DRAFT LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Draft Letter of Offer is sent to you as a shareholder(s) of ***NAMBURNADI TEA COMPANY LIMITED.*** If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER
By
BOKAHOLA TEA COMPANY PRIVATE LIMITED
(hereinafter referred to as "the Acquirer" or "BTCPL")
having its Registered Office at A.T Road, Tarajan, Jorhat- 785001, Assam
Tel. No.: (0376) 2309402, Fax No. (0376) 2300532; E-mail: bokaholajorhat@gmail.com.
To the shareholders of
NAMBURNADI TEA COMPANY LIMITED
(hereinafter referred to as "NTCL" or the "Target Company")
having its registered office at Namburnadi Tea Estate, P.O. Barpathar – 785 602, Dist. Karbi Anglong, Assam
and
Head Office at 52, Chowringhee Road, Kolkata – 700 071
Tel No.: (033) 2282-7778; Fax No: (033) 2282-2676/7838 ; E-mail: asen@assamco.com

For the acquisition of 9,299 (Nine Thousand Two Hundred And Ninety Nine Only) fully paid up equity Shares of Rs.10/- each representing 7.02% of total equity and voting share capital of the Target Company, at a price of Rs. 110/- (Rupees One Hundred and Ten Only) per equity share (the "**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**").

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.

2. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the Offer would be subject to all-statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

3. If there is any upward revision in the Offer Price/Size at any time up to three (3) working days prior to commencement of the tendering period viz 25.10.2012 in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement dated 12.09.2012 had appeared. If the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.

4. **If there is a competitive bid:**
   - **The Public Offer under all subsisting bids shall open and close on the same date.**
   - **As per the information available with the Acquirer/Target Company, no competitive bid has been announced as of the date of this Draft Letter of Offer (DLOF).**

5. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Detailed Public Statement/Draft Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.

6. The Offer is not subject to a minimum level of acceptance by the shareholders of NTCL and is not a conditional offer.

7. The Procedure for acceptance is set out in Para 7 of this DLOF. A Form of Acceptance is enclosed with this DLOF.

8. The Public Announcement, Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement) would also be available at SEBI website www.sebi.gov.in.

	MANAGER TO THE OFFER:		**REGISTRAR TO THE OFFER:**
	VC CORPORATE ADVISORS PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma 31 Ganesh Chandra Avenue, 2nd Floor, Suite No –2C, Kolkata-700 013. Phone No : (033) 2225-3940 / 3941 Fax : (033) 2225-3941 Email: mail@vccorporate.com		**MAHESHWARI DATAMATICS PVT. LTD.** SEBI REGN. NO. INR000000353 (Contact Person: Mr. S. Raja Gopal) 6, Mango Lane, 2nd Floor, Kolkata - 700 001 Tel No.: (033) 2243 5809/5029 Fax: (033) 2248 4784 E-mail: mdpl@cal.vsnl.net.in
	OFFER OPENS ON: NOVEMBER 01, 2012		**OFFER CLOSES ON: NOVEMBER 16, 2012**

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Date of the PA	05.09.2012	Wednesday
Publication of Detailed Public Statement in newspapers	12.09.2012	Wednesday
Last date of a Competing Offer	05.10.2012	Friday
Identified Date*	16.10.2012	Tuesday
Date by which the Letter of Offer will be dispatched to the shareholders	23.10.2012	Tuesday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	31.10.2012	Wednesday
Last date by which Board of the Target Company shall give its recommendation	30.10.2012	Tuesday
Date of commencement of tendering period	01.11.2012	Thursday
Date of closing of tendering period	16.11.2012	Friday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	03.12.2012	Monday

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

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with the Acquirer: -

1. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of NTCL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by SEBI.

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

3. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

4. **Risks involved in associating with the Acquirer:**

   The Acquirer intends to acquire 9,299 (Nine Thousand Two Hundred And Ninety Nine Only) fully paid up equity Shares of Rs.10/- each representing 7.02% of total equity and voting share capital of the Target Company, at a price of Rs. 110/- (Rupees One Hundred and Ten Only) per equity share, payable in cash under the SEBI (SAST) Regulations, 2011. NTCL does not have any partly paid-up equity shares as on the date of PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares. Post this Offer, the Acquirer will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 4 of the SEBI (SAST) Regulations.

   The Acquirer makes no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirer makes no assurance with respect to the financial performance of the Target Company.

5. The acquisition of 7.02% of the paid up equity share capital of NTCL pursuant to this Offer, together with the Sale Shares being acquired pursuant to the SPA, will result in the public shareholding in NTCL falling below the level required for continued listing. While the Acquirer and/or the Target Company is required to bring down the non-public shareholding to the level specified and within the time stipulated in the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), any failure to comply with the conditions of the SCRR and the Listing Agreement could have an adverse effect on the price and tradability of the Equity Shares.

6. The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

7. The risk factor set forth above pertains to the acquisition and the Offer and not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

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DEFINITIONS/ABBREVIATIONS

Acquirer or BTCPL	Bokahola Tea Company Private Limited
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of share
CSE	The Calcutta Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
DPS	Detailed Public Statement dated 12.09.2012
ECS	Electronic Clearing Service
Escrow Banker	HDFC Bank Limited
Equity and voting share capital	Rs. 13.24 Lacs divided into 1,32,375 equity shares of Rs.10/- each
FOA or Form of Acceptance	Form of Acceptance – cum – Acknowledgment accompanying this Letter of Offer
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Parties to the Share Purchase Agreement and the Share Purchase-cum- Subscription Agreement) are eligible to participate in the Offer any time before the Closure of the Offer
IFSC	Indian Financial System Code
LOF	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	05.09.2012 to 03.12.2012
Offer Price	Rs.110/- (Rupees One Hundred and Ten Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirer to acquire 9,299 equity shares of Rs.10/- each, representing 7.02% of the total equity and voting share capital at a price of Rs.110/- (Rupees One Hundred and Ten Only) per equity share
PA	Public Announcement dated 05.09.2012
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of NTCL except the Acquirer and parties to the Share Purchase Agreement
RBI	Reserve Bank of India
Registrar to the Offer	Maheshwari Datamatics Private Limited
Return on Net Worth	Profit After Tax/Net Worth
Sale Shares	123,076 equity shares of Rs. 10/- each at a price of Rs. 110/- per equity share forming part of the SPA between the Acquirer and the Seller
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations/ Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Seller or Present Promoter	M/s. Assam Company India Limited
SPA or Agreement	Share Purchase Agreement dated 05.09.2012 entered into between the Acquirer and the Seller
Target Company / NTCL	Namburnadi Tea Company Limited

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF NTCL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGETCOMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 18.09.2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

2. DETAILS OF THE OFFER:

2.1 Background of the Offer:

2.1.1 This Open Offer ("**Offer**") is being made by Bokahola Tea Company Private Limited (BTCPL) (hereinafter referred to as the **"Acquirer")** a company incorporated and duly registered under the Companies Act, 1956 in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the shareholders of Namburnadi Tea Company Limited (hereinafter referred to as "Target Company" or "NTCL") a company incorporated and duly registered under the Companies Act, VII of 1913 and having its registered office at Namburnadi Tea Estate P.O. Barpathar – 785 602, Dist. Karbi Anglong, Assam.

2.1.2 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.1.3 There is no person acting in concert ("**PAC**") along with the Acquirer.

2.1.4 The Acquirer is making an Open Offer to acquire 9,299 Equity Shares of Rs. 10/- each representing 7.02% of total equity and voting share capital of the Target Company, at a price of Rs. 110/- (Rupees One Hundred and Ten Only) per equity share ("**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**"), subject to the terms and conditions mentioned hereinafter.

2.1.5 The Acquirer has entered into the Share Purchase Agreement dated 05th September, 2012 with the present Promoter of the Target Company viz, Assam Company India Limited (the "**Seller**") to acquire from them in aggregate 1,23,076 (One Lacs Twenty Three Thousand and Seventy Six Only) equity shares of Rs. 10/- each representing 92.98% of the fully paid-up equity and voting share capital of the Target Company at a price of Rs. 110/- per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 1,35,38,360/- (Rupees One Crore Thirty Five Lacs Thirty Eight Thousand Three Hundred sixty Only). Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with the Regulation 3(1) & 4 of the SEBI (SAST) Regulations. The details of the seller are as under:

Name	**Address of the Seller**	**Tel No.**	**Fax No.**	**No. of Shares / Voting Rights Sold Through Share Purchase Agreement on 05th September, 2012**	**Percentage (%) of Share /Voting Rights to the total Shares/ Voting Rights as on 05th September 2012**
M/s. Assam Company India Limited	**Regd. Office**: Greenwood Tea estate, Dibrugarh, Assam- 786 001 **Head Office**: 52, Chowringhee Road, Kolkata – 700 071	033-22838306	033-22838334	1,23,076	92.98%
			Total	**1,23,076**	**92.98%**

2.1.6 Apart from 1,23,076 (One Lac Twenty Three Thousand and Seventy Six) fully paid up equity shares which the Acquirer has acquired pursuant to Share Purchase Agreement dated 5th September, 2012, the Acquirer does not hold any equity shares/ voting rights of NTCPL as on date of this DLOF .

2.1.7 The Acquirer has not acquired any equity shares of the Target Company during the fifty-two weeks period prior to the date of the PA i.e. 5th September 2012 apart from the shares acquired pursuant to the SPA.

2.1.8 The Manager to the Offer, M/s. VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

2.1.9 The Salient features of the Share Purchase Agreement are as follows:

a. The Seller holds 1,23,076 equity shares of the Target Company aggregating to 92.98% of the present paid up equity and voting share capital of the Target Company.

b. The Seller have agreed to sell and the Acquirer has agreed to acquire in aggregate 1,23,076 fully paid up equity shares of Rs.10/- each (“**Sale shares”**) representing 92.98% of the present paid up equity and voting share capital of the Target Company at a price of Rs. 110/- per share for cash aggregating to Rs. 1,35,38,360/- (“Purchase Price”).

c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period**.**

d. The Acquirer shall pay an amount not less than 25% of the Purchase Price to the Seller on the date of signing of the SPA and shall pay the balance consideration within one month of the date of signing of the SPA.

e. The Seller confirm having secured from all the existing Directors of the Company representing the Seller, the written undated resignations of all directors of the Target Company along with a written authority in favour of the Seller to deliver them to the Target Company on the Closing Date. Such written resignations contain a confirmation that the directors have no claim against the Target Company for compensation for loss of office or termination of employment or otherwise whether statutory or otherwise or for unpaid remuneration.

f. That the Acquirer and the Seller agree to abide by its obligations as contained in the SEBI (SAST) Regulations.

g. That in case of non-compliance of any provisions of the SEBI (SAST) Regulations; the Agreement for such sale shall not be acted upon by the Seller or the Acquirer.

2.1.10 The Acquirer has not been prohibited by SEBI from dealing in the securities, in terms of direction issued under Section 11B of SEBI Act 1992 as amended or under any other Regulations made under the SEBI Act.

2.1.11 Subject to satisfaction of the provisions under the Companies Act, 1956 and/ or any other Regulation(s), the Acquirer intends to make changes in the management of NTCL. The Acquirer intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof. The Acquirer proposes to appoint their representatives on the Board of the Target Company after the completion of all formalities relating to Open Offer under SEBI (SAST) Regulations, 2011 as they may deem fit.

2.1.12 The acquisition of 7.02% of the fully paid-up equity and voting share capital of NTCL, as eligible pursuant to SEBI (SAST) Regulations, under the offer, together with the equity shares being acquired under the SPA, will result in the public shareholding in NTCL falling below the level required for continued listing. To the extent the post offer holding of the Acquirer in NTCL exceeds the maximum permissible non public shareholding under Securities Contract (Regulation) Rules, 1957 as amended **(“SCRR”)** the Acquirer undertakes to reduce its shareholding to the level stipulated in the SCRR within the time specified in the SCRR and the Listing Agreement.

2.1.13 As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published.

2.2 Details of the proposed Offer:

2.2.1. The Acquirer has made a Detailed Public Statement pursuant to Public Announcement on September 12, 2012 in the following newspapers in accordance with the Regulation 14 (3):

Financial Express	English	All Edition
Jansatta	Hindi	All Edition
Kalantar	Bengali	Kolkata Edition
Dainik Agrodoot	Assamese	Guwahati Edition

2.2.2. This Open Offer is being made to all the equity shareholders of the Target Company as on 16th October 2012 (“**Identified Date**”), other than parties to the SPA.

2.2.3. The Target Company doesn’t have any partly paid up shares.

2.2.4. The Acquirer will accept all the equity shares of NTCL those that are tendered in valid form in terms of this Open Offer upto a maximum of 9,299 fully paid-up equity shares of Rs. 10/- each representing 7.02% of the total equity and voting share capital of the Target Company.

2.2.5. Since the date of the PA to the date of this Draft LOF, the Acquirer has not acquired any equity shares of NTCL.

2.2.6. This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations and not a competitive bid in terms of the Regulation 20 the SEBI (SAST) Regulations.

2.2.7. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

2.3 Object of the Offer:

2.3.1 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.3.2 The Acquirer intends to make changes in the management of NTCL in accordance with the SEBI (SAST) Regulations.

2.3.3 The Acquirer proposes to continue the existing business of the Target Company and may diversify its business activities with prior approval of the shareholders. The main purpose of takeover is to expand the Target Company's existing business activities in same line through exercising effective control over the Target Company.

2.3.4 The Acquirer do not have any plans to dispose off or otherwise encumber any significant assets of NTCL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

3. BACKGROUND OF THE ACQUIRER - BOKAHOLA TEA COMPANY PRIVATE LIMITED ("ACQUIRER"/"BTCPL"):

3.1 BTCPL having its registered office at A.T. Road, Tarajan, Jorhat- 785001, Assam was incorporated under the provisions of the Companies Act, 1956 on 14th June, 1967 as a Private Limited Company by the Registrar of Companies, Assam Shillong. The Corporate Identity Number (CIN) of BTCPL is U01132AS1967PTC001276.

3.2 BTCPL has been incorporated to carry on the business of cultivation & manufacturing of Tea. It is having tea cultivation and plantation area of around 220 hectres situated at Bokahola Tea Estate and one processing unit having manufacturing capacity of 38 lacs kg black tea per annum. The processing unit of the BCTPL is also situated at Bokahola Tea Estate.

3.3 BTCPL doesn't belong to any group. Mr. Kishore Kamal Bezboruah, Mr. Prabhat Kamal Bezboruah and Ms. Sharada Bezboruah are the present directors of the Company. The key Shareholders of BTCPL is Mr. Prabhat Kamal Bezboruah and also the main promoter of BTCPL and he along with his relatives holds the entire share capital of BTCPL.

3.4 BTPCL has complied with the disclosure requirement of Chapter V of SEBI (SAST) 2011 as applicable.

3.5 Shareholding pattern of BTCPL as on date of PA on 05th September, 2012 are as under:

Sl. No	Shareholder's Category	No. of Shares held	Percentage of Shares held (%)
1	Promoters and their relatives	2000	100
2	FII/ Mutual-Funds/FIs/Banks	Nil	0
3	Public Shareholding	Nil	0
	TOTAL		**100**

3.6 The board of directors of BTCPL as on the date of P.A on 05th September 2012 is as follows:

Sl. No	Name	Designation	Residential Address	Date of Appointment	DIN No.	Qualification	Experience	No. of Shares held in NTCL
1.	Kishore Kamal Bezboruah	Director	A. T. Road, Tarajan, Jorhat, 785001, Assam	15.01.1999	01602957	B.A.	20 years of experience on tea industry	NIL
2.	Prabhat Kamal Bezboruah	Managing Director	A. T. Road, Tarajan, Jorhat, 785001, Assam	18.08.1987	01715406	MBA (IIM, Kolkata)	25 years of experience on tea industry	NIL
3.	Sharada Bezboruah	Director	A. T. Road, Tarajan, Jorhat, 785001, Assam	11.06.2010	01734798	M.A.	Retired Principal of Jorhat College, Assam	NIL

3.7 None of above directors is on the board of directors of Target Company.

3.8 As on date of this DLOF, the Authorised Share Capital of BTCPL is Rs. 1,00,00,000 comprising of 10,000 equity shares of Rs. 1000/- each. The Issued, Subscribed & Paid-up Capital of the BTCPL is Rs. 20,00,000 comprising of 2,000 equity shares of Rs. 1000/- each.

3.9 Brief audited Financial Information of BTCPL as per the audited accounts for the year ended to 31.03.2009, 31.03.2010, 31.03.2011 and Un-audited Certified Financials for the year ended 31.03.2012 are as follows::

Profit & Loss Statement **(Rs. in Lacs)**

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Un-audited)
Income from Operations	2901.75	4172.27	5138.56	5180.40
Other Income	24.54	1.31	1.01	9.52
Total Income	2926.29	4173.58	5139.57	5189.92
Total Expenditure	2549.35	3504.17	4160.23	4120.99

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Un-audited)
Profit/ (Loss) before Interest, Depreciation and Tax	376.94	669.41	979.34	1068.93
Depreciation	43.31	73.10	95.98	103.53
Interest	36.45	69.67	80.55	161.41
Profit/ (Loss) before Tax	297.18	526.64	802.81	803.99
Provision for Tax (including fringe benefit tax)	49.25	140.89	91.91	150.52
Profit/ (Loss) after tax	247.93	385.75	710.90	653.47

Balance Sheet **(Rs. in Lacs)**

As on	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Un-audited)
Sources of funds				
Paid-up Share Capital	20.00	20.00	20.00	20.00
Reserves & Surplus (excluding revaluation reserves)	1433.75	1819.50	2530.40	3183.87
Less:- Miscellaneous Expenditure not written off	-	-	-	-
Deferred Tax Liability	23.18	77.53	15.56	15.56
Net Worth	1453.75	1839.5	2550.40	3203.87
Secured loans	298.83	534.39	858.43	1951.59
Unsecured loans	28.77	34.42	110.08	161.48
Total	1804.53	2485.84	3534.47	5332.50
Uses of funds				
Net Fixed Assets	393.19	566.94	386.12	426.64
Investments	495.38	558.20	562.52	1458.05
Net Current Assets	915.96	1360.70	2585.83	3447.81
Total Miscellaneous Expenditure not written off	-	-	-	-
Total	1804.53	2485.84	3534.47	5332.50

Other Financial Data

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Un-audited)
Dividend (%)	NIL	NIL	NIL	NIL
Earning Per Share (Rs.)	12396.50	19287.50	35545.00	32673.50
Return on Net worth (%)	17.05	20.97	27.87	20.40
Book Value Per Share (Rs.)	72687.50	91975.00	127520.00	160193.50

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
(ii) Return on Net Worth = Profit after Tax / Net Worth
(iii) Book Value per Share = Net Worth / No. of equity shares
(iv) Source: Audited Annual Reports **/** Certified Financial Statements

3.10 There are no contingent liabilities of BTCPL.

4. BACKGROUND OF NAMBURNADI TEA COMPANY LIMITED ("NTCL" or "TARGET COMPANY")

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

4.1 Namburnadi Tea Company Limited ("NTCL") was incorporated under Indian Companies Act, VII of 1913, on 6th December, 1913, in the name and style "Namburnadi Tea Company Limited" in the state of West Bengal. The CIN of the NTCL is L01132AS1913PLC001412. The present registered office of the Target Company is situated at P.O. Barpathar – 785 602, Dist. Karbi Anglong, Assam and head office is situated at 52, Chowringee Road, Kolkata – 700 071 , Tel No: (033) 2282-7778, Fax No: (033) 2282-2676/7838 and the email address of NTCL is asen@assamco.com. There is no change in the name of the Target Company since incorporation.

4.2 The Authorised Share Capital of NTCL is Rs. 25,00,000 comprising of 2,50,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed & Paid-up Capital of the NTCL is Rs. 13,23,750 comprising of 1,32,375 equity shares of Rs. 10/- each. NTCL does not have partly paid-up Equity Shares. All the shares of NTCL are in physical form. NTCL is yet to establish connectivity with both National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). No shares are subject to any lock in obligations.

4.3 As on date the Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.

4.4 The Share Capital of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid-up Equity Shares	1,32,375	100.00
Partly Paid-up Equity Shares	Nil	Nil
Total Paid-up Equity Shares	1,32,375	100.00
Total voting rights in the Target Company	1,32,375	100.00

4.5 The equity shares of NTCL are listed with The Calcutta Stock Exchange Limited ("CSE") only. The Scrip Code of the Target Company is "24144" and the marketable lot for equity shares of NTCL is Hundred (100) equity shares.

4.6 As on the date of this Draft LOF, the Board of Directors of NTCL is as follows:

Names of Directors	DIN No.	Designation	Date of Appointment
Shakti Khaitan	00051865	Director	30/10/2002
Ashoke Chand Laha	00053363	Director	13/03/2001
Suresh Chandra Varma	00748477	Director	30/10/2002

Note: As on the date of the Draft LOF, there are no persons on the Board of Directors of the Target Company, representing the Acquirer.

4.7 There has been no merger / demerger or spin off involving NTCL during the last 3 years.

4.8 The Target Company has no subsidiary.

4.9 Financial Information:

Brief audited Financial Information of NTCL as per the audited accounts for the year ended to 31.12.2009, 31.12.2010 31.12.2011 and Un-audited Certified Financials for the three (3) months period ended 31.03.2012 are as follows::

Profit & Loss Statement **(Rs. in Lacs)**

For the Year / Period Ended	31st December, 2009 (Audited)	31st December, 2010 (Audited)	31st December, 2011 (Audited)	For the period ended 31st March, 2012 (Un-audited Certified) for 3 month period
Income from Operations	556.82	634.21	650.35	53.45
Other Income	27.18	33.12	23.20	0.25
Total Income	**584.00**	**667.33**	**673.55**	**53.70**
Total Expenditure	476.34	595.03	658.96	168.34
Profit/ (Loss) before Interest, Depreciation and Tax	**107.66**	**72.30**	**14.59**	**(114.64)**
Depreciation	30.37	29.52	29.74	6.31
Interest	56.71	39.42	46.74	5.75
Profit/ (Loss) before Tax	**20.58**	**3.36**	**(61.89)**	**(126.70)**
Provision for Tax (including fringe benefit tax)	(0.13)	0.14	0.15	0.00
Profit/ (Loss) after tax	**20.71**	**3.22**	**(62.04)**	**(126.70)**

Balance Sheet **(Rs. in Lacs)**

As on	31st December, 2009 (Audited)	31st December, 2010 (Audited)	31st December, 2011 (Audited)	For the period ended 31st March, 2012 (Un-audited Certified) for 3 month period
Sources of funds				
Paid up share capital	13.24	13.24	13.24	13.24
Reserves & Surplus (excluding revaluation reserves)	607.18	610.40	548.35	421.66
Less: Miscellaneous Expenditure not written off	0.00	0.00	0.00	0.00
Net Worth	**620.42**	**623.64**	**561.59**	**434.90**
Secured loans	285.10	265.91	263.22	166.65
Unsecured loans	824.98	831.67	969.13	981.12
Total	**1730.50**	**1721.22**	**1793.94**	**1582.67**
Uses of funds				
Net Fixed Assets	1752.35	1789.30	1781.97	1775.66
Investments	0.00	0.00	0.00	0.00
Net Current Assets	(21.85)	(68.08)	(11.97)	(192.99)
Total Miscellaneous Expenditure not written off	0.00	0.00	0.00	0.00
Total	**1730.50**	**1721.22**	**1793.94**	**1582.67**

Other Financial Data

For the Year Ended	31stDecember, 2009 (Audited)	31st December, 2010 (Audited)	31st December, 2011 (Audited)	For the period ended 31st March, 2012 (Un-audited Certified) for 3 month period
Dividend (%)	0.00	0.00	0.00	0.00
Earning Per Share (Rs.)	15.45	2.43	(46.87)	(95.70)
Return on Net worth (%)	3.34	0.52	(11.05)	(29.13)
Book Value Per Share (Rs.)	468.60	471.03	424.16	328.47

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
(ii) Return on Net Worth = Profit after Tax / Net Worth
(iii) Book Value per Share = Net Worth / No. of equity shares
(iv) Source: Audited Annual Reports**/** Audited Financial Statements

4.10 Pre and Post-Offer Shareholding Pattern of NTCL (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	Share holding/voting rights Prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Share holding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		**(B)**		**(C)**		**(D)**	
	No. of shares	**%**	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**
1. Promoter Group:								
- Assam Company India Limited	123,076	92.98	(123,076)	(92.98)	-	-	-	-
) Promoters other than (a) above	-	-	-	-	-	-	-	-
TOTAL 1 (a+b)	**123,076**	**92.98**	**(123,076)**	**(92.98)**	**-**	**-**	**-**	**-**
2. Acquirer:								
Bokahola Tea Company Pvt. Ltd	-	-	123,076	92.98	9,299	7.02	1,32,375	100.00
TOTAL 2	**-**	**-**	**123,076**	**92.98**	**9,299**	**7.02**	**1,32,375**	**100.00**
. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirer)								
a. FIs/MFs/FIIs/Banks/SFIs (Indicate names)								
b. Others :	**9,299**	**7.02**						
Total No. of Shareholders in Public Category	**123**							
Total (4) (a+b)	**9,299**	**7.02**	-	-				
GRANDTOTAL (1+2+3+4)	**1,32,375**	**100.00**	**-**	**-**	**-**	**-**	**1,32,375**	**100.00**

5. OFFER PRICE & FINANCIAL ARRANGEMENTS:

5.1 Justification of Offer Price:

5.1.1 The equity shares of NTCL are listed with The Calcutta Stock Exchange Limited ("CSE") only. The Scrip Code of the Target Company is "24144" and the marketable lot for equity shares of NTCL is Hundred (100) equity shares. This acquisition of shares is direct acquisition as per the regulation 3(1) of the SEBI (SAST) Regulations, 2011

5.1.2 The equity shares of the Target Company are listed on The Calcutta Stock Exchange Limited (CSE) only. Since there has been no trading in the equity shares of the Target Company for last many years, the equity shares are deemed to be infrequently traded within the meaning of explanation provided in terms of regulation 2(j) of the SEBI (SAST) Regulations, 2011 and therefore the Offer Price has been determined taking into account the parameters as set out under regulation 8(2) of the SEBI (SAST) Regulations, 2011, as under:

Sr. No.	Particulars	Price (In Rs. per share)
1.	Negotiated Price under the SPA	Rs. 110/- per equity share
2.	The Volume- Weighted Average Price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5.	**Other Financial Parameters as at 31st December 2011:**	
	(a) Return on Net Worth (%)	(11.05%)
	(b) Book Value Per Share	424.16
	(c) Earnings Per Share	(46.87)

Mr. Anupam Agarwalla, Partner of M/s. Hari Singh & Associates, Chartered Accountants, (Membership No. 065833, Firm Reg. No. 323509E) having its office at House No. 3, Opp. ICICI Bank, Chilarai Nagar Path, Bhangagarh, Guwahati-

781032, Tel. No.: (0361) 252 5055 and 2526 6161 Fax No.: (0361) 2462 2966 and E-mail: harissingh@sify.com vide certificate dated Septerber 05, 2012 has stated that based on the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 Com case 30), the fair value of the equity shares of Target Company is Rs. 109.43 per share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 110/- per equity share is justified in terms of regulation 8 (2) of the SEBI (SAST) Regulations.

5.1.3 The relevant price parameters have not been adjusted for any corporate actions.

5.1.4 As on date of this DLOF there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.

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

5.2 Financial arrangements:

5.2.1 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Anupam Agarwalla, Partner of M/s. Hari Singh & Associates (Firm Registration No. 323509E & Membership No. 065833), Chartered Accountants, having office at House No. 3, Opp. ICICI Bank, Chilarai Nagar Path, Bhangagarh, Guwahati- 781032, Tel. No.: (0361) 252 5055 and 2526 6161 Fax No.: (0361) 2462 2966 and E-mail: harissingh@sify.com has certified vide certificate dated 5th September, 2012 that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

5.2.2 The maximum consideration payable by the Acquirer to acquire 9,299 fully paid-up equity shares at the Offer Price of Rs. 110/- (Rupees One Hundred and Ten Only) per equity share, assuming full acceptance of the Offer would be Rs. 10,22,890/- (Rupees Ten Lacs Twenty Two Thousand Eight Hundred and Ninety Only). In accordance with regulation 17 of the SEBI (SAST) Regulations, the Acquirer have opened an Escrow Account under the name and style of "NTCL OPEN OFFER ESCROW ACCOUNT" with HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 ("**Escrow Banker**") and made therein a cash deposit of Rs. 3,00,000/- (Rupees Three Lacs Only) being more than 25% of the total consideration payable in the Open Offer, assuming full acceptance.

5.2.3 The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.4 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER:

6.1 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of NTCL (except the Acquirer and the parties to the SPA) whose name appear on the Register of Members, at the close of business hours on 12th October, 2012 **("Identified Date").**

6.2 All owners of the shares, Registered or Unregistered (except the Acquirer and the parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 7 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

6.3 Accidental omission to dispatch this LO or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.

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

6.5 Locked-in Shares:

There are no locked-in shares in NTCL.

6.6 Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the Acquirer and parties to the SPA) whose names appeared in the register of shareholders on 16th October, 2012 at the close of the business hours on 16th October, 2012 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

6.7 Statutory Approvals and conditions of the Offer:

6.7.1 The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.

6.7.2 As on the date of this Draft LOF, there are no other statutory approvals and/ or consents required. However, the Offer would be subject to all-statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

6.7.3 The Acquirer, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.

6.7.4 In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

6.7.5 No approval is required from any bank or financial institutions for this Offer.

6.7.6 The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

7.1 The Shareholder(s) of NTCL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance cum Acknowledgement at the following address:

MAHESHWARI DATAMATICS PVT. LTD.
SEBI REGN. NO. INR000000353
(Contact Person: Mr. S. Raja Gopal)
6, Mango Lane, 2nd Floor,
Kolkata - 700 001
Tel No.: (033) 2243 5809/5029
Fax: (033) 2248 4784
E-mail: mdpl@cal.vsnl.net.in

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 16.11.2012. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10.00 a.m.to 5:00 p.m.	Hand Delivery
Saturday	10.00 a.m.to 2:00 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

7.2 Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

7.2.1 For Equity Shares held in physical form:

(i) Registered shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s);
- Original Share Certificates;
- Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with NTCL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this draft LOF.

(ii) Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein.
- Original Share Certificate(s)
- Broker contract note.
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which; the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All

other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

7.3 The Share Certificate(s), Share Transfer Form, Form of Acceptance cum Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. They should not be sent to the Manager to the Offer or the Acquirer or the Target Company.

7.4 In case of non-receipt of the Letter of Offer, the eligible persons may obtain a copy of the same from Registrar to the Offer or Manager to the Offer on providing suitable documentary evidence of acquisition of shares of NTCL. The Public Announcement, Detailed Public Statement, LOF, Form of Acceptance Cum Acknowledgement will be available on SEBI website at ***www.sebi.gov.in***, from the Offer opening date. The eligible persons can download these documents from the SEBI's website & apply using the same. Alternatively, they may send their consent to participate in the Offer, to the Registrar to the Offer, on a plain paper stating the name & address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no, share certificate no., distinctive nos., no. of the shares held, no. of the shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before closure to the Offer i.e. 16.11.2012. Unregistered owners should not sign the transfer deeds & the transfer deed should be valid.

7.5 Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.6 While tendering the equity shares under the Offer, NRIs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such equity shares tendered. While tendering shares under the Offer, NRI / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

7.7 As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act.

7.8 No indemnity is needed from the unregistered shareholders.

7.9 The Acquirer shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 03.12.2012. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations.

7.10 Payment of consideration will be made by crossed account payee cheques /demand drafts / pay orders / through ECS mode of payment and will be sent by registered post, to those shareholders / unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer in part or in full except in case of joint holders, cheques / demand drafts/ pay orders/ECS Credit, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques/ demand drafts/ pay orders. In order to get payment through ECS mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank etc.

7.11 In case the shares tendered in the Offer by the shareholders are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be on proportionate basis which would be determined in consultant with the Manager to the Offer so as to ensure that the basis of acceptance is decided in a fair and equitable manner. Provided that the acquisition of the equity shares from the shareholders of OPL shall not be less than the minimum marketable lot. The rejected Applications/ Documents will be sent by Registered Post.

7.12 Unaccepted share certificates, transfer forms & other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole / first shareholder..

7.13 The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of NTCL who have accepted the Offer, till the Cheques/Drafts/ECS credit for the consideration and/or the unaccepted shares/share certificates are despatched/returned.

7.14 In case any person has lodged shares of NTCL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 7.6 above together with the acknowledgement of lodgment shares for transfer. Such persons should also instruct OPL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.

7.15 In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.

8. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue, 2nd Floor, Suite No –2C, Kolkata-700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 05th September, 2012 to 03rd December, 2012.

i) Memorandum & Articles of Association of BTCPL and NTCL along with the Certificate of Incorporation.

ii) Audited Annual Reports for the financial year ended 31st March, 2009 , 31st March, 2010, 31st March, 2011 and Unaudited and Certified Accounts for the period ended 31st March, 2012 of Bokahola Tea Company Private Limited.

iii) Audited Annual Reports for the financial year ended 31st December, 2009 , 31st December, 2010, 31st December, 2011 and Unaudited and Certified Accounts for the three months period ended 31st March, 2012 of Namburnadi Tea Company Limited.

iv) Copy of the letter received from HDFC Bank Limited dated 07.09.2012 confirming the required amount kept in the escrow account and marked lien in favour of Manager to Offer.

v) The copy of Share Purchase Agreement dated 05th September, 2012 between the Seller and the Acquirer, which triggered the Open Offer.

vi) Certificate dated 05, September, 2012 from Mr. Anupam Agarwalla, Partner of M/s. Hari Singh & Associates (Firm Registration No. 323509E & Membership No. 065833), Chartered Accountants, having office at House No. 3, Opp. ICICI Bank, Chilarai Nagar Path, Bhangagarh, Guwahati- 781032, Tel. No.: (0361) 252 5055 and 2526 6161 Fax No.: (0361) 2462 2966 and E-mail: harissingh@sify.com certifying that sufficient resources are available with the Acquirer for the implementation of the Offer in full out of its own sources / financial commitment under this "Offer" in full.

vii) Certificate dated 05, September, 2012 from Mr. Anupam Agarwalla, Partner of M/s. Hari Singh & Associates (Firm Registration No. 323509E & Membership No. 065833), Chartered Accountants, having office at House No. 3, Opp. ICICI Bank, Chilarai Nagar Path, Bhangagarh, Guwahati- 781032, Tel. No.: (0361) 252 5055 and 2526 6161 Fax No.: (0361) 2462 2966 and E-mail: harissingh@sify.com relating to the fair value of the equity shares of the Target Company.

viii) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated 05th September, 2012.

ix) Copy of the recommendations dated _________ made by the Committee of Independent Directors of the Target Company.

x) Copy of the Public Announcement dated 05th September, 2012 and published copy of the Detailed Public Statement dated 12th September, 2012.

xi) Copy of SEBI Observation letter no. _______ dated ______

9. DECLARATION BY THE ACQUIRER:

The Acquirer, BTCPL and its directors accepts full responsibility for the information contained in the DLOF and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof and the Acquirer would be responsible for ensuring compliance with the SEBI (SAST) Regulations.

ON BEHALF OF:

BOKAHOLA TEA COMPANY PRIVATE LIMITED

Acquirer

Sd/-
Director

Place: Kolkata
Date: 18.09.2012

Attached: Form of Acceptance cum Acknowledgement

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
MAHESHWARI DATAMATICS PVT. LTD.
6, Mango Lane, 2nd Floor,
Kolkata - 700 001

Date:

OFFER	
Opens on	November 01, 2012
Closes on	November 16, 2012

Dear Sir,

Subject: **Open Offer by Bokahola Tea Company Private Limited, a company registered under the Companies Act, 1956, and having its registered office at A.T Road, Tarajan, Jorhat- 785001, Assam ("Acquirer") to the shareholders of Namburnadi Tea Company Limited ("Target Company" or "NTCL") to acquire from them upto 9,299 equity shares of Rs. 10/- each representing 7.02% of the equity and voting share capital of NTCL @ Rs. 110/-per fully paid-up equity share**.

I/We refer to the Letter of Offer dated 20.09.2012 for acquiring the equity shares held by us in Namburnadi Tea Company Limited.

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

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).		No. of shares
			From	To	
Total number of equity shares					

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer.
I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We note and understand that the Shares would reside with the Registrar to the Offer until the time the Acquirer accepts the Shares Certificates and makes the payment of purchase consideration as mentioned in the Draft LOF.
I/We confirm that the equity shares of Namburnadi Tea Company Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	Address& Telephone No.	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.
Place:
Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify) : ____

Name of the Bank Branch: ____

Account Number: _______________________ IFSC Code of Bank____________________________________

The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

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

--**Tear along this line** --

Acknowledgement slip

Ledger Folio No. _____________ Received from _________________________________ ___________an application for sale of __________Equity Share(s) of M/s. Namburnadi Tea Company Limited together with ________share certificate(s) bearing Certificate Numbers __________________________ and _______transfer deed(s)

Note : All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt **Signature of the official**

INSTRUCTIONS

i. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.

ii. The Form of Acceptance cum Acknowledgement should be filled-up in English only.

iii. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.

iv. Mode of tendering the Equity Shares Pursuant to the Offer:

(i) The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of NTCL.

(ii) Shareholders of NTCL to whom this Offer is being made, are free to Offer his / her / their shareholding in NTCL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.