65	218.65
Reserves & Surplus (Excluding Revaluation Reserve)	1835.52	1889.74	2073.65	2223.96
Non-Current Liabilities				
Long Term Borrowings	304.30	908.46	952.80	1123.34
Deferred Tax Liabilities (Net)	Nil	Nil	Nil	Nil
Other Long Term Liabilities	Nil	Nil	Nil	Nil
Long Term Provisions	9.49	17.07	17.77	17.77
Current Liabilities				
Short Term Borrowings	-	-	625.21	623.33
Trade Payables	612.37	977.89	615.58	1172.31
Other Current Liabilities	350.18	534.35	672.41	182.65
Short Term Provisions	3.20	11.26	0.65	12.80
Total	**3333.71**	**4557.42**	**5176.72**	**5574.81**
ASSETS				
Non-Current Assets				
Fixed Assets				
Tangible Assets	1884.77	2011.31	2152.42	2506.98
Intangible Assets	10.07	9.26	9.00	2.73
Capital work in progress	Nil	Nil	Nil	Nil
Non- Current Investments	0.50	0.50	119.27	119.27
Long Term Loans and Advances	101.61	586.17	518.36	830.90
Other Non-Current Assets	Nil	Nil	Nil	Nil
Current Assets				
Current Investments				
Inventories	245.04	337.04	496.26	407.43
Trade receivables	779.05	1293.49	1298.87	1173.58
Cash and Cash equivalents	132.23	125.67	323.52	130.26
Short Term Loans and Advances	180.44	193.98	259.02	403.46
Other Current Assets	Nil	Nil	Nil	Nil
Total	**3333.71**	**4557.42**	**5176.72**	**5574.81**

Other Financial Data	Year Ended 31.03.2012 (Audited)	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Nine Months ended 31.12.2014 (Unaudited)*
Dividend (%)	Nil	Nil	Nil	Nil
Earnings Per Share (In Rs.)	2.55	0.25	0.84	0.69
Book Value Per Share	9.39	9.64	10.48	11.71
Return on Net worth	27.14	2.57	8.02	6.15

* As Certified by Mr Jagpat Jain (Membership No. 086857) partner of M/s BGJC & Associates, Chartered Accountant being statutory auditor of the company having its office at Raj Tower, G-1, Alaknanda Community Centre, New Delhi-110019, Ph. No. 011-26025140 vide his certificate dated February 26, 2015.

4.1.7 The Equity Shares of Company are listed on Bombay Stock Exchange Limited and Delhi Stock Exchange Limited and the Market Price of Shares of company at BSE as on 19.05.2015 is Rs 25.85.

4.1.8 The provisions of Corporate Governance under Clause 49 of the listing agreement is applicable to the acquirer and it has complied with the provisions of clause 49 of the listing agreement.

4.1.9 The details of Compliance Officer of the company are as under:

Name: Mr Vishesh Chaturvedi
Address: 1109-1110, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019
Phone No. 011-26473490

4.1.10 The Company does not belong to any Group.

4.1.11 The details of litigations pending against the acquirer are as under.

Name and brief details of litigations	**Nature of Dues**	**Amount Involved (In Rs.)**	**Forum where the dispute is pending**
Central Excise	Demand for Modvat Claim	9,42,750	CESTAT
FERA	Penalty	15,00,000	Tribunal
Central Excise	Excise Duty and Penalty	18,02,078	Commissioner (Appeal)

4.1.12 As of the date of Public Announcement, 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"**).

4.1.13 Mr Darshan Chhajer (Membership No. 088308) partner of M/s BGJC & Associates, Chartered Accountant having its office at at Raj Tower, G-1, Alaknanda Community Centre, New Delhi-110019, Ph. No. 011-26025140 have confirmed that the Networth of the Innovative Tech Pack Limited as on December 31, 2014 is Rs 2442.61 lacs.

4.2 ACQUIRER NO.2 – MR KETINENI SAYAJI RAO

4.2.1 Mr Ketineni Sayaji Rao, S/o of Mr Ketineni Satyanarayana Rao, aged about 55 years, is residing at AT Plot No.47 Phase-1 Road No.4 Gunrock Enclave, Secunderbad, Andhra Pradesh. He is a Science Graduate and Master in Business Adminstration and He is having more than 30 years of experience in managing plastic product manufacturing company.

4.2.2 Mr. Lalith Prasad, Chartered Accountant (Membership No. 023665) partner of M/s Lalith Prasad and Co., having office at 402, Golden Green Apartment, 6-3-542/1, Erram Manzil Colony Punjagutta, Hyderabad-500082, Ph No. 040-233992299 has certified vide his certificate dated May 01, 2015 that the Net worth of Mr Ketineni Sayaji Rao as on March 31, 2015 is Rs 5912.95 lacs and further the letter also confirms that he has sufficient means to fulfill his part of obligations under this offer.

4.2.3 Presently he holds directorship in following company.

S. No	**Name of the Company/ Firm**	**Designation**	**Listed At**
1.	Innovative Tech Pack Limited	Managing Director	BSE, DSE
2	Innovative Datamatics Limited	Managing Director	Not Listed
3	Innovative Container Services (P) Ltd	Director	Not Listed
4	Jauss Polymers Limited	Non- Executive	BSE, DSE

		Director	JSE, ASE CSE,LSE

4.2.4 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")**.

4.2.5 Presently Mr Ketineni Sayaji Rao does not hold any equity shares in the Target Company. The Provision of Chapter II of the SEBI (SAST) Regulations, 1997 as well as provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to the acquirer as he is not holding any equity shares of the target company.

5. BACKGROUND OF THE TARGET COMPANY

JAUSS POLYMERS LIMITED (JPL)

5.1 Jauss Polymers Limited (hereinafter referred to as "JPL"), was originally incorporated as private company under the name of Jauss Polymers Private Limited on February 13, 1987 with the Registrar of Companies, Delhi and Haryana. Further the company was converted in to Public Limited Company vide fresh Certificate of incorporation dated August 6, 1987 and the name of the company was changed to Jauss Polymers Limited. The company does not belongs to any group. Ph. No. -011-26427394.

Share Capital Structure of the Target Company as on date are as under.

Paid up Equity Shares	No. of shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	4625575	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	4625575	100.00
Total voting rights in the Target Company	4625575	100.00

5.2 All the shares of the Target Company are listed on Bombay Stock Exchange Limited (BSE), Jaipur Stock Exchange (JSE), Ahmedabad Stock Exchange (ASE), Delhi Stock Exchange (DSE),Calcutta Stock Exchange (CSE) and Ludhiana Stock Exchange and the shares of the Target Company are not frequently traded on Bombay Stock Exchange. The trading in the equity shares of the Target Company was suspended on BSE from 03.02.2003 due to Non Compliance of listing agreement further Company has complied with all requisite formalities of BSE and BSE had revoked the suspension vide BSE Notice no. 20120712-11 dated July 12, 2012.

5.3 There are no outstanding convertible instruments / partly-paid up equity shares in the target company.

5.4 The Composition of the Board of Directors of Target Company are as under.

Sr No	Name	DIN No	Date of Original Appointment	Residential Address	Designation
1	Rajini Shirish Ladda	02399687	14/02/2015	173, Namdeo Society, Shankar Nagar No. 2 Pune 411009	Additional Director
2	Upendra Datt Tripathi	06453748	07/01/2013	403-C, Sea Shell, Road No-03,, Lokhandwala Complex, Andheri-West, Azad Nagar S.O., Mumbai, 400053	Managing Director
3	Krishnaswamy Mohanraj Madurai	06729754	11/10/2013	H. No. 8-2-350/3/D Extension, Road No. 03, Banjara Hills, Hyderabad, 500034,	Director
4	Ketineni Sayaji Rao	01045817	15/7/2013	Plot No.47 Phase-1, Road-4 Gunrock Enclave, Secundrabad	Director

5.5 There have been no merger/de-merger / spin off during the last 3 years involving the Target Company. Jauss Polymers Limited (hereinafter referred to as “JPL”).

5.6 As per declaration received from the target company, presently there is no litigations are pending against the Target Company.

5.7 **Financial Highlights of the Target Company**

The brief audited financial details of the Target Company for the preceding three financial years are as under.

(Rs.In Lacs)

Profit & Loss Statement	**Year Ended 31.03.2012**	**Year Ended 31.03.2013**	**Year Ended 31.03.2014**	**Year Ended 31.03.2015**
	(Audited)	**(Audited)**	**(Audited)**	**(Unaudited)***
Income from Operations	413.23	1088.11	1241.41	2244.36
Other Income	2.15	6.42	0.28	21.14
Total Income	**415.38**	**1094.53**	**1241.69**	**2265.50**
Total Expenditure	**335.42**	**831.66**	**965.71**	**1867.10**
Profit before Depreciation, Interest and Tax	**79.96**	**262.87**	**275.98**	**398.40**
Depreciation	57.42	72.67	68.26	104.79
Interest	5.26	30.24	35.22	25.75
Profit before Tax	**17.28**	**159.96**	**172.50**	**267.85**
Provision for Tax	-	58.54	**39.53**	65.20
Profit after Tax	**17.28**	**101.42**	**132.97**	**202.65**
Balance Sheet Statement	**Year Ended 31.03.2012**	**Year Ended 31.03.2013**	**Year Ended 31.03.2014**	**Year Ended 31.03.2015**
	(Audited)	**(Audited)**	**(Audited)**	**(Unaudited)***
EQUITY AND LIABILITIES				
Shareholder’s Fund				
Paid up Equity Share Capital	462.56	462.56	462.56	462.56
Preference Share Capital	44.00	44.00	44.00	44.00
Reserves & Surplus (Excluding Revaluation Reserve)	(209.70)	(108.29)	24.69	251.98
Non-Current Liabilities				
Long Term Borrowings	236.02	4.88	0	0
Deferred Tax Liabilities (Net)	0	25.79	28.74	28.74
Other Long Term Liabilities	0	0	80.00	0
Long Term Provisions	11.88	10.56	4.24	6.25
Current Liabilities				
Short Term Borrowings	68.86	0	36.87	0
Trade Payables	16.78	358.61	197.79	225.44

Other Current Liabilities	48.39	62.37	185.10	123.21
Short Term Provisions	2.01	29.71	54.85	32.85
Total	**680.80**	**890.19**	**1118.84**	**1175.03**
ASSETS				
Non-Current Assets				
Fixed Assets				
Tangible Assets	397.80	464.74	514.73	458.16
Intangible Assets	0	0	0	0
Capital work in progress	0	0	0	0
Non Current Investments	0	0	0	0
Long Term Loans and Advances	186.18	25.71	78.45	52.12
Other Non-Current Assets	0	0	0	0
Current Assets				
Current Investments				
Inventories	2.77	104.04	120.31	133.10
Trade receivables	45.54	207.06	344.52	432.76
Cash and Cash equivalents	27.77	38.34	8.90	25.19
Short Term Loans and Advances	20.74	50.30	51.93	73.70
Other Current Assets	0	0	0	0
Total	**680.80**	**890.19**	**1118.84**	**1175.03**

Other Financial Data	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2013 (Audited)**	**Year Ended 31.03.2014 (Audited)**	**Year Ended 31.03.2015 (Unaudited)***
Dividend (%)	Nil	Nil	Nil	Nil
Earnings Per Share (In Rs.)	0.43	2.19	2.87	5.79
Book Value Per Share	5.47	7.66	10.53	15.45
Return on Net worth	0.06	0.25	0.25	0.27

* As Certified by Mr Jagpat Jain (Membership No. 086857) partner of M/s BGJC & Associates, Chartered Accountant being statutory auditor of the company having its office at Raj Tower, G-1, Alaknanda Community Centre, New Delhi-110019, Ph. No. 011-26025140.

5.8 **Pre and Post - Offer Share holding pattern of the Target Company shall be as follows:**

Sr. No	**Shareholder Category**	**Shareholding & Voting rights prior to the Acquisition and Offer (A)**		**Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)**		**Shares/Voting rights to be acquired in the open Offer (assuming full acceptance) (C)**		**Shareholding/Voting rights after the acquisition and Offer i.e (A+B+C)**	
		No.	%	No.	%	No.	%	No.	%
1	**a. Parties to SPA**								
	Dildeep Singh Sethi	732900	15.84	(732900)	(15.84)	Nil	N.A	Nil	N.A
	Mrs. Shelly Sethi	60500	1.31	(60500)	(1.31)	Nil	N.A	Nil	N.A
	M/s Darsh Polymers Private Limited	758800	16.41	(758800)	(16.40)				
	Total 1(a) Promoter Group	**1552200**	**33.56**	**(1552200)**	**(33.56)**	Nil	N.A	Nil	N.A
2.	**(a) Acquirers**								
	Mr Ketineni Sayaji Rao	Nil	NA	500000	10.81	1202650	26.00	1702650	36.81

	M/s Innovative Tech Pack Limited	846809	18.31	1052200	22.75	Nil	N.A	1899009	41.05
	Total 2(a)	846809	18.31	**1552200**	**33.56**	**1202650**	**26.00**	**3601659**	**77.86**
3	**Parties to the Agreement other than 1 2 & 3**	**Nil**	**N.A**	**Nil**	**Nil**	**Nil**	**N.A**	**Nil**	**N.A**
4.	**Public (other than 1 to 3)** a. FIs/MFs/FIIs Banks/SFIs etc b. Bodies Corporate c. Indian Public d. NRI/OCB d. Any other	Nil 253226 1948007 11499 13834	N.A 5.47 42.11 0.25 0.30	Nil Nil Nil Nil Nil	N.A N.A N.A N.A N.A	(1202650)	(26.00%)	1023916	22.14
	Total 4	**2226566**	**48.13**	**Nil**	**N.A**				
	Grand Total (1 to 4)	**4625575**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**4625575**	**100.00**

Notes:

- The data within bracket indicates sale of equity shares.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

6.1.1 This Open Offer is pursuant to Direct Acquisition.

6.1.2 The shares of the Target Company are listed on Bombay Stock Exchange (BSEJaipur Stock Exchange Ltd (JSE), Ahmedabad Stock Exchange Ltd (ASE), The Delhi Stock Exchange Limited (DSE), The Calcutta Stock Exchange Limited (CSE) and The Ludhiana Stock Exchange Limited (LSE) and the shares are infrequently traded at BSE, in terms of the SEBI (SAST) Regulations. The trading turnover in the Equity Shares based on the trading volumes on the BSE for the period from May 2014 to April, 2015 i.e 12 calendar month preceding May 2015, the month in which the PA was issued as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 calendar months prior to the month of PA i.e May 2014 to April 2015	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	432531	4625575	9.35
DSE	Nil	4625575	N.A
JSE	Nil	4625575	N.A
ASE	Nil	4625575	N.A
CSE	Nil	4625575	N.A
LSE	Nil	4625575	N.A

6.1.3 The Offer Price of Rs 13/- (Rupees Thirteen Only) per offer share is justified in terms of Regulations 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	The Negotiated Price	Rs 12.50
b.	The Volume Weighted average price paid or	Rs 7.64

	payable for acquisition, by the Acquirers or ~~PACs~~ during the fifty two weeks immediately preceding the date of PA	
c	The Highest Price paid or payable for any acquisition by the Acquirers or ~~PAC~~ during the twenty six weeks immediately preceding the date of the PA.	Rs 7.64
d	The volume weighted average market price of Equity Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on Bombay Stock Exchange Limited.	Not Applicable
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Rs 12.14*

Note: The offer price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period in the offer

*Mr Fareed Ahmed Khan, Chartered Accountant (Membership No. 504204) partner of Fank & Company having office at 329, 3rd Floor, Vardhman Tower, Preet Vihar, Community Centre Delhi - 110092, has valued the equity shares of target company on the basis Net Asset Value, Profit earning Capacity Value and Market Value and calculated the fair value per share is Rs 12.14 per share. The extracts of the report are as under.

- ✓ Net Asset Value (NAV): The Net Asset Value is Rs. 10.53 per share as per the latest audited annual accounts for the period ended 31.03.2014.

- √ Profit Earning Capacity Value (PECV): The average profit after tax for last 3 financial years ending as on 31.03.2014 as per audited annual accounts are Rs. 98.67 Lacs. Based on that EPS of the Company comes to Rs 2.13 per share. Hence, the PECV of the company is Rs. 14.22 per share after taking a capitalization rate of 15%, since the company is a manufacturing company
- √ For calculating per share value with reference to Market Value last three years average of high/low prices of the company's share and preceding 12 months period as per the BSE Sensex has been considered and it comes to Rs 11.66 per share

Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the fair value of a Listed Company could be assessed based on the following weights:

Method	**Price Per Share (In Rs.)**	**Weight**	**Product**
Net Asset Value	10.53	1	10.53
Price Earning Capacity Value	14.22	1	14.22
Market Value	11.66	1	11.66
Total			**36.41**
Per Share Value (In Rs.)			**12.14**

Therefore, in the case under reference, the fair value per share is Rs. 12.14 per share.

Therefore in view of above, the Offer Price of Rs 13/- per share is justified.

(c) As per Regulation 8(2)(c) of the SEBI (SAST) Regulations, highest price paid for an acquisition by the Acquirers, during the twenty six (26) weeks immediately preceding the date of the PA is Rs 7.64 per share.

(d) The offer price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period in the offer.

(e) In case the Acquirers acquires or agrees to acquire whether by itself or through PAC or with persons deJPL to be acting in concert with them any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition and would be notified to the shareholders by way of an announcement in all the newspapers in which the DPS was made. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

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

6.1.2 The Manager to the Offer, D & A Financial Services (P) Ltd does not hold any Equity Shares in the Target Company on their own account as at the date of LOF.

6.2 Financial arrangements:

6.2.1 Assuming full acceptance, the total fund requirements to meet this Offer is Rs 1,56,34,450/-(Rupees One Crore Fifty Six Thirty Four Thousand Four hundred and Fifty Only).

6.2.2 In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, 2011, the Acquirers have open an Escrow Account with Axis Bank Limited having its branch office at Hauz Khas, New Delhi and has deposited Rs. 39,50,000/- (Rupees Thirty Nine Lacs Fifty Thousand Only) being more than 25% of the total consideration payable to the shareholders under the Open Offer. And further disclose that the Merchant Banker has been empowered to operate the escrow account in accordance with the Regulations

6.2.3 The Acquirers have adequate resources to meet the financial requirements of the Offer. The Acquirers have made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 2011. The acquisition will be financed through Internal / personal resources and no borrowings from banks / FIs etc., is being made.

6.2.4 The Acquirers have duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5 In terms of Regulation 17(10)(e), in case of non-fulfilment of obligations by the Acquirers, the Manager to the Offer shall ensure realization of escrow amount by way of foreclosure of deposit.

6.2.6 Mr Lalith Prasad, Chartered Accountant (Membership No. 023665) partner of M/s Lalith Prasad and Co., having office at 402, Golden Green Apartment, 6-3-542/1, Erram Manzil Colony, Punjagutta, Hyderabad-500082 based on information available, certified that the Acquirer has adequate resources and capability to meet his financial obligations under the Offer.

6.2.7 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2 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 public shareholders whose name appeared on the register of members of the Target Company as at the close of business hours on **Wednesday, June 10, 2015 ("Identified Date").**

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

7.1.4 The LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in and shareholders can also apply by downloading such forms from the website

7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this LOF. In terms of Regulation 23(1) of the SEBI SAST Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

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

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

7.1.8 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

7.2 Locked in shares: 1000000 equity shares are under lock in till June 30, 2015 of the Target Company.

7.3 Persons eligible to participate in the Offer

Person who have acquired equity shares but whose name do not appeared in the register of members of the target company as on Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified date, or those who have not receive the Letter of Offer, may also participate in this offer by submitting an application on plain paper giving details regarding their Offer as set out in the PA, DPS and this Letter of Offer, which may be obtained from the SEBI's Website (www.sebi.gov.in) or from Beetal Financial & Computer Services Pvt Ltd.

The acquirers, persons acting in concert with them and the parties to the share purchase agreement including persons deJPL to be acting in concert with such parties, for the sale of shares of the target company are not eligible to participate in the Offer.

7.4 Statutory and Other Approvals

7.4.1 As on the date of Public Announcement, no approval will be required from any Bank/Financial Institutions for the purpose of this Offer, to the best of the knowledge of the Acquirer.

7.4.2 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

7.4.3 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

7.4.4 In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any wilful default , failure or neglect on the part of the Acquirer and/or the Pac to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, 2011, permit the Acquirers to delay commencement of the tendering period for the Offer pending receipt of such statutory approvals or grant extension of the time to the Acquirers to make payment of the consideration to the public shareholders whose shares have been accepted in this offer

7.4.5 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, in the event that the approvals that become applicable after the date of DPS, are refused, the acquirers shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the acquirers and PACs (through the manager) within 2 workings days of a such withdrawal make a public announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 Shareholders who are holding fully paid equity shares in physical form and wish to tender their equity shares will be required to send their Form of Acceptance-cum-Acknowledgement, original Share Certificate(s) and blank transfer deed(s) duly signed to **Beetal Financial & Computer Services Pvt Limited** the Registrar to the Offer by Registered Post at the applicants sole risk so that the same are received on or before the Offer closing date, at the address given below, in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement. **The relevant documents should NOT be sent to the Seller, Acquirer, PACs, the Target Company or the Manager to the Offer.** Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period.

All eligible owners of fully paid equity shares of the Target Company registered or unregistered including those holding shares in street names who wish to avail and accept the Offer can deliver the Form of Acceptance-cum-Acknowledgement along with all the relevant documents to the Registrar as per the following details.

Name & Address	**Contact Person & Contact Numbers**	**Workings Days and timings**	**Mode of delivery**
Beetal Financial & Computer Services Pvt Ltd Address: Beetal House, 3rd Floor, 99,Madangir, Near Dada Harsukh Das Mandir, New delhi- 110062	Mr. Punit Mittal Tel: 011-29961281-82 Fax: 011-29961284 Emailid: beetalrta@gmail.com	**Monday to Friday** 1000 hours to 1700 hours **Saturday** 1000 hours to 1330 hours	Registered Post / Courier / Hand Delivery

8.2 In 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 acknowledge by the DP for transferring the Equity Shares, as per the instruction given below:

Depository Participant Name	**SMC Global Securities Limited**
DP ID	**IN303655**
Client ID	**10005129**
Account Name	**Jauss Polymers Ltd. Open Offer Escrow Account**
Depository	**National Securities Depository Limited (NSDL)**

It is the sole responsibility of the public shareholders to ensure credit of their respective Equity Shares in the depository account above, prior to the closure of the offer.

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter-depository delivery instructions slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL.

8.3 The shares and other relevant documents should not be sent to the Acquirers/PACs/ Target Company/Parties to the Share Purchase Agreement/ Manager to the Offer. The Acquirers, PACs and Manager to the Offer are not responsible for such shares sent to them and the same are liable to be returned to the sender at their own risk.

Procedure for acceptance of the Offer by unregistered Shareholders, owners of Shares who have sent them for transfer or those who did not receive the Letter of Offer.

8.4 In case of (a) shareholders who have not received the LOF, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer or holding shares in street name, may send their consent to the Registrar to the Offer on plain paper, stating the name, address, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with the Target Company), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of **closure of the Offer i.e. Tuesday, July 07, 2015**. Such shareholders can also obtain the LOF from the Registrar to the Open Offer by giving an application in writing to that effect.

8.5 In case of shareholders who have not received the LOF and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, address, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 8.4. above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of **closure of the Offer i.e. Tuesday, July 07, 2015.** Such equity shareholders can also obtain the LOF from the Registrar to the Offer by giving an application in writing.

8.6 Alternatively, such shareholders, if they so desire, may apply on the Form of Acceptance cum Acknowledgement obtained from SEBI's website (www.sebi.gov.in).

8.7 Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of **closure of the Offer i.e. Tuesday, July 07, 2015**, else the application would be rejected.

8.8 No indemnity is needed from unregistered shareholders.

8.9 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by the Acquirers, the Acquirers will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot.

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

8.11 The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques / Demand Drafts / National Electronic Clearance Service (NECS) / Direct Credit (DC) / Real Time Gross Settlement (RTGS) / National Electronic Funds Transfer (NEFT) where applicable within a period of 10 working days from the date of closure of offer i.e Tuesday, July 21,

2015. Such payments through account payee cheques / Demand Drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by Registered Post at the registered shareholders' / unregistered owners' sole risk to the sole / first shareholder / unregistered owner. Equity Shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

8.12 Unaccepted share certificate(s) , transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

8.13 The Registrar to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned

8.14 Non-resident shareholders, who wish to tender their Equity Shares must submit the following Information along with the Form of Acceptance-cum-Acknowledgement:

a. Self-attested copy of PAN Card
b. Appropriate No Objection Certificate (NOC) or Tax Clearance Certificate (TCC) from the Income Tax Authorities under sections 195(3) or 197 of the Income Tax Act, for deduction of tax at a lower or nil rates. **In case the aforesaid No Objection Certificate / Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder. The Acquirer will send the proof of having deducted and paid the tax along with the payment consideration.**
c. Tax Residency Certificate from Government of the Country or Specified Territory of which you are tax resident (containing the particulars as prescribed under the Income Tax Act)
d. Self attested declaration in respect of residential status, status of Shareholders (e.g. Individual, Firm, Company, FII, Trust, or any other-please specify)
e. In case of FII, FII Certificate(i.e. self attested declaration certifying that the investment in the Equity Shares has been made under the FII regime as per the SEBI (Foreign Institutional Investors) Regulations, 1995 and that the nature of income arising from the sale of Equity Shares as per the Income Tax Act is capital gains.
f. SEBI registration certificate for FII
g. RBI and other approval (s) obtained for acquiring the Equity Shares of the Target Company, if applicable.
h. In case of Non-resident equity shareholders, Foreigners, Foreign Companies and Foreign Institutional Investors, photocopies of the approval(s) by the Reserve Bank of India for acquiring and holding equity shares in Jauss Polymers Limited.

9. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at 13, community Centre, East of Kailash, New Delhi - 110065, the Corporate Office of D & A Financial Services (P) Ltd, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays and Sundays and Public/Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

9.1 Copy of Certificate of Incorporation of the Target Company issued pursuant to Companies Act, 1956 and Memorandum & Article of Association of the Target Company.

9.2 Copy of Certificate issued by M/s BGJC & Associates, Chartered Accountant,(Firm Regd No. 003304N) as certified by Mr. Jagpat Jain, Partner (Membership No. 0866857) based on the information/records/unaudited financial statements, certified that the Acquirer-1 has net worth of Rs

24,42,61,000/- (Rupees Twenty Four Crore Forty Two Lacs Sixty One Thousand Only) which is adequate resources and capability to meet its financial obligation under the Offer.

9.3 Copy of Certificate dated May 1, 2015, Certified by Mr Lalith Prasad Chartered Accountant (Membership No. 023665) partner of M/s Lalith Prasad & Co., Certifying the Net worth of the Acquirer-2.

9.4 Balance Sheet of the Target Company as well as acquirer company for the financial years 2011-12, 2012-13, 2013-14 and certified financial data as on December 31, 2014 and March 31, 2015 respectively.

9.5 Copy of letter from Axis Bank Limited confirming the amount kept in escrow account .

9.6 A Copy of Public Announcement, Published Copy of Detailed Public Statement, Issue Opening Advertisement and Post Offer Advertisement.

9.7 A Copy of the recommendation [●] dated made by the Committee of Independent Directors of the Target Company.

9.8 Document evidencing the opening of demat escrow account (Special Depository Account) by the Registrar to the Offer.

9.9 SEBI Observation Letter dated [●] bearing reference number [●]

9.10 Copy of valuation report given by chartered accountant towards valuation of shares of target company.

10. DECLARATION BY THE ACQUIRERS

(1) In terms of Regulation 25(3) of the SEBI SAST Regulations, We have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue. Further we confirm that the information contained in the Public Announcement, Detailed Public Statement and this Draft Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Acquirers are severally and jointly responsible for the information contained in this Letter of Offer and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirers would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011.

Signed by the Acquirer-1
For M/s Innovative Tech Pack Limited

Sd/-
(Authorized Signatory)

Signed by the Acquirer-2

Sd/-
(Mr. Ketineni Sayaji Rao)

Place: New Delhi
Date: 19.05.2015

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
OFFER OPENS ON	**:**	**June 24, 2015 (Wednesday)**
OFFER CLOSES ON	**:**	**July 7, 2015 (Tuesday)**
Please read the Instructions overleaf before filling-in this Form of Acceptance		

From:

FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No.	

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

To,
The Acquirer
C/o Beetal Financial and Computer Services Pvt. Limited
99, Madangir, Local Shopping Centre
Pushp Vihar
New delhi-110062

Dear Sir/s,

<u>Sub: Open Offer to Acquire 1202650 fully paid up equity shares of Rs 10/- each representing 26% of the total share/voting capital of M/s Jauss Polymers Limited at a price of Rs 13/- per fully paid equity share of Rs 10/- each by M/s Innovative Tech Pack Limited and Mr K S Rao ("Hereinafter collectively referred to as Acquirers")</u>

I / we, refer to the Letter of Offer dated ________ for acquiring the equity shares held by me / us in **JAUSS POLYMERS LIMITED.**

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

I / We, unconditionally Offer to sell to M/s Innovative Tech Pack Limited and Mr K S Rao (hereinafter collectively referred to as the "Acquirers") the following equity shares in **Jauss Polymers Limited** (hereinafter referred to as "JPL") held by me / us, at a price of Rs 13/- per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No……………………………. Number of share certificates attached……………….. Representing ………………………. equity shares			
Number of equity shares held in JPL		**Number of equity shares Offered**	
In figures	**In words**	**In figures**	**In words**

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1				
2				
3				
Total no. of Equity Shares				

<u>For Equity Shares held in Demat form:</u>

2 I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by my / our Depository Participant in respect of my/ our shares as detailed below:

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

I/We have done an off-market transaction for crediting the Equity Shares to the depository account with K K Securities Limited as the DP in NSDL styled 'SKYLINE-ECTL-OPEN OFFER ESCROW ACCOUNT' whose particulars are:

Depository Participant Name	**SMC Global Securities Limited**
DP ID	**IN303655**
Client ID	**10005129**
Account Name	**Jauss Polymers Ltd. Open Offer Escrow**

	Account
Depository	**National Securities Depository Limited**

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

3 I / We confirm that the equity shares of JPL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.

4 I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

5 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 Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

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

7 I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.

8 I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

9 I / We irrevocably authorise the Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with JPL:

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

--

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

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration will be payable by way of ECS Mode/cheque or demand draft will be drawn accordingly.

Bank Account No.: --------------------------------

Type of Account: ---------------------------- *(Saving /Current /Other (please specify)*

Name of the Bank: ---

Name of the Branch and Address: ---

MICR Code of Bank ____

IFCS Code of Bank____

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1st Shareholder	2nd Shareholder	3rd Shareholder

PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: *In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.*

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2 The Form of Acceptance should be filled-up in English only.
3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4 **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 JPL.
   II. Shareholders of JPL to whom this Offer is being made, are free to Offer his / her / their shareholding in JPL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
5. Business Hours: Mondays to Friday : 10.30 AM to 5.00 PM
   Saturday : 10.30 AM to 1.30 PM
   Holidays : Sundays and Bank Holidays

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

Sub: Open Offer to Acquire 1202650 fully paid up equity shares of Rs 10/- each representing 26% of the total share/voting capital of M/s Jauss Polymers Limited at a price of Rs 13/- per fully paid equity share of Rs 10/- each by M/s Innovative Tech Pack Limited and Mr K S Rao ("Hereinafter collectively referred to as Acquirers")

Received from Mr. / Ms. ………………………..…………………………………………….. Ledger Folio No/ ----------------Number of certificates enclosed.……………. under the Letter of Offer dated ______________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1.				
2.				
3.				
Total no. of Equity Shares				

Stamp

Authorised Signatory
Date
Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir
New Delhi 110062.
Phone: 011 2996 1280 / 81 / 82 / 83
Fax: 011 2996 1284
Email: **beetalrta@gmail.com**
Contact person: **Mr. Punit Mittal**

ACKNOWLEDGEMENT SLIP

SHARES IN DEMATERIALISE FORM

Sub: Open Offer to Acquire 1202650 fully paid up equity shares of Rs 10/- each representing 26% of the total share/voting capital of M/s Jauss Polymers Limited at a price of Rs 13/- per fully paid equity share of Rs 10/- each by M/s Innovative Tech Pack Limited and Mr K S Rao ("Hereinafter collectively referred to as Acquirers")

Received from Mr. / Ms. ………………………..……………………………………………….. Ledger Folio No/ -----------------Number of certificates enclosed..…………… under the Letter of Offer dated ______________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

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

I/We have done an off-market transaction for crediting the Equity Shares to the depository account with SMC Global Securities Limited as the DP in NSDL styled '**Jauss Polymers Ltd. Open Offer Escrow Account,** whose particulars are given as under:

Depository Participant Name	**SMC Global Securities Limited**
DP ID	**IN303655**
Client ID	**10005129**
Account Name	**Jauss Polymers Ltd. Open Offer Escrow Account**
Depository	**National Securities Depository Limited (NSDL)**

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

Stamp

Authorised Signatory
Date
Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir
New Delhi 110062.
Phone: 011 2996 1280 / 81 / 82 / 83
Fax: 011 2996 1284
E. mail: beetalrta@gmail.com
Contact Person: Mr. Puneet Mittal

INSTRUCTIONS

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.

2. **Shareholders holding registered Equity Shares in physical form** should submit the Form of Acceptance cum- Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the holders of the Equity Shares, along with the original Equity Share certificate(s) and valid Equity Share transfer deed(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the Equity Shares transfer deed(s).
3. **Shareholders holding Equity Shares in dematerialized form** should submit the Form of Acceptance-cum- Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Equity Shares, as per the records of the DP. The Form of Acceptance-cum- Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.

4. **In case of Equity Shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the Equity Shares transfer deed(s) as the order in which they hold Equity Shares in the Target Company and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer

5. **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office

6. **Persons who own physical Equity Shares but are not the registered holders** of such Equity Shares and who desire to accept this Offer, will have to communicate their acceptance in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number or Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein together with the original contract note issued by the broker through whom they acquired the Equity Shares, the Equity Share certificate(s), valid Equity Share transfer deed(s) as received from the market, duly executed in favour of the unregistered owner as the proposed transferee(s), along with self-attested copy of PAN card of all the proposed transferee(s), an additional valid Equity Share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The details of buyer should be left blank failing which the same will be invalid under this Offer. The details of the buyer will be filled by the Acquirer, upon verification of the Form of Acceptance-cum- Acknowledgement and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance. In case the Equity Share certificate(s) and Equity Shares transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form of Acceptance-cum-Acknowledgement shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the Equity Share certificate(s) and Equity Shares transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar to the Offer at their offices as mentioned below. The sole/first Shareholder may also mention particulars relating to savings account /current account / Non-Resident External (NRE) account / Non- Resident Ordinary account (NRO) / others (please specify) number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form of Acceptance-cum- Acknowledgement, to enable the Registrar to the Offer to print the said details in the payment instrument after the name of the payee.

7. **Non-resident Shareholders** should enclose copy (ies) of permission received from the RBI to acquire Equity Shares held by them in the Target Company

8. NRIs, OCBs and other foreign Shareholders are required to furnish Bankers' Certificate certifying inward remittances of funds for acquisition of Equity Shares of the Target Company
9. **In case of bodies corporate**, certified copies of appropriate authorization (including board/shareholder resolutions, as applicable) authorizing the sale of Equity Shares along with specimen signatures duly attested by a bank must be annexed. The common seal of the body corporate should also be affixed

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

a) Duly attested death certificate and succession certificate (in case of single Shareholder) in case the original Shareholder has expired

b) Duly attested power of attorney if any person apart from the Shareholder has signed the Form of Acceptance-cum-Acknowledgement or Equity Shares transfer deed(s).

---TEAR ALONG THIS LINE---

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir
New Delhi 110062.
Phone: 011 2996 1280 / 81 / 82 / 83
Fax: 011 2996 1284
E. mail: beetalrta@gmail.com
Contact Person: Mr. Puneet Mittal