DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer ("**DLOF**") is sent to you as an Eligible Shareholder (as defined below) of Max Ventures and Industries Limited (formerly Capricorn Ventures Limited). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager/the Registrar to the Offer (as defined below). In case you have recently sold your equity shares in Max Ventures and Industries Limited, please hand over this DLOF, the accompanying Form of Acceptance-cum-Acknowledgement and the Transfer Deed to the member of the stock exchange through whom the said sale was effected.

OPEN OFFER ("OFFER") by

SIVA ENTERPRISES PRIVATE LIMITED ("ACQUIRER 1")

Registered Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi- 110020 | **Tel. No.**: 011-4259 8000, Fax No.011-2632 4126

and

P V T VENTURES PRIVATE LIMITED ("ACQUIRER 2")

Registered Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi- 110020 | **Tel. No.**: 011-4259 8000, Fax No. 011-2632 4126

(Acquirer 1 and Acquirer 2 together referred to as "Acquirers")

to acquire up to 18,473,049 fully paid-up equity shares of face value of ₹ 10 (Rupees Ten) each, representing 34.60% of the issued, subscribed, paid up and voting share capital ("Share Capital") and 34.27% of the fully diluted voting share capital ("Diluted Share Capital") of

MAX VENTURES AND INDUSTRIES LIMITED (THE "TARGET COMPANY")

Registered Office: 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144533

Tel. No.: 01881-462000, 462001, **Fax Number:** 01881-273607

at a price of ₹ 31.50 (Rupees Thirty One and Fifty Paisa only) per Equity Share (the "Offer Price") payable in cash

pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (the "**SEBI SAST Regulations**" and reference to a particular "**Regulation**" shall mean the particular regulation framed pursuant to the SEBI SAST Regulations).

Note:

1. The Offer is being made pursuant to and in compliance with the provisions of Regulation 3.
2. The Offer is not conditional as to the minimum level of acceptance in terms of Regulation 19(1).
3. The Offer is not a competing offer in terms of Regulation 20.
4. In the event of withdrawal of the Offer, a public announcement will be made within two (2) Working Days of such withdrawal, in the same newspapers in which the Detailed Public Statement (as defined below) has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.
5. To the best knowledge and belief of the Acquirers, as of the date of this DLOF, there are no statutory approvals required by the Acquirers to implement the Offer. In case of any statutory approvals being required by the Acquirers at a later date before the closure of the Tendering Period, the Offer will be subject to receipt of such statutory approvals. Non-resident Indian ("**NRI**") and erstwhile overseas corporate body ("**OCB**") shareholders, if any, must obtain all requisite approvals required for tendering the Equity Shares held by them pursuant to the Offer (including without limitation the approval from the Reserve Bank of India ("**RBI**")) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and any other documents required to accept the Offer.
6. The Offer is subject to revision, if any, pursuant to the SEBI SAST Regulations at the discretion of the Acquirers at any time prior to three (3) Working Days before the commencement of the Tendering Period, i.e. up to Monday, August 08, 2016, in accordance with Regulation 18(4). In the event of such revision, the Acquirers shall: (a) make corresponding increase to the escrow amounts, as more particularly set out in paragraph V.A.9 of this Draft Letter of Offer; (b) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (c) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. Such revised offer price will be payable for all the Equity Shares validly tendered at any time during the Tendering Period of the Offer.
7. **There are no competing offers to this Offer under Regulation 20 as on the date of this DLOF.**
8. A copy of the LOF (including the Form of Acceptance-cum-Acknowledgement) will be made available and a copy of Public Announcement and Detailed Public Statement is available on the website of the Securities and Exchange Board of India: www.sebi.gov.in.

MANAGER TO THE OFFER		**REGISTRAR TO THE OFFER**	
	Axis Capital Limited 1st floor, Axis House, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025 Telephone: +91 22 4325 2183; Fax: +91 22 4325 3000 Website: www.axiscapital.co.in Email: mvil@axiscap.in Contact person: Mr. Ankit Bhatia		**MAS SERVICES LIMITED** T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi–110 020 Telephone: +91 11 26387281 Fax: +91 11 2638 7384 Website: www.masserv.com Email: info@masserv.com Contact person: Mr. N C Pal
COMMENCEMENT OF TENDERING PERIOD: FRIDAY, AUGUST 12, 2016		**CLOSURE OF TENDERING PERIOD: MONDAY, AUGUST 29, 2016**	

The tentative schedule of activities under this offer is as follows:

Nature of Activity	Tentative Date
Issue of PA	Wednesday, June 22, 2016
Publication of the DPS in newspapers	Wednesday, June 29, 2016
Filing of the draft Letter of Offer with SEBI	Tuesday, July 05, 2016
Last date for public announcement for competing offer(s)	Wednesday, July 20, 2016
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 to the Offer)	Wednesday, July 27, 2016
Identified Date*	Friday, July 29, 2016
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company	Friday, August 05, 2016
Last date for upward revision of the Offer Price and/or the Offer Size	Monday, August 08, 2016
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Offer	Tuesday, August 09, 2016
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	Thursday, August 11, 2016
Commencement of tendering period	Friday, August 12, 2016
Closure of tendering period	Monday, August 29, 2016
Last date for issue of post-offer advertisement	Wednesday, September 21, 2016
Last date of payment of consideration to the public shareholders of the Target Company whose equity shares have been accepted in this Offer	Wednesday, September 14, 2016
Last date for submission of the final report with SEBI	Wednesday, September 21, 2016

**The Identified Date is only for the purpose of determining the names of the Eligible Shareholders as on such date to whom the Letter of Offer will be sent and is the date falling on the tenth (10th) Working Day prior to the commencement of the Tendering Period. All the Eligible Shareholders (registered or unregistered), except the Acquirers, (including persons deemed to be acting in concert), are eligible to participate in the Offer at any time prior to the closure of the Tendering Period (as defined below).*

RISK FACTORS

I. Risks relating to the Offer

a) The Offer is an open offer under the SEBI SAST Regulations to acquire up to **18,473,049** Equity Shares representing 34.60% (Thirty Four point Six Per Cent) of the Share Capital and 34.27% (Thirty Four point Two Seven Percent) of the Diluted Share Capital of the Target Company from the Eligible Shareholders. In the event the Offer is oversubscribed, acceptance will be on a proportionate basis and will be contingent upon the level of subscription. Accordingly, there is no assurance that all the Equity Shares tendered by the Eligible Shareholders in the Offer will be accepted. The unaccepted Equity Shares will be returned to the Eligible Shareholders in accordance with the schedule of activities for the Offer.

b) To the best knowledge and belief of the Acquirers, as of the date of this DLOF, there are no statutory approvals required by the Acquirers that are pending to implement the Offer. In the event that either: (a) any statutory approval(s) are required or become applicable by the Acquirers to implement the Offer and such statutory approvals are not received; (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirers from performing its obligations hereunder; or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this DLOF and / or the Acquirers shall have the right to withdraw the Offer in terms of Regulation 23 of the SEBI SAST Regulations. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity Shares not accepted under the Offer by the Acquirer may get delayed. In case the delay is due to non-receipt of statutory approval(s), SEBI may, if it is satisfied that the non-receipt of any such approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time in accordance with Regulation 18(11) of the SEBI SAST Regulations for the purpose of completion of the Offer, subject to the Acquirers agreeing to pay interest to the relevant Eligible Shareholders for the delay at such rate as may be specified by SEBI. In addition, where such approvals extend to some but not all the Eligible Shareholders, the Acquirers has the option to make payment to such Eligible Shareholders with respect to whom no such approvals are required.

c) Equity Shares, once tendered through the Form of Acceptance-cum-Acknowledgement in the Offer, cannot be withdrawn by the Eligible Shareholders, even if the acceptance of Equity Shares under the Offer and dispatch of consideration are delayed.

d) The Equity Shares tendered in the Offer will be held in trust in the pool account of the broker / in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer formalities and the Eligible Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares, even if the acceptance of the Equity Shares in the Offer and dispatch of payment consideration are delayed. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Eligible Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Eligible Shareholders will be solely responsible for their decisions regarding the participation in this Offer. None of the Acquirers or the Manager to the Offer makes any assurance with respect to the market price of the Equity Shares before the commencement of the Offer, during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.

e) The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Draft Letter of Offer/Detailed Public Statement/Public Announcement/ advertisements or any materials issued by or at the instance of the Acquirers. Anyone placing reliance on any other source of information (not released by the Acquirers or the Manager to the Offer) will be doing so at his/her/their own risk.

f) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

g) The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, and the appropriate course of action that they should take. The Acquirers do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

h) Unless otherwise mentioned the information contained in the DLOF is as of the date of this DLOF. The Acquirers and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this DLOF.

II. Probable risks involved in associating with the Acquirers

a) None of the Acquirers or the Manager to the Offer makes any assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares before, during or after the Offer. Each of the Acquirer disclaims any responsibility or obligation with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.

b) None of the Acquirers or the Manager to the Offer makes any assurance with respect to their investment or disinvestment relating to their proposed shareholding in the Target Company.

The risk factors set forth above are indicative only, are limited to the Offer and are not intended to provide a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers and are not exhaustive. The risk factors set out above do not relate 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 in the Offer by an Eligible Shareholder. The Eligible Shareholders are advised to consult their stockbroker, tax advisor and/or investment consultant, if any, for understanding of the further risks associated with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to "**Rupees**", "**Rs**.", "**₹**" or "**INR**" are to Indian Rupees, the official currency of the Republic of India. In this Letter of Offer, any discrepancy in any table between the total and sums of amounts listed are due to rounding off and/or regrouping.

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Key Definitions

Term	Description
Acquirer 1	Siva Enterprises Private Limited
Acquirer 2	P V T Ventures Private Limited
Acquirers	Acquirer 1 and Acquirer 2
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited.
Depositories	CDSL and NSDL.
DLOF / Draft Letter of Offer	The draft Letter of Offer dated July 05, 2016 filed with SEBI in accordance with Regulation 16(1) of the SEBI SAST Regulations
DP	Depository participant
DPS/Detailed Public Statement	Detailed Public Statement dated June 28, 2016 and published on June 29, 2016 on behalf of the Acquirers in Business Standard (English), Business Standard (Hindi), Nav Shakti (Marathi) and Punjabi Tribune (Punjab)
DTAA	Double Tax Avoidance Agreement.
Eligible Shareholders	All Equity Shareholders other than the Acquirers and persons deemed to be acting in concert with them
Equity Shareholders	All equity shareholders of the Target Company, including beneficial owners of the Equity Shares
Equity Shares	Fully paid-up equity shares of the Target Company having a face value of ₹ 10 each
Escrow Account	MVIL – Open Offer Escrow Account
Escrow Agreement	Agreement dated June 22, 2016 executed amongst the Acquirers, the Manager to the Offer and the Escrow Bank.
Escrow Bank	Axis Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended
FII	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as FPIs, such FPIs
FPI	Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and includes a person who has been registered under these regulations. Any foreign institutional investor or qualified foreign investor who holds a valid certificate of registration is deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
Form of Acceptance-cum-Acknowledgment	Form of acceptance-cum-acknowledgement attached to this Draft Letter of Offer
ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
Identified Date	Friday, July 29, 2016, being the date for the purpose of identifying Eligible Shareholders to whom the Letter of Offer will be sent
I-T Act	Income-Tax Act, 1961, as amended
Letter of Offer	Letter of Offer, dated [●], which shall be dispatched to the Eligible Shareholders in accordance with Regulation 18(2)
LODR Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
Manager to the Offer	Axis Capital Limited, the merchant banker appointed by the Acquirers as the manager to the Offer pursuant to the SEBI SAST Regulations
Maximum Consideration	The maximum consideration payable under the Offer, assuming full acceptance of the Offer, i.e. ₹ 581,901,044 (Rupees Five Hundred and Eighty One Million Nine Hundred and One Thousand Forty Four only)
Mn/Million	1,000,000 units
NRI	Non-Resident Indian as defined in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended

NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body as defined in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended
Offer/Open Offer	The Offer, being made by the Acquirers, for acquiring up to 18,473,049 Equity Shares from the Eligible Shareholders at the Offer Price payable in cash.
Offer Period	The period starting from Wednesday, June 22, 2016 (being the date of PA), until the date on which payment consideration to Eligible Shareholders who have validly tendered their Equity Shares in the Offer is completed, or the date on which the Offer is withdrawn, as the case may be.
Offer Price	Price of ₹ 31.50 (Rupees Thirty One and Fifty paisa only) per Equity Share
Offer Size	18,473,049 Equity Shares constituting 34.60% (Thirty Four point Six Per Cent) of the Share Capital and 34.27% (Thirty Four point Two Seven Percent) of the Diluted Share Capital of the Target Company as of the tenth (10th) Working Day from the closure of the Tendering Period at a price of ₹ 31.50 (Rupees Thirty One and Fifty paisa only) per Equity Share, aggregating to ₹ 581,901,044 (Rupees Five Hundred and Eighty One Million Nine Hundred and One Thousand Forty Four only).
PAN	Permanent account number.
Public Announcement/PA	Public announcement of the Offer made by the Manager to the Offer on behalf of the Acquirers on June 22, 2016, in accordance with Regulation 3 of the SEBI SAST Regulations.
RBI	Reserve Bank of India
Registrar to the Offer	Mas Services Limited, having its office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi–110 020
Regulation(s)	Refers to a regulation(s) framed pursuant to the SEBI SAST Regulations.
Rs./Rupees/ ₹ /INR	Indian Rupee, the lawful currency of the Republic of India
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
Stock Exchanges	BSE and NSE
Target Company	Max Ventures and Industries Limited
Tendering Period	Period commencing from August 12, 2016 and closing on August 29, 2016
TRC	Tax residency certificate
Working Day	A working day of SEBI
WTC	Nil withholding tax certificate or lower withholding tax certificate, as applicable

Note: All capitalised terms used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI SAST Regulations.

I. Disclaimer Clause

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE ELIGIBLE SHAREHOLDERS OF MAX VENTURES AND INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE EQUITY SHARES/CONTROL HAS BEEN ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, AXIS CAPITAL LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 05, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

II. Details of the Offer

A. Background to the Open Offer

1) The Open Offer is being made by the Acquirers to the Eligible Shareholders of the Target Company, pursuant to Regulation 3. There are no other persons acting in concert with the Acquirers for the purpose of the Offer.

2) While there is no underlying transaction which had triggered the Open Offer, the Open Offer is being made pursuant to press release dated January 27, 2015 made by one of the promoter of the Target Company, Mr. Analjit Singh, in terms of which he had proposed to make open offer to buy equity shares in the Target Company to increase the promoter group shareholding up to 75% (Seventy Five Percent) of the Share Capital (which constitutes up to 74.30% (Seventy Four point Three Per Cent) of the Diluted Share Capital) of the Target Company.

3) The Acquirers are controlled by Mr. Analjit Singh and/or his relatives. As on date of this DLOF, Acquirers do not hold any equity shares in Target Company, however promoter group of the Target Company holds 40.40% (Forty point Four Per Cent) of the Share Capital of the Target Company. Acquirers intend to acquire up to 34.60% (Thirty Four point Six Per Cent) of the Share Capital (which constitutes 34.27% (Thirty Four point Two Seven Per Cent) of the Diluted Share Capital) of the Target Company under the Open Offer, which assuming full acceptance, would result in the Acquirers, and other promoter and promoter group entities holding up to 75% (Seventy Five Per Cent) of the Share Capital (which constitutes up to 74.30% (Seventy Four point Three Per Cent) of the Diluted Share Capital) of the Target Company.

4) The Acquirers are part of the promoter group of the Target Company.

5) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) and is not a competitive bid in terms of Regulation 20.

6) The Offer Price will be paid in cash in accordance with Regulation 9(1)(a).

7) None of the Acquirers or their respective directors has been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under section 11B of the SEBI Act or under any regulations made under the SEBI Act.

8) As per Regulation 26(6), the Board of Directors of the Target Company is required to, upon receipt of the Detailed Public Statement, constitute a committee of independent directors to provide its reasoned recommendations on the Open Offer to the Eligible Shareholders. As per Regulation 26(7) read with Regulation 26(6), the written reasoned recommendations of the committee of independent directors is required to be published by the Target Company at least two (2) Working Days prior to the commencement of the Tendering Period in the same newspapers where the Detailed Public Statement was published and simultaneously, a copy of such recommendations needs to be sent to SEBI, BSE, NSE and to the Manager to the Offer.

B. Details of the Open Offer

1) The Public Announcement announcing the Open Offer, under Regulation 3 was made on June 22, 2016 to the BSE, NSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office.

2) The Detailed Public Statement in respect of the Open Offer was published on June 29, 2016 in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Nav Shakti	Marathi	Mumbai edition
Punjabi Tribune	Punjabi	Chandigarh edition

(The Public Announcement and the Detailed Public Statement are available on the SEBI website: www.sebi.gov.in)

3) The Acquirers are making the Open Offer to the Eligible Shareholders under the SEBI SAST Regulations for the acquisition of up to the Offer Size i.e., 18,473,049 fully paid-up Equity Shares being 34.60% of the Share Capital and 34.27% of the Diluted Share Capital of the Target Company from the Eligible Shareholders at the Offer Price i.e., ₹ 31.50 (Rupees Thirty One point five zero only) per Equity Share, payable in cash, subject to the terms and conditions mentioned hereinafter.

4) The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a).

5) To the best knowledge and belief of the Acquirers, as of the date of this DLOF, there are no statutory approvals required by the Acquirers to implement the Offer. In case of any statutory approvals being required by the Acquirers at a later date before the closure of the Tendering Period, the Offer will be subject to receipt of such statutory approvals. Non-resident Indian ("**NRI**") and erstwhile overseas corporate body ("**OCB**") shareholders, if any, must obtain all requisite approvals required for tendering the Equity Shares held by them pursuant to the Offer (including without limitation the approval from the Reserve Bank of India ("**RBI**")) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and any other documents required to accept the Offer.

6) All Equity Shares validly tendered by the Eligible Shareholders pursuant to the Open Offer will be accepted at the Offer Price by the Acquirers, in accordance with the terms and conditions contained in the Detailed Public Statement and the Draft Letter of Offer. In the event that the Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Equity Shares to be acquired under the Open Offer, the acquisition of the Equity Shares from each Eligible Shareholder will be on a proportionate basis as detailed in paragraph VII.16 of this Draft Letter of Offer.

7) This Open Offer is not a competing offer under Regulation 20. To the best knowledge of the Acquirers and the Target Company, there has been no competing offer as on the date of this Draft Letter of Offer.

8) The Acquirers may withdraw the Open Offer in accordance with the conditions specified in paragraphs VI.11 of this Draft Letter of Offer. In the event of such withdrawal, it shall be notified in accordance with Regulation 23 by way of a public announcement in the same newspapers in which the Detailed Public Statement had appeared and simultaneously to, in writing, SEBI, the NSE and the BSE and the Target Company at its registered office.

9) The Acquirers have not acquired any Equity Shares of the Target Company since the date of PA being June 22, 2016, up to the date of this Draft Letter of Offer. In the event of any acquisition of Equity Shares during the Offer Period by the Acquirers, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall be revised to the highest price paid or payable for any such acquisition.

10) The Offer Price is subject to revisions pursuant to the SEBI SAST Regulations, if any, or at the discretion of the Acquirers at any time prior to three (3) Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4).

11) The Manager to the Offer does not hold any Equity Shares in the Target Company. In terms of the SEBI SAST Regulations, the Manager to the Offer shall not deal on its own account in the Equity Shares during the Offer Period.

12) The acquisition of Equity Shares pursuant to the Offer shall not result in the public shareholding in the Target Company falling below the minimum public shareholding required in accordance with Rule 19 and Rule 19A of the SCRR read with SEBI LODR Regulations.

C. Object of the Open Offer

1) While there is no underlying transaction which had triggered the Open Offer, the Open Offer is being made pursuant to press release dated January 27, 2015 made by one of the promoter of the Target Company, Mr. Analjit Singh, in terms of which he had proposed to make open offer to buy equity shares in the Target Company to increase the promoter group shareholding up to 75% of the Share Capital (which constitutes up to 74.30% (Seventy Four point Three Per Cent) of the Diluted Share Capital) of the Target Company.

2) The Acquirers are controlled by Mr. Analjit Singh and/or his relatives. As on date of DLOF, Acquirers do not hold any equity shares in Target Company, however promoter group of the Target Company holds 40.40% of the Share Capital of the Target Company. Acquirers intend to acquire up to 34.60% (Thirty Four point Six Per Cent) of the Share Capital (which constitutes 34.27% (Thirty Four point Two Seven Percent) of the Diluted Share Capital) of the Target Company under the Open Offer, which assuming full acceptance, would result in the Acquirers, and other promoter and promoter group entities holding up to 75% of the Share Capital (which constitutes up to 74.30% (Seventy Four point Three Per Cent) of the Diluted Share Capital) of the Target Company.

3) The Acquirers reserve the right to streamline/restructure the operations, assets, liabilities and/or businesses of the Target Company through arrangement/reconstruction, restructuring, demerger and/or sale of assets or undertakings, at a later date, as may be allowed under the then prevailing/applicable act, rules, regulation, guidelines etc. The Acquirers may also dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalizing the assets, investments or liabilities of the Target Company and/or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and subject to the prevailing applicable laws.

4) Except as disclosed in this DLOF, the Acquirers do not currently have any intention to alienate any material assets of the Target Company or of any of its subsidiaries outside the ordinary course of business for a period of 2 years after completion of the Open Offer, other than those already disclosed and/or publicly announced by the Target Company. Other than the above, if the Acquirers intend to alienate any material asset of the Target Company or any of its subsidiaries, within a period of 2 years from completion of the Offer, the Target Company shall seek the approval of its shareholders as per proviso to Regulation 25(2), to the extent applicable.

III. Background of the Acquirers

A. Information about Siva Enterprises Private Limited ("Acquirer 1"):

1) Siva Enterprises Private Limited is a private limited company, having its registered office at Max House, 1, Dr. Jha Marg, Okhla, New Delhi- 110020, incorporated under the provisions of the Companies Act, 2013 on January 05, 2016, with the Registrar of Companies, NCT of Delhi and Haryana. There has been no change in the name of Acquirer 1 since incorporation.

2) Acquirer 1 is in the business of manufacture, import, export or otherwise deal in all types of films, sheeting foils, mouldings, casting etc., to provide management services and consultancy services and to promote, hold and nurture companies having similar objects as of the company and carrying on any business (including through associates, subsidiaries and joint ventures) whether in India or elsewhere.

3) Acquirer 1 belongs to the promoter group of the Target Company and does not belong to any other group of companies.

4) Mr. Sahil Vachani is the director and promoter of Acquirer 1 and is also the Managing Director and Chief Executive Officer of the Target Company.

5) Mrs. Tara Singh Vachani is the director and promoter of Acquirer 1. She is also the promoter of the Target Company holding 20,000 Equity Shares representing 0.04% of the Share Capital and Diluted Share Capital of the Target Company.

6) The issued, subscribed and paid up capital of Acquirer 1 as on the date of this DLOF is ₹ Rs. 50,100,000/- (Rupees Fifty Million and One Hundred Thousand only) divided into 5,010,000 equity share of ₹ 10/- each and the shareholding pattern of Acquirer 1 is as follows:

S.No.	Category of the Shareholder	No. of equity shares held	%
1	Promoters	50,10,000	100
2	FII / Mutual Funds / FIs / Banks	Nil	Nil
3	Others	Nil	Nil
	Total	**50,10,000**	**100**

7) The Acquirer 1 has issued and allotted 1,186,233 compulsory convertible debentures of face value ₹100 for cash at par amounting to ₹ 118,623,300 (Rupees One Hundred Eighteen Million Six Hundred Twenty Three Thousand and Three Hundred Only) to Mr. Analjit Singh.

8) The details of directors of Acquirer 1 as on the date of this DLOF are as follows:

Name and Director Identification Number	Date of Appointment	Designation	Qualifications	Experience	Whether on the board of directors of the Target Company
Mr. Sahil Vachani DIN: 00761695	05/01/2016	Director	Bachelors degree in Management Sciences from University of Warwick, U.K.	Mr. Sahil Vachani has diverse experience across various sectors including consumer durables and real estate. He started his career as an investment banker with Citigroup in London, where he worked on mergers and acquisitions across the Middle East and Africa region. In the year 2004, he joined Dixon Technologies, a consumer appliance manufacturing firm as business head. His next career progression was in the year 2008 as Co-founder and Managing Director of Dixon Appliances Pvt. Ltd – a complete solutions provider for home appliances to the largest brands in India.	Yes, Managing Director and Chief Executive Officer of the Target Company
Mrs. Tara Singh Vachani DIN: 02610311	05/01/2016	Director	Majored in politics and South Asian studies at the National University of Singapore, Strategy management at the London School of Economics and hospitality business strategy and management at Ecole hotelier de Lausanne. Switzerland.	She is the Chief Executive Officer and Managing Director of Antara Senior Living Limited. She is the Non-Executive Director of Max India Limited.	No

9) None of the securities issued by Acquirer 1 are listed on any stock exchanges in India or abroad.

10) Acquirer 1 has not been prohibited by SEBI, from dealing in securities pursuant to the terms of any directions issued under section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any regulations made under the SEBI Act.

11) Acquirer 1 has not acquired Equity Shares or any other securities of the Target Company since its incorporation and hence the applicable provisions of Chapter V of SEBI SAST Regulations are not applicable.

12) Brief financial information of the Acquirer 1, as derived from the audited standalone financial statements as at and for the financial period ended March 31, 2016 is as follows:

Profit and Loss Statement **(In millions)**

Particulars	**₹**
Income from operations	-
Other Income	-
Total Income	**-**
Total Expenditure	0.01
Profit Before Depreciation Interest and Tax	**(0.01)**
Depreciation	-
Interest	-
Loss Before exceptional item and Tax	**(0.01)**
Extraordinary items	-
Loss Before Tax	**(0.01)**
Provision for Tax	-
Loss After Tax	**(0.01)**

Balance Sheet Statement **(In millions)**

Particulars	**As at March 31, 2016**
Sources of funds	
Paid up share capital	0.10
Reserves and Surplus	(0.01)
Networth	**0.09**
Secured Loans	**-**
Long Term Provisions	**-**
Current Liabilities	0.82
Total	**0.91**
Uses of funds	
Net fixed assets	**-**
Non-Current Investments	**-**
Other Non-Current Assets	**-**
Long Term Loans and Advances	**-**
Current Assets	0.91
Total	**0.91**

Other Financial Data

Particulars	Period Ending March 31, 2016
Dividend (%)	-
Basic and Diluted EPS (₹)	(1.02)

Contingent Liabilities as March 31, 2016 – Nil.

Notes:

a) *The financial information for the financial period ending March 31, 2016 has been extracted from the audited standalone financial statements of Acquirer 1 audited by AKAR & Associates., Chartered Accountants, Firm Regn No. 003753N, the statutory auditor of Acquirer1.*

B. Information about P V T Ventures Private Limited ("Acquirer 2")

1) P V T Ventures Private Limited is a private limited company, having its registered office at Max House, 1, Dr. Jha Marg, Okhla, New Delhi- 110020, incorporated under the provisions of the Companies Act, 2013 on December 14, 2015, with the Registrar of Companies, NCT of Delhi and Haryana. There has been no change in the name of Acquirer 2 since incorporation.

2) Acquirer 2 is in the business of manufacture, import, export or otherwise deal in all types of films, sheeting foils, mouldings, casting etc.; to provide management services and consultancy services and to promote, hold and nurture companies having similar objects as of the company and carrying on any business (including through associates, subsidiaries and joint ventures) whether in India or elsewhere.

3) Acquirer 2 belongs to the promoter group of the Target Company and does not belong to any other group of companies.

4) Mr. Analjit Singh is the director and promoter of Acquirer 2. He is also the promoter, Chairman and Director of the Target Company holding 1,175,357 Equity Shares representing 2.20% of the Share Capital and 2.18% of the Diluted Share Capital of the Target Company.

5) Mrs. Neelu Analjit Singh is the director and promoter of Acquirer 2. She is also the promoter of the Target Company holding 20,000 Equity Shares representing 0.04% of the Share Capital and Diluted Share Capital of the Target Company.

6) Ms. Piya Singh is the director of Acquirer 2. She is also the promoter of the Target Company holding 22,066 Equity Shares representing 0.04% of the Share Capital and Diluted Share Capital of the Target Company.

7) The issued, subscribed and paid up capital of Acquirer 2 as on the date of this DLOF is ₹ 132,600,000/- (Rupees One Hundred Thirty Two Million and Six Hundred Thousand only) divided into 13,260,000 (Thirteen Million Two Hundred and Sixty Thousand only) equity share of ₹ 10/- each and the shareholding pattern of the Acquirer 2 is as follows:

S.No.	Category of the Shareholder	No. of equity shares held	%
1	Promoters	13,260,000	100
2	FII / Mutual Funds / FIs / Banks	Nil	Nil
3	Others	Nil	Nil
	Total	**13,260,000**	**100**

8) The Acquirer 2 has issued and allotted 3,103,768 compulsory convertible debentures of face value ₹100 for cash at par amounting to ₹ 310,376,800 (Rupees Three Hundred Ten Million Three Hundred Seventy Six Thousand and Eight Hundred Only) to Mr. Analjit Singh.

9) The details of directors of Acquirer 2 as on the date of this DLOF are as follows:

Name and Director Identification Number	Date of Appointment	Designation	Qualifications	Experience	Whether on the board of directors of the Target Company
Mr. Analjit Singh DIN: 00029641	14/12/2015	Director	An alumnus of the Doon School and Shri Ram College of Commerce, University of Delhi. MBA from Graduate School of Management, Boston University. In 2015, he has been conferred with a honorary doctorate by Amity University.	Mr. Analjit Singh, is the Founder and Chairman Emeritus of the Max Group, and Chairman of the Target Company and Antara Senior Living Limited. An industry statesman, he was awarded the 'Padma Bhushan', one of India's top civilian honours in 2011. He is also the Chairman of Vodafone India, and is on the board of directors of Tata Global Beverages and Sofina NV/SA, Belgium. He has significant interests in real estate in India and lifestyle related ventures in the Western Cape, South Africa, pertaining to viticulture, wine making and hospitality. Mr. Analjit Singh is a member of the Founder, executive board of the Indian School of Business (ISB), India's top ranked B-School, and has served as Chairman of board of governors of the Indian Institute of Technology (IIT), Roorkee – India's most prestigious engineering college. He has been honoured with the Ernst and Young Entrepreneur of the Year Award (Service Category) and the Golden Peacock Award for Leadership and Service Excellence. In 2014 he was awarded with Spain's second highest civilian honour, the Knight Commander of the Order of Queen Isabella and the Distinguished Alumni Award from Boston University.	Yes Chairman and Director of the Target Company

Mrs. Neelu Analjit Singh DIN:00030620	14/12/2015	Director	Graduate in Political Science from Lady Shriram College, New Delhi	She is the Chief Executive Officer of New Delhi House Services Limited since September, 1999. She is holding directorships in various companies belonging to Mr. Analjit Singh.	No
Ms. Piya Singh DIN: 00142112	31/05/2016	Director	Diploma in Childcare Education from Royal Masonic School for Girls, Rickmansworth, UK	Ms. Piya Singh started her career in 2003 with Max Healthcare as Team Member – Pediatric Services and re-designated as Management Assistance to Chief Administrator & Medical Superintendent effective March, 2005. Further, she has been re-designated as Executive – Patient Relations (Pediatrics) effective July 25, 2006.	No

10) None of the securities issued by Acquirer 2 are listed on any stock exchanges in India or abroad.

11) Acquirer 2 has not been prohibited by SEBI, from dealing in securities pursuant to the terms of any directions issued under section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any regulations made under the SEBI Act.

12) Acquirer 2 has not acquired Equity Shares or any other securities of the Target Company since its incorporation and hence the applicable provisions of Chapter V of SEBI SAST Regulations are not applicable.

13) Brief financial information of the Acquirer 2, as derived from the audited standalone financial statements as at and for the financial period ended March 31, 2016 is as follows:

Profit and Loss Statement **(In millions)**

Particulars	**₹**
Income from operations	-
Other Income	-
Total Income	**-**
Total Expenditure	0.11
Loss Before Depreciation Interest and Tax	**0.11**
Depreciation	-
Interest	-
Loss Before exceptional item and Tax	**(0.11)**
Extraordinary items	-
Loss Before Tax	**(0.11)**
Provision for Tax	-
Loss After Tax	**(0.11)**

Balance Sheet Statement **(In millions)**

Particulars	As at March 31, 2016
Sources of funds	
Paid up share capital	0.10
Reserves and Surplus	(0.11)
Networth	**(0.01)**
Secured Loans	-
Long Term Provisions	-
Current Liabilities	1.59
Total	**1.58**
Uses of funds	
Net fixed assets	-
Non-Current Investments	-
Other Non-Current Assets	-
Long Term Loans and Advances	-
Current Assets	1.58
Total	**1.58**

Other Financial Data

Particulars	Period Ending March 31, 2016
Dividend (%)	-
Basic and Diluted EPS (₹)	(10.58)

Contingent Liabilities as March 31, 2016 – Nil.

Notes:
The financial information for the financial period ending March 31, 2016 has been extracted from the audited standalone financial statements of Acquirer 2 which have been audited by AKAR & Associates., Chartered Accountants, Firm Regn No. 003753N, the statutory auditor of Acquirer 2.

IV. Background of the Target Company

Note: The information in this section has been sourced from information published by the Target Company or publicly available sources and confirmations provided by the Target Company.

1) Max Ventures and Industries Limited was originally incorporated as Capricorn Ventures Limited on January 20, 2015 under the Companies Act, 2013 in the State of Punjab as a public limited company and obtained fresh certificate of incorporation subsequent to change of name on January 22, 2016 under the Scheme and the Companies Act, 2013. The corporate identity number of the Target Company is U85100PB2015PLC039204.

2) The Registered Office of the Target Company is situated at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144533.

3) The Target Company is currently through its subsidiaries engaged in the business of manufacture of speciality and value added BOPP films of differentiated quality used in flexible packaging of food, confectionery and fast moving consumer goods, as well as in industrial packaging. The Company is also engaged in the development of real estate projects through its wholly owned subsidiary Max Estates Limited and is also exploring (i) potential opportunities in the education sector, including setting up of a boarding school from Kindergarten to Grade 12 on an international curriculum; and (ii) strategic investment in key growth sub-sectors, such as, food and beverages, healthcare, technology, lifestyle and education.

4) As of the date of this DLOF, the total authorised share capital of the Target Company is ₹ 600,000,000 (Rupees Six Hundred million only) consisting of 60,000,000 Equity Shares. The capital structure of the Target Company as of the date of this DLOF is as follows:

Equity Shares of Target Company	No. of Equity Shares/ voting rights	% of voting rights
Fully paid up Equity Shares	53,396,800	99.07
Partly paid Up Equity Shares	-	-
Total paid up Equity Shares	53,396,800	99.07
Employee Stock Options / Convertibles outstanding	500,711	0.93
Total voting rights in Target Company	53,897,511	100.00

5) As on the date of this DLOF, apart from 500,711 employee stock options outstanding, there are no outstanding partly paid up equity shares or convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company.

6) The Equity Shares of the Target Company are listed on BSE Limited (Scrip Code: 539940; Scrip ID: MAXVIL) and National Stock Exchange of India Limited (Symbol: MAXVIL) under the ISIN –INE154U01015 and are not frequently traded in terms of Regulation 2(1)(j).

7) As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Name	Director Identification Number	Date of appointment	Designation
Mr. Analjit Singh	00029641	15/01/2016	Chairman
Mr. Mohit Talwar	02394694	15/01/2016	Vice Chairman
Mr. Sahil Vachani	00761695	15/01/2016	Managing Director & CEO
Mrs. Sujatha Ratnam	00403024	15/01/2016	Non Executive Director
Mr. N C Singhal	00004916	15/01/2016	Independent Director
Mr. D K Mittal	00040000	15/01/2016	Independent Director
Mr. Ashok Brijmohan Kacker	01647408	15/01/2016	Independent Director
Mr. K .Narasimha Murthy	00023046	15/01/2016	Independent Director
Dr. Subash K. Bijlani	01040271	15/01/2016	Independent Director
Mr. Sanjeev Kishen Mehra	02195545	15/01/2016	Non Executive Director
Ms. Lavanya Ashok	03453279	10/05/2016	Alternate Director

8) Apart from Mr. Sahil Vachani the Director and Promoter of Acquirer 1 and the Managing Director and Chief Executive Officer of the Target Company and Mr. Analjit Singh the Director and Promoter of Acquirer 2 who is also the promoter, Chairman and Director of the Target Company holding 1,175,357 Equity Shares representing 2.20% of the Share Capital and 2.18% of the Diluted Share Capital of the Target Company, no other director of the Target Company has any relationship with the Acquirers. Mr. Sahil Vachani and Mr. Analjit Singh have not participated and will 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, in their capacity as directors of the Target Company in accordance with Regulation 24(4).

9) Pursuant to order dated December 14, 2015 of the Hon'ble High Court of Punjab and Haryana sanctioning the composite scheme of arrangement under Sections 391 to 394 of the Companies Act, 1956 and subsequent amendments thereto ("**Scheme of Arrangement**"), involving Max Financial Services Limited (then Max India Limited) ("**MFSL**"), Taurus Ventures Limited (now renamed as "**Max India Limited**") and the Target Company, MFSL had transferred "MSF Demerged Undertaking" to the Target Company, inter-alia, including MFSL's investments in its subsidiary, namely, Max Specialty Films Limited. Pursuant to the said Scheme of Arrangement, in consideration of transfer, one Equity Share of Rs. 10/- each was issued to each shareholder of MFSL for every five equity shares of face value of INR 2 each held in MFSL.

10) The aforesaid order of the Hon'ble High Court of Punjab & Haryana was filed by Company with the Registrar of Companies, Chandigarh, Punjab on January 15, 2016 which is the effective date of the Scheme of Arrangement. The Scheme of Arrangement stood effective from April 1, 2015 (being the Appointed Date). Pursuant to the receipt of the approval from the Foreign Investment Promotion Board on February 19, 2016, the Board of Directors of the Target Company at their meeting held on March 7, 2016 allotted the equity shares to the shareholders of MFSL in accordance with the said Scheme of Arrangement.

11) Apart from demerger as stated above, there has been no mergers/demergers/spin-offs involving the Target Company during the last three (3) years.

12) As of this date of this DLOF, all the Equity Shares of the Target Company are listed on the Stock Exchanges. The trading of Equity Shares of the Target Company has not been suspended on any of the Stock Exchanges where such Equity Shares are listed.

13) Brief financial information of the Target Company as extracted from the audited consolidated financial statements as at and for the period ended March 31, 2016 are as follows:

Profit and Loss Statement **(₹ In millions)**

Particulars	**For the period January 20, 2015 to March 31, 2016**
Income from operations	7026.97
Other Income	80.38
Total Income	**7107.35**
Total Expenditure	6298.96
Profit Before Depreciation Interest and Tax	**808.39**
Depreciation	192.00
Interest and Other financial cost	343.88
Profit Before Tax and Exceptional item	**272.51**
Exceptional item	0.00
Profit Before Tax	**272.51**
Provision for Tax	78.64
Profit After Tax	**193.87**
Minority Interest	1.99
Net Profit after tax and minority interest	**191.88**

Balance Sheet Statement **(₹ In millions)**

Particulars	**As at March 31, 2016**
Sources of funds	
Paid up share capital	533.97
Reserves and Surplus	1565.41
Networth	**2099.38**
Minority Interest	15.77
Non Current Liabilities	1923.58
Current Liabilities	1648.27
Total	**5687.00**

Uses of funds	
Net fixed assets	2914.80
Non-Current Investments	0.00
Long Term Loans and advances	305.71
Current assets	2466.49
Total	**5687.00**

Other Financial Data

Particulars	**Period ended March 31, 2016**
Dividend (%)	-
Basic EPS (₹)	3.60
Diluted EPS (₹)	3.56

14) Shareholding pattern of the Target Company pre and post completion of the Offer is as follows:

a. Shareholding pattern on non-diluted basis

Shareholders' Category	**Shareholding & voting rights prior to the agreement/ acquisition and offer(1)**		**Shares /voting rights agreed to be acquired which triggered off the Regulations**		**Shares/Voting rights to be acquired in Open Offer (assuming full acceptances)**		**Shareholding / voting rights after the acquisition and Offer (assuming full acceptances)**	
	No. of equity shares	**%**	**No. of equity shares**	**%**	**No. of equity shares**	**No. of equity shares**	**%**	**No. of equity shares**
(1) Promoter Group including Acquirers								
Promoter Group								
a. Parties to agreement, if any	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b. Promoters other than (a) above	2,15,74,551	40.40	NIL	NIL	NIL	NIL	2,15,74,551	40.40
Total 1(a+b)	**2,15,74,551**	**40.40**	**NIL**	**NIL**	**NIL**	**NIL**	**2,15,74,551**	**40.40**
(2) Acquirers								
a. Main Acquirer	NIL	NIL	NIL	NIL	1,84,73,049	34.60	1,84,73,049	**34.60**
b. PACs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total 2(a+b)								
Total Promoter Group	**2,15,74,551**	**40.40**	**NIL**	**NIL**	**1,84,73,049**	**34.60**	**4,00,47,600**	**75.00**
(3) Parties to the agreement other than mentioned at (1) and (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(4) Public (other than parties to agreement and Acquirers)								
a) Institutions (Mutual Funds / UTI, FIs/ Banks/ FIIs/ FVCI etc.)	2,67,22,847	50.05	NIL	NIL	NIL	NIL	1,33,49,200	25.00
b) Others	50,99,402	9.55	NIL	NIL				
Total 4 (*a*+*b*)	**3,18,22,249**	**59.60**	**NIL**	**NIL**	**NIL**	**NIL**	**1,33,49,200**	**25.00**
GRAND TOTAL (1+2+3+4)	**5,33,96,800**	**100.00**	**NIL**	**NIL**	**1,84,73,049**	**34.60**	**5,33,96,800**	**100.00**

(1)Based on shareholding pattern as on June 18, 2016 i.e. date of Information Memorandum.

(2) The number of shareholders of the Target Company in the public category are 43,166.

b. Shareholding pattern on diluted basis:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer(1)		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/Voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and Offer (assuming full acceptances)	
	No. of equity shares	**%**	**No. of equity shares**	**%**	**No. of equity shares**	**%**	**No. of equity shares**	**%**
(1) Promoter Group including Acquirers								
Promoter Group								
a. Parties to agreement, if any	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b. Promoters other than (a) above	2,15,74,551	40.03	NIL	NIL	NIL	NIL	2,15,74,551	40.03
Total 1(a+b)	**2,15,74,551**	**40.03**	**NIL**	**NIL**	**NIL**	**NIL**	**2,15,74,551**	**40.03**
(2) Acquirers								
a. Main Acquirer	NIL	NIL	NIL	NIL	1,84,73,049	34.27	1,84,73,049	34.27
b. PACs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total 2(a+b)	**NIL**	**NIL**	**NIL**	**NIL**	**1,84,73,049**	**34.27**	**1,84,73,049**	**34.27**
Total Promoter Group	**2,15,74,551**	**40.03**	**NIL**	**NIL**	**1,84,73,049**	**34.27**	**40,047,600**	**74.30**
(3) Parties to the agreement other than mentioned at (1) and (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(4) Public (other than parties to agreement and Acquirers)								
a) Institutions (Mutual Funds / UTI, FIs/ Banks/ FIIs/ FVCI etc.)	26,722,847	49.58	NIL	NIL	NIL	NIL	13,349,200	24.77
b) Others	5,099,402	9.46	NIL	NIL				
Total (4)	**31,822,249**	**59.04**	**NIL**	**NIL**	**NIL**	**NIL**	**13,349,200**	**24.77**
Employee Stock Options Outstanding (5)	**500,711**	**0.93**	NIL	NIL	NIL	NIL	**500,711**	**0.93**
GRAND TOTAL (1+2+3+4+5)	**53,897,511**	**100**	**NIL**	**NIL**	**1,84,73,049**	**34.27**	**53,897,511**	**100.00**

(1)Based on shareholding pattern as on June 18, 2016 i.e. date of Information Memorandum.
(2) The number of shareholders of the Target Company in the public category are 43,166.

V. Offer Price and Financial Arrangements

A. Justification of Offer Price

1) The Offer is being made pursuant to an intention for acquisition of Equity Shares of the Target Company in compliance with the provisions of Regulation 3 at an Offer Price of ₹ 31.50 (Rupees Thirty One and Paisa Fifty only) per Equity Share payable in cash.

2) The Equity Shares of the Target Company are listed on BSE Limited (Scrip Code: 539940; Scrip ID: MAXVIL) and National Stock Exchange of India Limited (Symbol: MAXVIL) under the ISIN –INE154U01015 and are not frequently traded in terms of Regulation 2(1)(j).

3) The Equity Shares of the Target Company were allotted on March 07, 2016 and received listing and trading approval from the Stock Exchanges on June 20, 2016. The Equity Shares started trading on BSE and NSE on June 22, 2016. As such, there was no trading history for the Target Company, as on the date of the PA. Since the Equity Shares of the Target Company, during the twelve calendar months preceding the calendar month in which the PA was made, have trading turnover of less than 10.00% (Ten percent) of total number of shares of the Target Company, the Equity Shares of the Target Company are not frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.

4) The Offer Price of ₹ 31.50 (Rupees Thirty One and Paisa Fifty only) per Equity Share of the Target Company is justified in terms of Regulation 8(2), in view of the following:

Particulars	**Price per Equity Share (₹)**
(a) the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	NA
(b) the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement	The Acquirers have not acquired any shares of the Target Company during the period
(c) the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty six weeks immediately preceding the date of the public announcement	The Acquirers have not acquired any shares of the Target Company during the period
(d) the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	NA as the equity shares are not frequently traded
(e) where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer 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.	31.41
Highest of the above	**31.41**

(1) M/s. D B M S & Associates, Chartered Accountants with Firm Registration No. 026573N having its office at 121, Pocket 1, Jasola, New Delhi – 110 025; Telephone Number: +91 11 4654 4172; vide its certificate dated June 22, 2016, has certified the workings of offer price, considering the Hon'ble Supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30) by using i) Net Asset Value method and (ii) Price Earning Capacity Value method.

5) There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9).

6) As of the date of this Draft Letter of Offer, there has been no revision in the Offer Price or to the Offer Size.

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

8) The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards up to three (3) Working Days prior to the commencement of the Tendering Period in terms of Regulation 18(4), i.e. up to Monday, August 08, 2016, in accordance with the SEBI SAST Regulations.

9) An upward revision to the Offer Price and/or the Offer Size, if any, would be done in compliance with other formalities prescribed under the SEBI SAST Regulations. In the event of such revision, the Acquirers shall:

(a) make further deposits into the Escrow Account;

(b) issue a supplement to the Letter of Offer in the same newspapers in which the DPS has been published; and

(c) simultaneously with the issue of such supplement, inform the Stock Exchanges, SEBI and the Target Company at its registered office of such revision.

10) The Acquirers would pay such revised price for all the Equity Shares validly tendered and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

B. Financial Arrangements

1) The Offer Size is ₹ 581,901,044 (Rupees Five Hundred and Eighty One Million Nine Hundred and One Thousand Forty Four only) assuming full acceptance of the Equity Shares tendered in this Offer.

2) In accordance with Regulation 17(4), Acquirers, the Manager to the Offer and Axis Bank Limited, having its registered office at "TRISHUL, Third Floor, Opp. Samartheshwar Temple, Nr. Law Garden, Ellisbridge, Ahmedabad – 380 006 have entered into an escrow agreement on June 22, 2016. Pursuant to the Escrow Agreement, Acquirers have established an escrow account under the name and title of "MVIL – Open Offer Escrow Account" bearing no. 916020035751364 ("**Escrow Account**") with the Escrow Bank at its branch at U.G.F. & 1st Floor 40 B/2, Block B, Sector 1, Noida, Uttar Pradesh - 201301 and has made a cash deposit of ₹145,500,000/- (Rupees One Hundred Forty Five Million and Five Hundred Thousand only) in the Escrow Account in accordance with Regulation 17 (1) read with Regulation 17(3)(a) for an amount equivalent to 25% (twenty five percent) of the Maximum Consideration. The cash deposit has been confirmed pursuant to a confirmation letter dated June 23, 2016, issued by the Escrow Bank. The Manager to the Offer has been solely authorised by Acquirers to operate and realise the monies lying to the credit of the Escrow Account in terms of Regulation 17(5).

3) In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account shall be increased by the Acquirers in terms of Regulation 17(2), prior to effecting such revision.

4) M/s. DBMS & Associates, Chartered Accountants with Firm Registration No. 026573N having their office at 121, Pocket 1, Jasola, New Delhi – 110025; Telephone Number: +91-11-46544172; vide its certificate dated June 22, 2016, have certified that the Acquirers have made firm financial arrangements to meet their payment obligations under the Offer.

5) The Acquirers have issued and allotted securities (i.e. equity and compulsory convertible debentures) and thereupon have firm and adequate financial arrangements through cash and cash equivalents to meet the payment obligations under the Offer and will be able to implement the Offer.

6) Based on the above, the Manager to the Offer is satisfied of the ability of the Acquirers to implement the Offer in accordance with the SEBI SAST Regulations and that firm financial arrangements have been made by the Acquirers, through verifiable means, to fulfill their obligations under the Offer.

7) In case of any upward revision in the Offer Price or the Offer Size, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirers in terms of Regulation 17(2), prior to effecting such revision.

VI. Terms and Conditions of the Offer

1) The Tendering Period will commence on Friday, August 12, 2016 and will close on Monday, August 29, 2016.

2) The Offer is not conditional and is not subject to any minimum level of acceptance.

3) The Offer is being made to all Eligible Shareholders (i) whose names appear in the register of members of the Target Company at the close of business hours on Friday, July 29, 2016, i.e. the Identified Date, (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories as on the Identified Date and (iii) to persons who acquire Equity Shares before the closure of the Tendering Period and tender these Equity Shares into the Offer in accordance with this Draft Letter of Offer. Persons who have acquired Equity Shares (irrespective of the date of purchase) but whose names do not appear on the register of members of the Target Company on the Identified Date are also eligible to participate in the Offer.

4) This Letter of Offer specifying the detailed terms and conditions of the Offer along with the Form of Acceptance-cum-Acknowledgement will be mailed to all the Eligible Shareholders as on the Identified Date. Non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the Draft Letter of Offer would be dispatched to each of the Eligible Shareholders is Friday, August 05, 2016. In terms of Regulation 18 (2) the letter of offer shall be dispatched to the shareholders whose names appear on the register of members of the target company as of the identified date. The Acquirer may refrain himself from dispatch of the Letter of Offer, where local laws or regulations of any jurisdiction outside India exposes the Acquirer to material risk of civil, regulatory or criminal liabilities in the event the Letter of Offer in its final form were to be sent into such jurisdiction, and the shareholders resident in such jurisdiction hold shares entitling them to less than five per cent of the voting rights

of the target company. Every person holding shares, regardless of whether he held shares on the identified date or has not received the letter of offer, shall be entitled to tender such shares in acceptance of the open offer.

5) There shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares in the Offer. The Eligible Shareholders who tender their Equity Shares under the Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and shall ensure that such Equity Shares when acquired by the Acquirers will be acquired free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including but not limited to the rights to all dividends, bonus and rights declared thereafter.

6) Eligible Shareholders to whom the Offer is being made are free to offer their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by an Eligible Shareholder, the Manager to the Offer and the Acquirers reserve the right to reject the acceptance of this Offer from such Eligible Shareholder.

7) Eligible Shareholders who have tendered shares in acceptance of the Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

8) The Acquirers shall not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.

9) The instructions, authorisations and provisions contained in the Form of Acceptance-cum- Acknowledgement constitute an integral part of the Letter of Offer.

10) The Acquirers shall, within ten (10) Working Days from the last date of the Tendering Period of the Offer, complete all requirements under the SEBI SAST Regulations and other applicable law relating to the Offer including payment of consideration to the Eligible Shareholders who have validly tendered their acceptance to the Offer and for that purpose open a special account provided under Regulation 21(1).

Statutory and other approvals

11) To the best knowledge and belief of the Acquirers, as of the date of this Draft Letter of Offer, there are no statutory approvals required by the Acquirers to implement the Offer. If any statutory approvals are required or become applicable by the Acquirers prior to completion of the Offer, the Offer will be subject to such statutory approval(s) and the Acquirers shall make necessary applications for such approvals. If such statutory approval(s), as may be required at a later date, are not obtained or in the event any such statutory approval is finally refused, the Acquirers shall have the right to withdraw the Offer in terms of Regulation 23.

12) NRI and OCB Eligible Shareholders, must obtain all requisite approvals required to tender such Equity Shares held by them, in this Offer including without limitation, the approval from the RBI or FIPB and submit such approvals along with the documents required to accept this Offer. In the event such approvals are not submitted by NRI and OCB Eligible Shareholders, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, Eligible Shareholders who are not persons resident in India (including NRIs, OCBs and foreign institutional investors) had obtained 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. If, the Equity Shares are held under general permission of the RBI, the non-resident Eligible Shareholder should state that the Equity Shares are held under general permission and whether on repatriable basis or non repatriable basis. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

13) In case of delay/non-receipt of any approval, SEBI may, if satisfied that non-receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Eligible Shareholders as directed by SEBI, in terms of Regulation 18(11).

VII. Procedure for Acceptance and Settlement of the Offer

1) The Open Offer will be implemented by the Acquirers through stock exchange mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

2) BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.

3) The facility for acquisition of shares through stock exchange mechanism pursuant to the Offer shall be available on the NSE and BSE in the form of a separate window (Acquisition Window).

4) The Acquirer has appointed M/s. O. J. Financial Services Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

5) The Contact details of the Buying Broker are as mentioned below:

Name: M/s. O. J. Financial Services Limited
SEBI Registration Number: NSE-INB230772831; BSE – INZ010003234, CIN: U74899DL1993PLC051937
Address: 231, IJS Palace, 320, Delhi Gate Bazar, Asaf Ali Road, New Delhi-110002
Contact Person: Mr. Arun Gupta / Mr. Lokesh Gupta
Tel.: 011-49670000; Direct : 011-23250600; Fax No. : 011-23288332; Email: oj@ojfin.com

All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during the Tendering Period.

6) Separate Acquisition window will be provided by NSE and BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.

7) The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during the Tendering Period.

8) Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).

9) Procedure for tendering Equity Shares held in dematerialised Form:

a) The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker indicating to their broker the details of Equity Shares they intend to tender in Open Offer.

b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.

c) For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.

e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the exchange bidding system to the Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered etc.

f) The Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

All non-resident Shareholders (i.e. Shareholders not residing in India) holding physical and/or demat Equity Shares and all resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in physical mode are mandatorily required to fill the Form of Acceptance-Cum-Acknowledgement. The non-resident Shareholders holding Equity Shares in demat mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to the Registrar to the Offer at their address given on the cover page of this LoF. The Shareholders (resident and non-resident)holding Equity Shares in physical mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to their respective Selling Broker who shall forward these documents to the Registrar to the Offer.

10) Procedure to be followed by registered Shareholders holding Equity Shares in the physical form

(i) Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including:

a) The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares

b) Original share certificates

c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order) and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer

d) Self-attested copy of the Shareholder's PAN Card;

e) Any other relevant documents such as (but not limited to):

- Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement
- Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
- Necessary corporate authorisations, such as Board Resolutions etc., in case of companies

(ii) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, voter identity card or passport.

(iii) Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

(iv) After placement of order, as mentioned in paragraph 10.(iii), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 10.(i) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as "**Max Ventures and Industries Limited – Open Offer**". One copy of the TRS along with supporting documents will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

(v) Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the stock exchanges shall display such orders as unconfirmed physical bids "Once, Registrar to the Offer confirms the orders it will be treated as Confirmed Bids".

(vi) In case any person has submitted Equity Shares in physical form for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before the Offer Closing Date.

11) Modification / cancellation of orders will not be allowed during the period the Offer is open.

The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the Tendering Period.

12) Procedure for tendering the shares in case of non-receipt of Letter of Offer

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date.

In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by NSE and BSE before the closure of the Offer.

13) Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.

14) The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard

15) Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, 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.

16) Settlement Process

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation

The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

17) Settlement of Funds / Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / custodian participant will receive funds payout in their settlement bank account. The Selling Brokers / custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11).

18) COMPLIANCE WITH TAX REQUIREMENTS:

Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if securities transaction tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH THE ON-MARKET TENDER OFFER ROUTE AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

19) Tax deduction at source:

a. In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 (“Income Tax Act”) the Acquirers shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.

b. In the case of non-resident Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Shareholder. It is therefore recommended that the non-resident Shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

20) Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act.

21) If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For Resident Shareholders

a. Self-attested copy of PAN card
b. Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (Certificate for Deduction of Tax at Lower Rate)
c. For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any).

For Non-Resident Shareholders

a. Self-attested copy of PAN card
b. Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (Certificate for Deduction of Tax at Lower Rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest)
c. Tax Residency Certificate and a no 'permanent establishment'/business connection declaration

In an event of non-submission of NOC or Certificate for Deduction of Tax at Nil/Lower Rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, by the Acquirer.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

22) Issue of tax deduction at source certificate

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

The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

VIII. Documents for Inspection

Copies of the following documents will be available for inspection to the Eligible Shareholders at the office of the Manager to the Offer at 1st floor, Axis House, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025, on any Working Day, *i.e.* Monday to Friday and not being a bank holiday in Mumbai, between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of the Offer:

1. Copies of the memorandum and articles of association of the Acquirers;

2. Audited standalone financial statements for the financial period ended March 31, 2016 of the Acquirers;

3. Information Memorandum of the Target Company dated June 18, 2016.

4. Certificate dated June 22, 2016 from M/s. DBMS & Associates, Chartered Accountants, certifying the adequacy of financial resources of the Acquirers to fulfill their Offer obligations;

5. Escrow Agreement dated June 22, 2016 amongst Acquirers, Axis Bank Limited and the Manager to the Offer;

6. Letter dated June 23, 2016 from Axis Bank Limited, confirming the deposit of ₹ 145,500,000 in the Cash Escrow Account and a lien in favour of Manager to the Offer;

7. Pricing certificate for calculations of Offer Price dated June 22, 2016 from M/s. DBMS & Associates, Chartered Accountants;

8. Copy of the Public Announcement dated June 22, 2016 and published copy of the Detailed Public Statement dated June 28, 2016 and the Offer opening advertisement to be published as per regulation 18(7);

9. Copy of the recommendation of the committee of the independent directors of the Target Company to be published as per Regulation 26(7);

10. Copy of agreement dated June 22, 2016 between Acquirers and Registrar to the Offer.

11. Copy of the letter number [●] from SEBI dated [●] containing its comments on the DLOF.

IX. Declaration by the Acquirers

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company, the Acquirers have relied on the information provided by the Target Company or as available in public domain and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers accept full responsibility for the information contained in this Draft Letter of Offer in relation to them and the Offer, including the attached Form of Acceptance-cum- Acknowledgement (other than such information as has been obtained from public sources or provided or confirmed by the Target Company or any subsidiaries or entities controlled by the Target Company).

The Acquirers also accept full responsibility for their obligations under the Offer and shall be severally and jointly liable for ensuring compliance with the SEBI SAST Regulations.

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

Signed by

For and on behalf of the Acquirers

Siva Enterprises Private Limited

Mr. Sahil Vachani
Director

Place: New Delhi
Date: July 05, 2016

P V T Ventures Private Limited

Ms. Piya Singh
Director

Place: New Delhi
Date: July 05, 2016