

DRAFT LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This letter of offer ("**Draft Letter of Offer**" or "**DLoF**") is sent to you as a Public Shareholder (as defined below) of RattanIndia Infrastructure Limited ("**Target Company**"). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, and the transfer deed (in respect of shares being tendered in physical form) to the member of the stock exchange through whom the said sale was effected.

Open Offer (the "**Offer**" or "**Open Offer**" by
Laurel Energetics Private Limited ("Acquirer1")

Registered Office: 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106

Arbutus Consultancy LLP ("Acquirer2")

Registered Office: 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106

(Acquirer1 and Acquirer2 are collectively referred to as Acquirers)

ALONGWITH

Yantra Energetics Private Limited ("PAC1") having its registered office at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106, **Spire Constructions Private Limited ("PAC2")** having its registered office at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106. **Nettle Constructions Private Limited ("PAC3")** having its registered office at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106 and **Mr. Rajiv Rattan ("PAC4")** residing at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. Tel: +91-011-40552105, Fax: +91-011-40552106 in their capacity as persons acting in concert with the Acquirers (collectively PAC1, PAC2, PAC3 and PAC4 are referred to as "**Persons Acting In Concert**" / "**PACs**") to acquire up to **35,93,90,094** (Thirty-Five Crores Ninety Three Lacs Ninety Thousand and Ninety Four) fully paid up Equity Shares of face value of ₹2 (Rupees Two only) each of the Target Company ("**Offer Shares**") representing 26% of the Voting Share Capital (as defined below) ("**Offer Size**").

of

RattanIndia Infrastructure Limited ("Target Company")
(formerly Indiabulls Infrastructure and Power Limited)

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001

Tel: +91- 011-30252900, Fax: +91- 011-30252901

Corporate Office: Building No 5, Tower-A, 12th Floor, DLF Phase-3, Cyber City, Gurgaon – 122002, Haryana

Tel: +91- 0124 - 6695600, Fax: +91- 0124 - 6695868

At a price of ₹3.20 (Rupees Three and Paise Twenty only) per Offer Share (the "**Offer Price**") payable in cash pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI (SAST) Regulations**").

Note:

1. This Offer is being made by the Acquirers and the PACs pursuant to regulation 3(2) read with applicable regulations of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.
4. As of the date of this Letter of Offer and to the best of the knowledge of the Acquirers and the PACs, there are no statutory approvals required to complete the acquisition of Offer Shares through this Open Offer. However, in case of any statutory approvals becoming applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals.
5. The Acquirers may revise the Offer Price and the Offer Size up to 3 (Three) Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In case of upward revision, if any, in the Offer Price and/or Offer Size by the Acquirers and the PACs, or in the case of withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the Detailed Public Statement in relation to this Offer had appeared. Such revised Offer Price would be payable for all the Offer Shares validly tendered at any time during the Tendering Period.
6. **If there are competing offers, the public offers under all the subsisting bids shall open and close on the same date. As per the information available with the Acquirers and the PACs/ Target Company, no competing bid has been announced as of the date of this Draft Letter of Offer.**
7. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including Form of Acceptance-cum-Acknowledgement) will, or are expected to, be available on Securities and Exchange Board of India ("**SEBI**") website: www.sebi.gov.in.

MANAGER TO THE OFFER

MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED

Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S T Depot
Prabhadevi, Mumbai - 400 025 Maharashtra, India

Telephone: +91 22 3980 4380

Facsimile: +91 22 3980 4315

E-mail: ril.openoffer@motilaloswal.com

Contact Person: Subodh Mallya

SEBI Registration No: INM000011005

OFFER OPENS ON: December 22, 2015

REGISTRAR TO THE OFFER

KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032

Telephone: +91 40 6716 2222

Facsimile: +91 40 2343 1551

E-mail: riil.openoffer@karvy.com

Contact Person: M. Muralikrishna

SEBI Registration No.: INR000000221

OFFER CLOSING ON: January 6, 2016

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Date of Public Announcement	Wednesday, October 28, 2015
Date of publication of Detailed Public Statement in the newspapers	Tuesday, November 3, 2015
Date of filing this Draft Letter of Offer with SEBI	Tuesday, November 10, 2015
Last date for a competing offer	Friday, November 27, 2015
Last date for receipt of comments from SEBI on the Draft Letter of Offer in the event SEBI has not sought clarification or additional information from the Manager to the Offer	Friday, December 4, 2015
Identified Date*	Tuesday, December 8, 2015
Last date by which Letter of Offer will be dispatched to the Public Shareholders of the Target Company	Tuesday, December 15, 2015
Last date for upward revision to Offer Price/Offer Size	Wednesday, December 16, 2015
Date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	Friday, December 18, 2015
Issue opening Public Announcement date	Monday, December 21, 2015
Date of commencement of the Tendering Period (Offer opening date)	Tuesday, December 22, 2015
Date of closure of the Tendering Period (Offer closing date)	Wednesday, January 6, 2016
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	Wednesday, January 20, 2016
Last date for publication of post-Offer public announcement in the newspapers in which the DPS had been published	Thursday, January 28, 2016

**Identified Date is only for the purpose of determining the Public Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the Public Shareholders of the Target Company (registered or unregistered) are eligible to participate in this Offer at any time before the closure of this Offer.*

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RISK FACTORS

The risk factors set forth below are limited to the Offer and are not intended to be a complete analysis of all risks as perceived in relation to the Offer or in relation to the Acquirers and the PACs or the Target Company, but are only indicative and are not exhaustive. The risk factors set forth below 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 or otherwise by a Public Shareholder in the Offer. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this DLoF.

I. Risks relating to the Offer

- To the best of the knowledge of the Acquirers and the PACs, no statutory approvals are required by the Acquirers and the PACs to complete this Offer. However, in case any statutory approvals are required by the Acquirers and the PACs at a later date, this Offer shall be subject to such approvals. While the Acquirers and the PACs shall make the necessary applications for any statutory approvals that may be required, in case of delay in receipt of any such statutory approvals, as per regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirers or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirers and the PACs agreeing to pay interest to the Public Shareholders for delay beyond 10 (Ten) Working Days from the date of Closure of the Tendering Period, at such rate as may be specified by SEBI. Accordingly, in case of delay in receipt of any such statutory approvals, this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, as well as the return of Equity Shares not validly accepted in this Offer, may be delayed. Where the statutory approvals extend to some but not all the Public Shareholders, the Acquirers and the PACs will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer. The Acquirers and the PACs will also have the right, under regulation 23(1) of the SEBI (SAST) Regulations to withdraw this Offer in the event any statutory approvals which may be required are not granted.
- In the event that either: (a) there is any litigation that leads to an injunction on this Offer or restricts the Acquirers or the PACs from performing their obligations hereunder; (b) SEBI instructs the Acquirers and the PACs not to proceed with this Offer, or (c) there is delay in receiving statutory approvals, this Offer process may not proceed or may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not validly accepted in this Offer by the Acquirers and the PACs, may be delayed.
- The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer / Clearing Corporation until the completion of the Offer formalities, and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares held in trust by the Registrar to the Offer / Clearing Corporation during such period. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares which are validly tendered by the Public Shareholders on a proportionate basis as detailed in para 7 (Procedure for Acceptance and Settlement of the Offer) below. Therefore, there is no certainty that all the Equity Shares tendered in the Offer will be accepted. The unaccepted Equity Shares will be returned to the respective Public Shareholders in accordance with the schedule of activities for the Offer.
- Further, Public Shareholders should note that, under the SEBI (SAST) Regulations, once Public Shareholders have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the dispatch of consideration.

The tendered Offer Shares will lie to the credit of the escrow demat account and the documents relating to the tendered Offer Shares would be held in trust by the Registrar to the Offer, till the completion of the Offer formalities.

- The Acquirers, PACs and the Manager accept no responsibility for the statements made otherwise than in this DLoF, the DPS (as defined below) and/or the PA (as defined below) and/or in the Offer Opening Public Announcement (as defined below) or in any corrigendum to the DPS and PA (if issued) and anyone placing reliance on any other source of information (not released by the Acquirers or the Manager) would be doing so at his, her or their own risk.
- Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the PACs and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this DLoF.
- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident 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, the PACs or the Manager to the Offer to any new or additional registration requirements. This is not an Offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

II. Risks relating to Acquirers, PACs and the Target Company

- The Acquirers and the PACs make no assurances with respect to their investment/divestment decisions in relation to their proposed shareholding in the Target Company.
- The Acquirers and the PACs make no assurances with respect to the continuation of the past trend in the financial performance of the Target Company and disclaim any responsibility with respect to any decision taken by the Public Shareholders on whether or not to participate in the Offer.
- The Acquirers and the PACs cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer period and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.
- This Offer is subject to completion risk as would be applicable to similar transactions.
- The acquisition of the Offer Shares pursuant to this Offer, together with any Equity Shares acquired pursuant to market purchases undertaken by the Acquirers and / or the PACs during the Offer period, may result in the public shareholding in the Target Company falling below the level required for continued listing. While 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.

CURRENCY OF PRESENTATION

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

DEFINITIONS AND ABBREVIATIONS

Particulars	Details / Definition
Acquirers	Laurel Energetics Private Limited and Arbutus Consultancy LLP
Acquirer1 or LEPL	Laurel Energetics Private Limited
Acquirer2 or ACLLP	Arbutus Consultancy LLP
Board of Directors	Board of Directors of the Target Company
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Clearing Corporation of Stock Exchanges
Closure of the Tendering Period	Wednesday, January 6, 2016
Depositories	CDSL and NSDL
Detailed Public Statement / DPS	The detailed public statement in connection with the Offer, published on behalf of the Acquirers on November 3, 2015
DIS	Delivery Instruction Slip
DP	Depository participant
Draft Letter of Offer / DLoF	The Draft Letter of Offer dated November 9, 2015, filed with the SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
Equity Share(s)	Fully paid up equity shares of the Target Company of Face Value of INR 2 (Rupees Two only) each, carrying voting rights and includes any security of the Target Company which entitles the holder thereof to exercise voting rights as an equity shareholder of the Target Company
Escrow Agent DP Account	A depository participant account of Motilal Oswal Securities Limited, opened by the Acquirers and PACs for the purpose of holding and subsequent release of the Equity Shares purchased from the market from October 28, 2015 till the date of acquisition of the Offer Shares by the Acquirers
Escrow Bank	HDFC Bank Limited (acting through its office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013, India)
FEMA	Foreign Exchange Management Act, 1999 (as amended)
FII	Foreign Institutional Investors
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investors
Identified Date	The date falling on the 10th Working Day prior to the commencement of the Tendering Period i.e. Tuesday, December 8, 2015
IFSC	Indian Financial System Code
Income Tax Act	The Income Tax Act, 1961 (as amended)
Letter of Offer / LoF	This Letter of Offer dated November 9, 2015
Listing Agreement	The listing agreement entered into by the Target Company with BSE and NSE
Manager to the Offer or Manager	Motilal Oswal Investment Advisors Private Limited

Particulars	Details / Definition
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCBs	Overseas Corporate Bodies
Offer / Open Offer	Open offer being made by the Acquirers to the Public Shareholders of the Target Company to acquire up to 35,93,90,094 (Thirty Five Crore Ninety Three Lacs Ninety Thousand and Ninety Four) Equity Shares of Face Value of INR2 (Rupees Two only) each, representing 26.00% of the Voting Share Capital, at a price of INR 3.20 (Rupees Three and Paise Twenty only) per Offer Share
Offer Opening Public Announcement	The announcement of the commencement of the Tendering Period made on behalf of the Acquirers
Offer Price	INR 3.20 (Rupees Three and Paise Twenty only) per Offer Share
Offer Shares	35,93,90,094 (Thirty Five Crore Ninety Three Lacs Ninety Thousand and Ninety Four) Equity Shares representing 26.00% of the Voting Share Capital
Offer Size	INR ₹115,00,48,300.80 (Rupees One Hundred Fifteen Crore Forty Eight Thousand Three Hundred and Paise Eighty only), being the maximum consideration payable under this Offer assuming full acceptance
Open Offer Escrow Account	The account opened with HDFC Bank Limited in accordance with Regulation 17(4) of the SEBI (SAST) Regulations
Open Offer Escrow Agreement	Escrow agreement dated October 27, 2015 entered into by the Acquirers with the Open Offer Escrow Agent and the Manager
Open Offer Escrow Amount	The cash maintained by the Acquirers with the Escrow Bank in accordance with the Open Offer Escrow Agreement
PAC1 or YEPL	Yantra Energetics Private Limited
PAC2 or SCPL	Spire Constructions Private Limited
PAC3 or NCPL	Nettle Constructions Private Limited
PAC4	Mr. Rajiv Rattan
PAC or PACs	Persons Acting in Concert with the Acquirers for this Offer i.e. PAC1, PAC2, PAC3 and PAC4
PAN	Permanent Account Number
Promoter	Promoter of the Target Company and shall have the meaning ascribed to the term under the SEBI (SAST) Regulations
Promoter Group	Promoter Group of the Target Company and shall have the meaning ascribed to the term under the SEBI (SAST) Regulations
Public Announcement / PA	The public announcement in connection with the Offer dated October 28, 2015 issued by the Manager on behalf of the Acquirers
Public Shareholder(s)	All equity shareholders of the Target Company other than the Promoters and any persons acting or deemed to be acting in concert with any of them
RBI	Reserve Bank of India
Registrar to the Offer	Karvy Computershare Private Limited
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended

Particulars	Details / Definition
SEBI Delisting Regulations	Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI (SAST) Regulations/ Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Stock Exchanges	BSE & NSE
STT	Securities Transaction Tax
Target / Target Company	RattanIndia Infrastructure Limited
Tendering Period	December 22, 2015, to January 6, 2016, both days inclusive
Total Consideration	INR ₹115,00,48,300.80 (Rupees One Hundred Fifteen Crore Forty Eight Thousand Three Hundred and Paise Eighty only)
TRS	Transaction Registration Slip
Voting Share Capital	138,22,69,592 (One Hundred Thirty Eight Crore Twenty Two Lac Sixty Nine Thousand Five Hundred and Ninety Two) Equity Shares of the Target Company
Working Day(s)	Shall have the same meaning ascribed to it in the SEBI (SAST) Regulations

1 DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR THE LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF RATTANINDIA INFRASTRUCTURE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PACS OR THE TARGET COMPANY WHOSE SHARES ARE PROPOSED TO BE 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 ACQUIRERS AND THE PACS 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 AND THE PACS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 9, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE DLOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS AND THE PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

2 DETAILS OF THE OFFER

2.1 *Background to the Offer*

- 2.1.1 The Offer is being made by the Acquirers and the PACs to the Public Shareholders in accordance with regulation 3(2) of the SEBI (SAST) Regulations.
- 2.1.2 The Acquirers along with the PACs constitute the Promoter and Promoter Group of the Target Company. The total shareholding of the Promoter and Promoter Group was 42.03% as on March 31, 2015 in the Target Company. As on the date preceding the date of PA, the Promoter and Promoter Group collectively held 47.01% of the total paid-up equity share capital of the Target Company. This represents an increase of 4.99% in the Promoter and Promoter Group holding in one financial year. On October 28, 2015, Acquirer2 purchased an additional 3,00,000 (Three Lac) Equity Shares, representing 0.02% of the Voting Share Capital of the Target Company. Thus, the Acquirers and the PACs have acquired Equity Shares exceeding 5% of the Voting Share Capital of the Target Company in one financial year and are therefore making this mandatory Offer in compliance with regulation 3(2) of the SEBI (SAST) Regulations.
- 2.1.3 There is no agreement entered into between the Acquirers and the PACs with regard to this Offer.
- 2.1.4 As of the date of this Draft Letter of Offer, neither the Acquirers nor the PACs, whether individually or collectively, have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act, as amended from time to time, or under any of the regulations made thereunder. As of the date of this Draft Letter of Offer, there has been no penal action taken by the Stock Exchanges against the Acquirers and the PACs.
- 2.1.5 As on date of this Draft Letter of Offer, the Acquirers and/or the PACs do not have any intention to reconstitute the Board of Directors of the Target Company.
- 2.1.6 The Acquirers and the PACs are a part of the Promoter Group of the Target Company. The Promoters / Promoter group of the Target Company propose to continue and expand/diversify the business of the Target Company. The Acquirers and the PACs intend to consolidate their shareholding in the Target Company through the Offer and through any market purchases of Equity Shares undertaken by them during the Offer period (except during such time as such acquisitions are not permitted under the SEBI (SAST) Regulations), so as to ensure better and effective management of the Target Company.
- 2.1.7 As per Regulations 26(6) and 26(7) of the SEBI (SAST) Regulations, the committee of independent directors of the Target Company will publish their reasoned recommendations on the Offer in the same newspapers in which the Detailed Public Statement was published no later than two days prior to opening of the Tendering Period, and simultaneously a copy of such recommendations will be sent to SEBI, the Stock Exchanges and to the Managers.

2.2 *Details of the proposed Offer*

- 2.2.1 The PA in connection with the Offer was filed on October 28, 2015 with the Stock Exchanges and a copy thereof was also filed with SEBI, the Stock Exchanges and the Target Company at its registered office.
- 2.2.2 The DPS was published on November 03, 2015 in Business Standard - English (all editions), Business Standard - Hindi (all editions) and Mumbai Lakshadeep – Marathi (Mumbai edition) and was sent through the Manager to the Offer to SEBI, the Stock Exchanges and the registered office of the Target Company. A copy of the PA and a copy of the Detailed Public Statement are also available on the website of SEBI (www.sebi.gov.in).
- 2.2.3 The Acquirers and the PACs are making the Offer to acquire up to 35,93,90,094 (Thirty-Five Crores Ninety-Three Lacs Ninety Thousand and Ninety-Four) Equity Shares of ₹2 (Rupees Two only), representing 26% of the Voting Share Capital, assuming full acceptances to the Offer at an Offer Price of ₹3.20 (Rupees Three and Paise Twenty only) per Offer Share. The Offer Price will be payable in cash by the Acquirers and the PACs, in

accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations. The Equity Shares under the Offer will be acquired by the Acquirers and/or the PACs as fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights declared thereof.

- 2.2.4 As of the date of this DLoF, there are no outstanding convertible securities, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company.
- 2.2.5 The present issued, subscribed and fully paid-up equity share capital of the Target Company is ₹276,45,39,184 (Rupees Two Hundred Seventy Six Crore Forty Five Lacs Thirty Nine Thousand One Hundred and Eighty Four only) comprising of 138,22,69,592 (One Hundred Thirty Eight Crore Twenty Two Lacs Sixty Nine Thousand Five Hundred and Ninety Two) Equity Shares, which includes 49,96,038 (Forty Nine Lacs Ninety Six Thousand and Thirty Eight) Equity Shares underlying 49,96,038 (Forty Nine Lacs Ninety Six Thousand and Thirty Eight) global depository receipts ("GDRs"). The Target Company does not have any partly paid-up Equity Shares.
- 2.2.6 The Target Company, in its Annual General Meeting held on September 30, 2015 passed a resolution for the preferential issue of 32,00,00,000 (Thirty-Two Crore) warrants to Yantra Energetics Private Limited (PAC1), convertible into an equivalent number of Equity Shares of face value of ₹2 (Rupees Two only) each, at an exercise price of ₹2.30 (Rupees Two and Paise Thirty only) per Equity Share, which is higher than the floor price calculated on the pricing formula prescribed under Regulation 76 (1) of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended. The Target Company has applied to NSE and BSE for an in-principle listing approval for these warrants. The Target Company has received approval from NSE and is awaiting approval from BSE. PAC1 has undertaken, vide its letter dated November 2, 2015, that in the event the warrants are allotted to it, it will not convert the said warrants up to the 10th day after the Closure of the Tendering Period.
- 2.2.7 This Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Draft Letter of Offer. If there is a competing offer, the Open offers under all subsisting bids shall open and close on the same date.
- 2.2.8 If the aggregate valid responses to this Offer by the Public Shareholders are more than the Offer Size, then the offers received from the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner. The Acquirers will acquire all the Equity Shares validly accepted in this Offer.
- 2.2.9 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
- 2.2.10 From the date of the Public Announcement to the date of this DLoF, Arbutus Consultancy LLP has purchased 5,22,39,168 (Five crore twenty-two lac thirty-nine thousand one hundred and sixty-eight) Equity Shares of the Target Company constituting 3.78% of the Voting Share Capital of the Target Company. The details of the shares acquired are as under:

Date of purchase	Mode	Number of shares purchased	Average Price at which shares are purchased (₹)
October 28, 2015	Market Purchase	3,00,000	2.50
October 29, 2015	Market Purchase	138,00,000	3.18
October 30, 2015	Market Purchase	58,80,076	3.07
November 2, 2015	Market Purchase	130,71,149	3.11
November 3, 2015	Market Purchase	117,40,143	3.12
November 4, 2015	Market Purchase	63,24,627	3.20
November 5, 2015	Market Purchase	11,23,173	3.20
Total Purchases		5,22,39,168	

- 2.2.11 The Acquirers and the PACs have acquired, and intend to acquire, further Equity Shares through on-market purchases during the offer period (except during such time period as is prescribed under regulation 18(6) of the SEBI (SAST) Regulations), and shall make requisite disclosures in relation to such acquisitions. Any Equity

Shares acquired pursuant to such market purchases during the offer period shall be kept in escrow till such time and in such manner as prescribed under the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, if, after the completion of the Offer, the shareholding of the Acquirers and the PACs or the aggregate Promoter / Promoter Group shareholding of the Target Company goes beyond the maximum permissible non-public shareholding limit under SCRR, the Acquirers and the PACs hereby undertake to reduce their shareholding to the level stipulated in the SCRR within a period of one year and through permitted routes available under the Listing Regulations / Listing Agreement or such route as may be approved by SEBI from time to time.

- 2.2.12 In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory / regulatory approvals, if any applicable, are refused, this Offer shall have to be withdrawn. In the event of withdrawal, a public announcement will be made within 2 (Two) Working Days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, the Stock Exchanges and the registered office of the Target Company.
- 2.2.13 The Acquirers and the PACs may revise the Offer Price and the Offer Size upwards up to three Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers and the PACs shall: (i) make corresponding increases to the Open Offer Escrow Account; (ii) make a public announcement in the same newspapers and editions in which the DPS was published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.
- 2.2.14 No differential price is being offered by the Acquirers and the PACs.
- 2.2.15 The Manager does not hold any Equity Shares as on the date of this DLoF. The Manager further declares and undertakes that they will not deal on their own account in the Equity Shares during the Offer period.
- 2.2.16 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the Reserve Bank of India (“RBI”), from the Foreign Investment Promotion Board (“FIPB”) or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for acquiring / holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Offer.
- 2.2.17 As per the tentative schedule of activity, the Letter of Offer will be sent to all Public Shareholders who are its shareholders as on Tuesday, December 8, 2015 (“**Identified Date**”). In terms of Regulation 18(2) of the SEBI (SAST) Regulations, if as per local laws or Regulations of any jurisdiction outside India, sending the Letter of Offer in its final form (and without material amendments or modifications) into such jurisdiction may expose the Acquirers, the PACs or the Target Company to material risk of civil, regulatory or criminal liabilities and the Public Shareholders resident in such jurisdictions hold Equity Shares entitling them to less than 5% of the voting rights of the Target Company, the Acquirers and the PACs may refrain from the dispatch of the Letter of Offer into such jurisdictions.
- 2.2.18 In compliance with Regulation 18(3) of the SEBI (SAST) Regulations, but subject to para 2.2.17 above, simultaneously with the dispatch of the Letter of Offer, the Acquirers and the PACs shall send the Letter of Offer to the custodians of the Equity Shares underlying GDRs of the Target Company.
- 2.2.19 Every person holding Equity Shares, regardless of whether such person held Equity Shares on the Identified Date or has not received the Letter of Offer, shall be entitled to tender such Equity Shares in acceptance of the Offer.

2.3 ***Object of the acquisition / Offer***

- 2.3.1 The Acquirers and the PACs propose to continue and expand/ diversify the existing businesses of the Target Company. The Acquirers and the PACs intend to consolidate their shareholding in the Target Company through

the Offer and through any market purchases of Equity Shares undertaken by them during the offer period (except during such time as such acquisitions are not permitted under the SEBI (SAST) Regulations), so as to ensure better and effective management of the Target Company.

- 2.3.2 The Acquirers and/or the PACs may dispose off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and/or demerger with its group companies) 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 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, subject to the SEBI (SAST) Regulations.

3 BACKGROUND OF THE ACQUIRERS AND PACs

3.1 *Laurel Energetics Private Limited (“Acquirer1” or “LEPL”)*

- 3.1.1 LEPL is part of the Promoter Group of the Target Company and holds 54,33,38,386 (Fifty-Four Crore Thirty-Three Lac Thirty-Eight Thousand Three Hundred and Eighty-Six) Equity Shares of the Target Company, representing 39.31% of the Voting Share Capital. Additionally, PAC4 who is in control of LEPL (through his holding in NCPL), is also the Promoter and Chairman of the Board of Directors of the Target Company.
- 3.1.2 LEPL is an unlisted private limited company incorporated on May 4, 2010 under the provisions of the Companies Act, 1956 (CIN: U74999DL2010PTC202269). Its registered office is situated at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. There has been no change in the name of the Acquirer1 since inception. The equity shares of LEPL are not listed on any stock exchange in India.
- 3.1.3 LEPL has been incorporated for the purpose of carrying on business in the energy sector, including by way of manufacture of energy equipment and components, and also allied business activities.
- 3.1.4 LEPL belongs to the RattanIndia group.
- 3.1.5 LEPL is 100% owned by Nettle Constructions Private Limited (“**NCPL**”). Mr. Rajiv Rattan (PAC4) and Mrs. Anjali Nashier are the promoters of and in control of NCPL and collectively hold 10,000 (Ten Thousand) equity shares of face value of ₹10 (Rupees Ten only) each, representing 100% of the issued and paid up share capital of NCPL.
- 3.1.6 LEPL has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.
- 3.1.7 Shareholding pattern of LEPL is as under:

Name of Shareholder	Category	Number of Shares Held	%age of holding
Nettle Constructions Private Limited along with one Nominee holding 1 equity share.	Promoter	10,000 equity shares	100%

- 3.1.8 The directors of LEPL are as follows:

DIN	Director Name	Appointment Date	Designation	Qualifications
01944460	Santosh	January 24, 2014	Director	Graduate
00643837	Ram Kumar	May 4, 2010	Director	Certified Associate of the Indian Institute of Bankers (CAIIB), M. Com

- 3.1.8.1 Mrs. Santosh is a housewife and is engaged in social activities.

3.1.8.2 Mr. Ram Kumar has more than 30 years of rich and varied banking experience having worked in Canara Bank and handled various responsibilities in retail and corporate banking, corporate credit, forex, personnel, audit and inspection divisions of the bank. He was working as vice president – compliance in Indiabulls Housing Finance Ltd. since 2005 till 2014 where he looked after pre and post disbursal credit compliance.

3.1.9 Neither Mrs. Santosh nor Mr. Ram Kumar are on the Board of Directors of the Target Company.

3.1.10 The key financial information of LEPL, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2013, March 31, 2014 and March 31, 2015 and the interim unaudited financial information, which has been subject to limited review by LEPL's auditors, as at and for the six months period ended September 30, 2015, are as follows. The said financial statements have been prepared in accordance with the Indian GAAP.

(All figures in ₹)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Income Statement				
Income from operations	-	-	-	-
Other Income	-	2,64,50,288	66,10,757	14,331
Total Income	-	2,64,50,288	66,10,757	14,331
Total Expenditure.	28,662	38,396	4,67,345	9,081
Profit Before Depreciation Interest and Tax	(28,662)	2,64,11,892	61,43,412	5,476
Depreciation	-	-	-	-
Interest	-	-	-	226
Profit / (Loss) Before Tax	(28,662)	2,64,11,892	61,43,412	5,250
Provision for Tax	555	555	553	
Profit / (Loss) After Tax	(29,217)	2,64,11,337	61,42,859	5,250
Balance Sheet				
Sources of funds				
Paid up share capital	1,00,000	1,00,000	1,00,000	1,00,000
Reserves and Surplus (excl Reval reserves)	(21,601,142)	48,10,195	1,09,53,054	1,09,58,304
Net worth	(21,501,142)	49,10,195	1,10,53,054	1,10,58,304
Secured loans	-	-	-	-
Unsecured loans	74,61,00,000	105,16,00,000	341,91,50,000	357,53,50,000
Other long-term liabilities	27,02,00,000	-	-	-
Total	99,47,98,858	105,65,10,195	343,02,03,054	358,64,08,304
Uses of funds				
Net fixed assets	-	-	-	-
Investments	99,47,13,913	105,64,44,320	342,97,24,308	358,63,51,551
Net current assets	83,837	65,322	4,78,746	56,753
Total miscellaneous expenditure not w/o	1,108	553	-	-
Total	99,47,98,858	105,65,10,195	343,02,03,054	358,64,08,304
Other Financial Data				
Dividend (%)	-	-	-	-
Earnings Per Share	(2.92)	2,641.13	614.29	0.53

3.1.11 LEPL has no contingent liabilities as disclosed in its financial statements for the year ended March 31, 2015.

3.1.12 As on the date of this DLoF, LEPL has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B SEBI Act, as amended or under any other regulations made under the SEBI Act.

3.1.13 LEPL shall not sell the Equity Shares of the Target Company during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.2 Arbutus Consultancy LLP (“Acquirer2” or “ACLLP”)

3.2.1 The designated partners of ACLLP and the persons in control are Mr. Rajiv Rattan (PAC4) and Mrs. Anjali Nashier. PAC4 who is in control of ACLLP is also the Promoter and chairman of the Board of Directors of the Target Company. ACLLP holds 5,22,39,168 (Five crore twenty-two lacs thirty-nine thousand one hundred and sixty-eight) Equity Shares in the Target Company, which it acquired subsequent to the Public Announcement, for which the relevant disclosures have been made to the Stock Exchanges.

3.2.2 ACLLP is a limited liability partnership, registered on June 23, 2015 under the laws of India (LLPIN: AAE-2382). Its registered office is situated at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057.

3.2.3 ACLLP has been incorporated for the purpose of carrying on the business, in India or elsewhere, of acting as advisors and consultants on all matters, including finance.

3.2.4 ACLLP has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.

3.2.5 ACLLP belongs to the RattanIndia group.

3.2.6 The designated partners of the Acquirer2 are as follows:

DPIN	Partner	Appointment Date	Designation	Qualification
00010849	Rajiv Rattan	June 23, 2015	Designated Partner	Bachelor of Technology (IIT – Delhi)
01942221	Anjali Nashier	June 23, 2015	Designated Partner	Bachelor of Technology in Electrical Engineering & LLB

3.2.6.1 Mr. Rajiv Rattan was selected by Schlumberger for its international service business in 1994 where he worked for over 5 years and gained extensive experience in international best practices, process management and risk management. Further, he has also gained extensive experience in the financial services sector and power sector and he has developed understanding of risk management, efficient processes and operational excellence.

3.2.6.2 Mrs. Anjali Nashier is an Electrical Engineer and LLB. She is Vice-Chairperson and CEO of RattanIndia Solar business and also a director on the board of RattanIndia Infrastructure Limited and RattanIndia Power Limited.

3.2.7 Since ACLLP was incorporated on June 23, 2015, it has not completed a financial year and hence the financials for a full year and interim financials are not available.

3.2.8 The networth of ACLLP, as certified by Sanjay Lalit & Co., Chartered Accountants (Membership Number: 079565) vide their certificated dated October 27, 2015, having their head office at 190/2-1, South Civil Lines, Muzaffarnagar – 251001, Uttar Pradesh, is ₹58,45,84,769 (Rupees Fifty-Eight Crore Forty-Five Lacs Eighty-Four Thousand Seven Hundred and Sixty Nine only) as on October 27, 2015.

3.2.9 As on the date of this DLoF, ACLLP has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

3.2.10 ACLLP shall not sell the Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

3.3 **Yantra Energetics Private Limited ("PAC1" or "YEPL")**

3.3.1 YEPL is part of the Promoter Group of the Target Company and holds 10,47,65,484 (Ten Crore Forty-Seven Lacs Sixty Five Thousand Four Hundred and Eighty Four) Equity Shares of the Target Company, representing 7.58% of the Voting Share Capital. Additionally, PAC4 who is in control of YEPL (through his holding in NCPL), is also the Promoter and chairman of the Board of Directors of the Target Company.

3.3.2 YEPL is an unlisted private limited company incorporated on January 19, 2006 under the provisions of the Company Act, 1956 (CIN: U74899DL2006PTC145135). Its registered office is situated at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. There has been no change in the name of the YEPL since inception. The equity shares of YEPL are not listed on any stock exchange in India.

3.3.3 YEPL has been incorporated for the purpose of carrying on business in the energy sector, including by way of manufacture of energy equipment and components, and also allied business activities.

3.3.4 YEPL is 100% owned by NCPL. Mr. Rajiv Rattan (PAC4) and Mrs. Anjali Nashier are the promoters of and in control of NCPL and collectively hold 10,000 (Ten Thousand) equity shares of face value of ₹10 (Rupees Ten only) each, representing 100% of the issued and paid up share capital of NCPL.

3.3.5 YEPL has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.

3.3.6 The shareholding pattern of YEPL is as follows:

Name of Shareholder	Category	Number of Shares Held	%age of holding
Nettle Constructions Private Limited along with one Nominee holding 1 equity share	Promoter	10,000 equity shares	100%

3.3.7 The directors of YEPL are as follows:

DIN	Director Name	Appointment Date	Designation	Qualification
01944460	Santosh	January 24, 2014	Director	Graduate
00643837	Ram Kumar	November 3, 2009	Director	Certified Associate of the Indian Institute of Bankers (CAIIB), M. Com

3.3.7.1 Mrs. Santosh is a housewife and is engaged in social activities.

3.3.7.2 Mr. Ram Kumar has more than 30 years of rich and varied banking experience having worked in Canara Bank and handled various responsibilities in retail and corporate banking, corporate credit, forex, personnel, audit and inspection divisions of the bank. He was working as vice president – compliance in Indiabulls Housing Finance Ltd. since 2005 till 2014 where he looked after pre and post disbursal credit compliance.

3.3.8 Neither Mrs. Santosh nor Mr. Ram Kumar are on the Board of Directors of the Target Company

3.3.9 The key financial information of YEPL, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2013, March 31, 2014 and March 31, 2015 and the interim unaudited financial information, which has been subject to limited review by YEPL's auditors, as at and for the six months period ended September 30, 2015, are as follows. The said financial statements have been prepared in accordance with the Indian GAAP.

(All figures in ₹)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Income Statement				
Income from operations	-	-	-	-
Other Income	6	11,75,99,185	5,29,56,343	1,00,532
Total Income	6	11,75,99,185	5,29,56,343	1,00,532
Total Expenditure.	88,803	76,791	243,83,23,000	13,12,433
Profit Before Depreciation Interest and Tax	(38,304)	11,75,73,781	(236,23,60,969)	(11,88,815)
Depreciation	-	-	-	-
Interest	50,493	51,387	23,005,688	23,086
Profit / (Loss) Before Tax	(88,797)	11,75,22,394	(238,53,66,657)	(12,11,901)
Provision for Tax	-	-	244,559	-
Profit / (Loss) After Tax	(88,797)	11,75,22,394	(238,56,11,216)	(12,11,901)
Balance Sheet				
Sources of funds				
Paid up share capital	1,00,000	1,00,000	1,00,000	1,00,000
Reserves and Surplus (excl Reval reserves)	79,36,034	12,54,58,428	(226,01,52,788)	(226,13,64,689)
Networth	80,36,034	12,55,58,428	(226,00,52,788)	(226,12,64,689)
Secured loans	-	-	-	-
Unsecured loans	505,51,40,000	567,06,91,000	454,03,91,000	455,66,91,000
Other long-term liabilities	71,07,51,000	-	-	-
Total	577,39,27,034	579,62,49,428	228,03,38,212	229,54,26,311
Uses of funds				
Net fixed assets	-	-	-	-
Investments	577,38,86,162	579,61,98,523	179,68,89,569	184,86,35,975
Net current assets	30,222	43,805	2,36,31,643	17,23,336
Long-term loans and advances	-	-	45,98,17,000	44,50,67,000
Total miscellaneous expenditure not w/o	10,650	7,100	-	-
Total	577,39,27,034	579,62,49,428	228,03,38,212	229,54,26,311
Other Financial Data				
Dividend (%)	-	-	-	-
Earnings Per Share	(8.88)	11,752.24	(2,38,561.12)	(12.12)

3.3.10 YEPL has no contingent liabilities as disclosed in its financial statements for the year ended March 31, 2015.

3.3.11 As on the date of this DLoF, YEPL has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

3.3.12 YEPL shall not sell the Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

3.4 *Spire Constructions Private Limited ("PAC2" or "SCPL")*

3.4.1 SCPL is part of the Promoter Group of the Target Company. As on the date of this DLoF, SCPL does not hold any Equity Shares of the Target Company. PAC4, who is in control of SCPL, is also the Promoter and chairman of the Board of Directors of the Target Company.

- 3.4.2 SCPL is an unlisted private limited company incorporated on August 1, 2005 under the provisions of the Companies Act, 1956 (CIN: U45201DL2005PTC139192). Its registered office is situated at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. There has been no change in the name of the SCPL since inception. The equity shares of SCPL are not listed on any stock exchange in India.
- 3.4.3 SCPL has been incorporated for the purpose of carrying on the business of real estate and allied activities.
- 3.4.4 SCPL belongs to the RattanIndia Group.
- 3.4.5 Mr. Rajiv Rattan (PAC4) and Mrs. Anjali Nashier are the promoters of and in control of SCPL and collectively hold 1,34,10,000 (One Crore Thirty-Four Lac Ten Thousand) equity shares of face value of ₹10 (Rupees Ten only) each, representing 100% of the issued and paid up equity share capital of SCPL.
- 3.4.6 SCPL has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.

- 3.4.7 The equity shareholding pattern of SCPL is as follows:

Name of Shareholder	Category	Number of Shares Held	%age of holding
Mr. Rajiv Rattan	Promoter	1,34,08,659	99.99
Mrs. Anjali Nashier	Promoter	1,341	0.01
Total		1,34,10,000	100.00

- 3.4.8 The directors of the SCPL are as follows:

DIN	Director Name	Appointment Date	Designation	Qualification
01942221	Anjali Nashier	January 24, 2014	Director	Bachelor of Technology in Electrical Engineering & LLB
00010849	Rajiv Rattan	November 3, 2009	Director	Bachelor of Technology (IIT – Delhi)

- 3.4.8.1 Mrs. Anjali Nashier is an Electrical Engineer and LLB. She is Vice-Chairperson and CEO of RattanIndia Solar business and also a director on the board of RattanIndia Infrastructure Limited and RattanIndia Power Limited.
- 3.4.8.2 Mr. Rajiv Rattan was selected by Schlumberger for its international service business in 1994 where he worked for over 5 years and gained extensive experience in international best practices, process management and risk management. Further, he has also gained extensive experience in the financial services sector and power sector and he has developed understanding of risk management, efficient processes and operational excellence.
- 3.4.9 Mr. Rajiv Rattan (PAC4) is a director of SCPL and is also the Promoter and chairman of the Board of Directors of the Target Company.
- 3.4.10 The key financial information of SCPL, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2013, March 31, 2014 and March 31, 2015 and the interim unaudited financial information, which has been subject to limited review by SCPL's auditors, as at and for the six months period ended September 30, 2015, are as follows. The said financial statements have been prepared in accordance with the Indian GAAP.

(All figures in ₹)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Income Statement				
Income from operations	-	-	-	-
Other Income	47,681	50,796	46,712	21,674

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Total Income	47,681	50,796	46,712	21,674
Total Expenditure	77,174	11,21,262	18,35,054	20,211
Profit Before Depreciation Interest and Tax	(13,163)	(10,54,375)	(17,72,969)	7,424
Depreciation	-	-	-	-
Interest	16,330	16,091	15,373	5,961
Profit / (Loss) Before Tax	(29,493)	(10,70,46)	(17,88,342)	1,463
Provision for Tax	-	-	-	-
Profit / (Loss) After Tax	(29,493)	(10,70,466)	(17,88,342)	1,463
Balance Sheet				
Sources of funds				
Paid up share capital	3,14,58,000	16,54,58,000	16,54,58,000	16,54,58,000
Reserves and Surplus (excl Reval reserves)	310,38,36,887	296,87,66,421	2,966,978,079	2,966,979,542
Networth	313,52,94,887	313,42,24,421	3,132,436,079	3,132,437,542
Secured loans	-	-	-	-
Unsecured loans	163,89,00,000	225,55,51,000	112,52,51,000	114,10,29,000
Total	477,41,94,887	538,97,75,421	425,76,87,079	427,34,66,542
Uses of funds				
Net fixed assets	-	-	-	-
Investments	476,82,00,000	538,96,51,000	425,93,51,000	427,50,28,500
Net current assets	94,887	1,24,421	(16,63,921)	(15,61,958)
Long Term Loans and Advances	59,00,000	-	-	-
Total miscellaneous expenditure not w/o	-	-	-	-
Total	477,41,94,887	538,97,75,421	425,76,87,079	427,34,66,542
Other Financial Data				
Dividend (%)	-	-	-	-
Earnings Per Share	(2.95)	(0.08)	(0.13)	0.01

3.4.11 SCPL has no contingent liabilities as disclosed in its financial statements for the year ended March 31, 2015.

3.4.12 As on the date of this DLoF, SCPL has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

3.4.13 SCPL shall not sell the Equity Shares of the Target Company during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.5 ***Nettle Constructions Private Limited ("PAC3" or "NCPL")***

3.5.1 NCPL is part of the Promoter Group of the Target Company. As on the date of this DLoF, NCPL does not hold any Equity Shares in the Target Company. PAC4 who is in control of NCPL, is also the Promoter and chairman of the Board of Directors of the Target Company.

3.5.2 NCPL is an unlisted private limited company incorporated on March 23, 2010 under the provisions of the Company Act, 1956 (CIN: U70200DL2010PTC200660). Its registered office is situated at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi, India - 110057. There has been no change in the name of the NCPL since inception. The equity shares of PAC3 are not listed on any stock exchange in India.

3.5.3 NCPL has been incorporated for the purpose of carrying on the business of real estate and allied activities.

3.5.4 Mr. Rajiv Rattan (PAC4) and Mrs. Anjali Nashier are the promoters of and in control of NCPL and collectively hold 10,000 (Ten Thousand) equity shares of face value of ₹10 (Rupees Ten only) each, representing 100% of the issued and paid up share capital of NCPL.

3.5.5 The shareholding pattern of NCPL is as follows:

Name of Shareholder	Category	Number of Shares Held	%age of holding
Mr. Rajiv Rattan	Promoter	9,999	99.99
Mrs. Anjali Nashier	Promoter	1	0.01
		10,000	100.00

3.5.6 The directors of NCPL are as follows:

DIN	Director Name	Appointment Date	Designation	Qualification
01942221	Anjali Nashier	January 24, 2014	Director	Bachelor of Technology in Electrical Engineering & LLB
00010849	Rajiv Rattan	March 23, 2010	Director	Bachelor of Technology (IIT – Delhi)

3.5.6.1 Mrs. Anjali Nashier is an Electrical Engineer and LLB. She is Vice-Chairperson and CEO of RattanIndia Solar business and also a director on the board of RattanIndia Infrastructure Limited and RattanIndia Power Limited.

3.5.6.2 Mr. Rajiv Rattan was selected by Schlumberger for its international service business in 1994 where he worked for over 5 years and gained extensive experience in international best practices, process management and risk management. Further, he has also gained extensive experience in the financial services sector and power sector and he has developed understanding of risk management, efficient processes and operational excellence.

3.5.7 NCPL has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.

3.5.8 The key financial information of NCPL, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2013, March 31, 2014 and March 31, 2015 and the interim unaudited financial information, which has been subject to limited review by NCPL's auditors, as at and for the six months period ended September 30, 2015, are as follows. The said financial statements have been prepared in accordance with the Indian GAAP.

(All figures in ₹)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Income Statement				
Income from operations	-	-	-	-
Other Income	-	792	1,29,30,229	-
Total Income	-	792	1,29,30,229	-
Total Expenditure.	11,808	9,618	1,29,64,160	12,500
Profit Before Depreciation Interest and Tax	(11,808)	(8,826)	1,29,21,711	(2,850)
Depreciation	-	-	-	-
Interest	-	-	1,29,55,642	9,650
Profit / (Loss) Before Tax	(11,808)	(8,826)	(33,931)	(12,500)
Provision for Tax	-	-	-	-
Profit / (Loss) After Tax	(11,808)	(8,826)	(33,931)	(12,500)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Balance Sheet				
Sources of funds				
Paid up share capital	100,000	100,000	1,00,000	100,000
Reserves and Surplus (excl Reval reserves)	(56,985)	(65,811)	(99,742)	112,242
Networth	43,015	34,189	258	(12,242)
Secured loans	-	-	-	-
Unsecured loans	20,68,57,500	112,53,24,500	353,36,57,500	426,74,57,500
Other long-term liabilities	55,56,67,500	-	-	-
Total	76,25,68,015	112,53,58,689	353,36,57,758	426,74,45,258
Uses of funds				
Net fixed assets				
Investments	3,00,000	3,00,000	3,00,000	4,00,000
Net current assets	31,277	6,15,429	14,32,758	13,45,258
Long-term loans and advances	76,22,36,738	112,44,43,260	353,19,25,000	426,57,00,000
Total miscellaneous expenditure not w/o				
Total	76,25,68,015	112,53,58,689	353,36,57,758	426,74,45,258
Other Financial Data				
Dividend (%)	-	-	-	-
Earnings Per Share	(1.18)	(0.88)	(3.39)	(0.13)

3.5.9 NCPL has no contingent liabilities as disclosed in its financial statements for the year ended March 31, 2015.

3.5.10 As on the date of this DLoF, NCPL has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other Regulations made under the SEBI Act.

3.5.11 NCPL shall not sell the Equity Shares of the Target Company during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.6 **Mr. Rajiv Rattan ("PAC4")**

3.6.1 Mr. Rajiv Rattan is the promoter and in control of SCPL and NCPL. By virtue of his majority shareholding in NCPL, PAC4 is also in control of LEPL and YEPL. Further, PAC4 is in control of ACLLP by virtue of his being a designated partner of ACLLP. Further, PAC4 is part of the Promoter Group of the Target Company and holds 17,70,000 (Seventeen Lacs Seventy Thousand) Equity Shares of the Target Company, representing 0.13% of the Voting Share Capital. PAC4 is also the Promoter and chairman of the Board of Directors of the Target Company and is a director on PAC2 and PAC3.

3.6.2 Mr. Rajiv Rattan, aged 42 years, s/o Mr. Ram Rattan is an Indian Resident residing at 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi – 110057.

3.6.3 Mr. Rajiv Rattan graduated from Indian Institute of Technology, Delhi in 1994 with specialization in electrical engineering. His core area of expertise is in the financial services sector and power sector and he has developed understanding of risk management, efficient processes and operational excellence.

- 3.6.4 A Sardana & Co., Chartered Accountants (Membership No. 089011), having its office at D-118, Saket, New Delhi, have certified vide their certificate dated October 24, 2015 that the net worth of Mr. Rajiv Rattan is ₹1827,71,37,150 (Rupees One Thousand Eight Hundred Twenty Seven Crore Seventy One Lac Thirty Seven Thousand One Hundred and Fifty only) as on September 30, 2015.
- 3.6.5 Mr. Rajiv Rattan has been making disclosures pursuant to the relevant provisions of Chapter V of the SEBI (SAST) Regulations and there has been no delay in this regard.
- 3.6.6 The details of listed companies where Mr. Rajiv Rattan is a Director are as follows:

Name of Company/Firm	Designation
RattanIndia Power Limited	Director
RattanIndia Infrastructure Limited	Whole-time Director

- 3.6.7 The details of unlisted companies/LLP where Mr. Rajiv Rattan is a director/designated partner are as follows:

Name of Company/Firm	Designation
Tupelo Properties Private Limited	Director
Spire Constructions Private Limited	Director
Reyna Land Development Private Limited	Director
RattanIndia Nasik Power Limited	Director
Priapus Land Development Private Limited	Director
Priapus Developers Private Limited	Director
Heliotrope Real Estate Private Limited	Director
Crocus Electricity Distribution Private Limited	Director
Cleta Land Development Private Limited	Director
Ceres Real Estate Private Limited	Director
Ceres Electricity Distribution Private Limited	Director
Arcelormittal Indiabulls Mining Private Limited	Director
Arbutus Mining Private Limited	Director
Antheia Infrastructure Private Limited	Director
Antheia Constructions Private Limited	Director
Antheia Buildcon Private Limited	Director
Arbutus Consultancy LLP	Designated Partner
Nettle Construction Private Limited	Director

- 3.6.8 Other than the 17,70,000 (Seventeen Lac Seventy Thousand) Equity Shares held since the listing of the Target Company i.e. July 30, 2012, PAC4 has not acquired any shares in the Target Company.
- 3.6.9 As on the date of this DLoF, PAC4 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other Regulations made under the SEBI Act.
- 3.6.10 PAC4 shall not sell the Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

4 BACKGROUND OF THE TARGET COMPANY

- 4.1 The Target Company is a public company incorporated on November 9, 2010 in New Delhi, India. The name of the Target Company was changed from Indiabulls Infrastructure and Power Limited to RattanIndia Infrastructure Limited on November 3, 2014. Apart from this, there have been no changes in the name of the Target Company.

- 4.2 The Target Company has its registered office at M-62 & 63, First Floor, Connaught Place, New Delhi-110 001
- 4.3 The Target Company is engaged in the business, *inter alia*, of consultancy in generation, transmission and distribution of power.
- 4.4 The Equity Shares of the Target Company are listed on NSE and BSE and are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. GDRs issued by the Target Company are listed on the Luxembourg Stock Exchange. There are no outstanding convertible securities, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company.
- 4.5 The share capital structure of the Target Company is as follows:

Type of Shares	No. of Shares/Voting Rights	% of Shares/Voting Rights
Fully paid up Equity Shares	138,22,69,592	100.00%
Partly paid up Equity Shares	NIL	NIL
Total paid up Equity Shares	138,22,69,592	100.00%
Total voting rights in Target Company	138,22,69,592	100.00%

- 4.6 The present issued, subscribed and fully paid-up equity share capital of the Target Company is ₹276,45,39,184 (Rupees Two Hundred Seventy Six Crore Forty Five Lac Thirty Nine Thousand One Hundred and Eighty Four only) comprising of 138,22,69,592 (One Hundred Thirty Eight Crore Twenty Two Lac Sixty Nine Thousand Five Hundred and Ninety Two) Equity Shares, which includes 49,96,038 (Forty Nine Lac Ninety Six Thousand and Thirty Eight) Equity Shares underlying 49,96,038 (Forty Nine Lac Ninety Six Thousand And Thirty Eight) GDRs. The Target Company does not have partly paid-up Equity Shares.
- 4.7 As of the date of this Draft Letter of Offer, trading of the Equity Shares of the Target Company is not suspended on the Stock Exchanges.
- 4.8 The Target Company, in its annual general meeting held on September 30, 2015 passed a resolution for the preferential issue of 32,00,00,000 (Thirty-Two Crore) warrants to Yantra Energetics Private Limited (PAC1), convertible into an equivalent number of Equity Shares of face value of ₹2 (Rupees Two only) each, at an exercise price of ₹2.30 (Rupees Two And Paise Thirty only) per Equity Share, which is higher than the floor price calculated on the pricing formula prescribed under Regulation 76 (1) of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended. The Target Company has applied to NSE and BSE for an in-principle listing approval for the warrants. The Target Company has received approval from NSE and is awaiting approval from BSE. PAC1 has undertaken, vide its letter dated November 2, 2015, that in the event the warrants are allotted to it, it will not convert the said warrants up to the 10th day after the Closure of the Tendering Period.
- 4.9 All Equity Share of the Target Company are listed and there are no shares that are pending listing. The Equity Shares of the Target Company have not been delisted from any stock exchange in India.
- 4.10 The Board of Directors of the Target Company, as of the date of this DLoF, are provided below:

DIN	Name of Director	Date of Appointment	Designation
00010849	Rajiv Rattan	February 21, 2012	Whole-time Director
00706336	Yashish Dahiya	September 30, 2014	Director
01942221	Anjali Nashier	September 30, 2014	Director
02393291	Narayanasany Jeevagan	September 30, 2014	Director
02774388	Debashis Gupta	September 30, 2014	Director
06966429	Sanjiv Chhikara	September 30, 2014	Director

- 4.11 Mr. Rajiv Rattan (PAC4) is the promoter of and in control of SCPL and NCPL. By virtue of his majority shareholding in NCPL, PAC4 is also in control of LEPL and YEPL. Further, PAC4 is in control of ACLLP by virtue of his being a designated partner of ACLLP. Further, PAC4 is part of the Promoter Group of the Target Company

and holds 17,70,000 (Seventeen Lacs Seventy Thousand) Equity Shares of the Target Company, representing 0.13% of the Voting Share Capital. PAC4 is also the Promoter and chairman of the Board of Directors of the Target Company and is a director on PAC2 and PAC3.

4.12 There have been no merger/demerger, spin off during last 3 (Three) years involving the Target Company.

4.13 The key financial information of the Target Company, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2013, March 31, 2014 and March 31, 2015 and the interim unaudited financial information, which has been subject to limited review by the Target Company's auditors, as at and for the six months period ended September 30, 2015, are as follows. The said financial statements have been prepared in accordance with the Indian GAAP.:

(All figures in ₹)

Particulars	As at and for the financial year ended March 31, 2013	As at and for the financial year ended March 31, 2014	As at and for the financial year ended March 31, 2015	Certified Financials as of and for the half year ended Sept 30, 2015
Income Statement				
Income from operations	-	-	-	-
Other Income	2,46,85,964	3,00,38,731	4,00,21,465	3,01,27,346
Total Income	2,46,85,964	3,00,38,731	4,00,21,465	3,01,27,346
Total Expenditure.	46,448,183	21,880,889	35,230,348	27,435,360
Profit Before Depreciation Interest and Tax	(2,16,74,139)	82,37,329	48,21,614	27,09,775
Depreciation	78,914	78,914	30,497	15,261
Interest	9,166	573	-	2,528
Profit / (Loss) Before Tax	(2,17,62,219)	81,57,842	47,91,117	26,91,986
Provision for Tax	(1,85,162)	43,11,478	(11,70,807)	4,18,378
Profit / (Loss) After Tax	(2,15,77,057)	38,46,364	59,61,924	22,73,608
Balance Sheet				
Sources of funds				
Paid up share capital	254,59,13,360	254,59,13,360	265,29,15,520	276,45,39,184
Reserves and Surplus (excl Reval reserves)	365,14,57,051	365,53,03,415	372,52,57,101	389,53,68,978
Money Received against Share Warrants	-	18,83,14,400	14,55,13,536	-
Networth	619,73,70,411	638,95,31,175	652,36,86,157	665,99,08,162
Secured loans	-	-	-	-
Unsecured loans	-	-	-	-
Total	619,73,70,411	638,95,31,175	652,36,86,157	665,99,08,162
Uses of funds				
Net fixed assets	4,57,373	3,78,459	6,14,953	5,99,692
Investments	592,50,00,000	592,50,00,000	592,50,00,000	592,50,00,000
Net Other assets	27,19,13,038	46,41,52,716	59,80,71,204	73,43,08,470
Total miscellaneous expenditure not w/o				-
Total	619,73,70,411	638,95,31,175	652,36,86,157	665,99,08,162
Other Financial Data				
Dividend (%)	-	-	-	-
Earnings Per Share (Basic)	(0.0170)	0.0030	0.0046	0.0017

4.14 Shareholding pattern of the Target Company pre and post Offer is provided below:

Shareholders'	Shareholding & voting rights prior to the acquisition and Offer.		Shares /voting rights agreed to be acquired which triggered off the Regulations.		Shares purchased post PA till the date of DLOF ³		Shares/voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and Offer. ⁴	
Category	(A)		(B)		(C)		(D)		A+B+C+D	
	No.	%	No.	%	No.	%	No.	%	No.	%
(1) Promoter group										
Acquirers and PACs ¹	64,98,73,870	47.01	3,00,000 ²	0.02	5,19,39,168	3.76	35,93,90,094	26.00	106,15,03,132	76.79
Total promoter group	64,98,73,870	47.01	3,00,000	0.02	5,19,39,168	3.76	35,93,90,094	26.00	106,15,03,132	76.79
(2) Public (other than Acquirers & PACs)										
(a) FIs/MFs/FIIs/Banks SFIs	29,38,61,803	21.26	-	-	-	-	-	-	-	-
(b) Others	43,85,33,919	31.73	-	-	-	-	-	-	-	-
Total Public	73,23,95,722	52.99	-	-	-	-	-	-	32,07,66,460	23.21
Grand Total	138,22,69,592	100.00	3,00,000	0.02	5,19,39,168	3.76	35,93,90,094	26.00	138,22,69,592	100.00

¹ Laurel Energetics Private Limited and Arbutus Consultancy LLP are the Acquirers and Yantra Energetics Private Limited, Spire Constructions Private Limited, Nettle Constructions Private Limited and Rajiv Rattan are the PACs. The Acquirers along with the PACs constitute the Promoter and Promoter Group of the Target Company.

² Purchased by Acquirer2 on October 28, 2015, which put together with the purchases of the Acquirers and PACs till that date exceeded 5% of the Voting Share Capital of the Target Company in one financial year, thus making this a mandatory Offer in compliance with regulation 3(2) of the SEBI (SAST) Regulations.

³ Please refer to para 2.2.10 for details of the purchases made by Acquirer2 from the date of the PA to the date of this DLOF.

⁴ Please refer to para 2.2.11

5 OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

- 5.1.1 The Equity Shares of the Target Company are listed on NSE and BSE and are frequently traded in terms of regulation 2(1)(j) of the SEBI (SAST) Regulations. GDRs issued by the Company are listed on Luxembourg Stock Exchange. There are no outstanding convertible securities, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company.
- 5.1.2 The total number of Equity Shares traded on NSE and BSE for a period of 12 (Twelve) calendar months preceding the calendar month in which the PA was made (October 1, 2014 to September 30, 2015, both days included) are as given below:

Stock Exchange	Number of Equity Shares traded	Total number of listed Equity Shares*	Trading turnover (as a percentage of total listed Equity Shares)
BSE	30,68,37,439	134,60,48,852	22.80%
NSE	14,09,86,504	134,60,48,852	10.47%

**During the period from October 1, 2014 to September 30, 2015, the capital base (paid-up capital of the Target Company) was changed once i.e. upon allotment of 5,58,11,832 (Five Crore Fifty Eight Lac Eleven Thousand Eight Hundred and Thirty Two) Equity Shares on May 30, 2015 consequent to which the paid up share capital of the Target Company was increased from ₹265,29,15,520 (Rupees Two Hundred Sixty Five Crore Twenty Nine Lac Fifteen Thousand Five Hundred and Twenty only) divided into 132,64,57,760 (One Hundred Thirty Two Crore Sixty Four Lac Fifty Seven Thousand Seven Hundred and Sixty) Equity Shares of face value ₹2 (Rupees Two only) each to ₹276,45,39,184 (Rupees Two Hundred Seventy Six Crore Forty Five Lac Thirty Nine Thousand One hundred and Eighty Four only) divided into 138,22,69,592 (One Hundred Thirty Eight Crore Twenty Two Lac Sixty Nine Thousand Five Hundred and Ninety Two) Equity Shares of ₹2 (Rupees Two only) each. Consequently, the number of shares of the Target Company has been taken as a weighted average of the capital of the Company in the said period.*

(Source: Certificate dated October 28, 2015 from Sanjay Lalit & Co., Chartered Accountants (Membership Number: 079565) having their head office at 190/2-1, South Civil Lines, Muzaffarnagar – 251001, Uttar Pradesh)

- 5.1.3 The Offer Price of ₹3.20 (Rupees Three and Paise Twenty only) per Equity Share is justified in terms of regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

S.No.	Parameter	Price (₹)
1	The highest negotiated price per Equity Share attracting the obligation to make this Offer	Not Applicable
2	The volume weighted average price paid by the Acquirers or PACs during the 52 (Fifty Two) weeks immediately preceding the date of the PA	2.58
3	The highest price paid for any acquisition by the Acquirers or PACs during the 26 (Twenty Six) weeks preceding the date of the PA	3.20
4	The volume-weighted average market price of Equity Shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on NSE, being the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	2.24

(Source: Certificate dated October 28, 2015 from Sanjay Lalit & Co., Chartered Accountants (Membership Number: 079565) having their head office at 190/2-1, South Civil Lines, Muzaffarnagar – 251001, Uttar Pradesh)

- 5.1.4 There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters under regulation 8(9) of the SEBI (SAST) Regulations.

- 5.1.5 There has been no revision in the Offer Price or to the Offer Size as on the date of this DLoF.
- 5.1.6 An upward revision in the Offer Price or the Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the Tendering Period of this Offer in accordance with regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the Open Offer Escrow Amounts (ii) make a public announcement in the same newspapers in which the DPS had been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE, NSE and the Target Company at its registered office of such revision.
- 5.1.1 If the Acquirers and the PACs acquire Equity Shares of the Target Company during 26 (Twenty Six) weeks after the Tendering Period at a price higher than the Offer Price, other than the open market purchases made in the ordinary course on the stock exchanges, then the Acquirers and the PACs shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from date of such acquisition.
- 5.2 **Financial arrangements**
- 5.2.1 Assuming full acceptance, the total funds requirements to implement this Offer is ₹115,00,48,300.80 (Rupees One Hundred Fifteen Crore Forty-Eight Thousand Three Hundred and Paise Eighty only) ("**Total Consideration**").
- 5.2.2 The Acquirers and the PACs have made firm financial arrangements for fulfilling their payment obligations under this Offer and are able to implement this Offer.
- 5.2.3 Sanjay Lalit & Co., Chartered Accountants (Membership Number: 079565) having their head office at 190/2-1, South Civil Lines, Muzaffarnagar – 251001, Uttar Pradesh, have, vide their certificate dated October 27, 2015, certified that the Acquirers have adequate financial resources through verifiable means to fulfill their obligations under this Offer.
- 5.2.4 The Acquirers have adequate resources to meet the financial requirements of this Open Offer and by way of security for performance of their obligations under the SEBI (SAST) Regulations, the Acquirers have created an escrow account named "RIL-Open Offer Escrow Account" (the "**Open Offer Escrow Account**") with HDFC Bank Limited (the "**Escrow Bank**"). The Open Offer Escrow Account comprises a sum of ₹30,00,00,000 (Rupees Thirty Crore only), being more than 25% of the Total Consideration. The Open Offer Escrow Account is in compliance with the requirements of regulation 17 of the SEBI (SAST) Regulations.
- 5.2.5 The source of funds for the Acquirers is domestic. PAC4, the designated partner of Acquirer2 has given an undertaking to provide financial support in the form of capital contribution or by extending unsecured loan to Acquirer1 and Acquirer2 to fulfill its financial obligations under the SEBI (SAST) Regulations.
- 5.2.6 The Manager to the Open Offer has entered into an agreement dated October 27, 2015 with the Acquirers and the Escrow Bank (the "**Open Offer Escrow Agreement**") pursuant to which the Acquirers have authorized only the Manager to the Open Offer to realize the value of the Open Offer Escrow Account as per the provisions of the SEBI (SAST) Regulations.
- 5.2.7 Based on the above, the Manager to the Open Offer is satisfied that firm arrangements have been put in place by the Acquirers and the PACs to fulfill their obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

6 TERMS AND CONDITIONS OF THIS OFFER

6.1 *Operational terms and conditions*

- 6.1.1 In terms of the schedule of activities, the Tendering Period for the Offer shall commence on December 22, 2015 and close on January 6, 2016.
- 6.1.2 The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 6.1.3 This is not a conditional offer and there is no stipulation on any minimum level of acceptance.
- 6.1.4 The Identified Date for this Offer as per the schedule of activities is December 8, 2015.
- 6.1.5 The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (One).
- 6.1.6 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 6.1.7 This is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations. There has been no competing offer as on the date of this DLoF. If there is a competing offer, the public offers under all the subsisting bids shall open and close on the same date.
- 6.1.8 The Acquirers may revise the Offer Price and the Offer Size upwards up to 3 (Three) Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers and the PACs shall, (a) make corresponding increase to the Open Offer Escrow Amount, (b) make a public announcement in the same newspapers in which the DPS was published, and (c) simultaneously with the announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such a revision. The same price would be payable by the Acquirers for all the Equity Shares tendered anytime during the Tendering Period.
- 6.1.9 Upward revision/ withdrawal, if any, of the Offer would be informed by way of public announcement in the same newspapers in which DPS was published.
- 6.1.10 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, the acceptance of the Equity Shares received from the Public Shareholders by the Acquirers and the PACs will be determined on a proportionate basis in consultation with the Manager to the Offer.

6.2 *Eligibility for accepting the Offer*

- 6.2.1 The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
- 6.2.2 All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the Closure of the Tendering Period are eligible (subject to paragraph 6.3 (Statutory and Other Approvals) below to participate in this Offer.
- 6.2.3 The Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgement will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, Public Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgement from SEBI's website.

- 6.2.4 There shall be no discrimination in the acceptance of locked-in and non-locked-in Shares in the Offer. The residual lock-in period will continue in the hands of the Acquirers. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.
- 6.2.5 The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 6.2.6 The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s) of the Target Company.
- 6.2.7 By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirers or the PACs.
- 6.2.8 None of the Acquirers, the PACs, the Manager or the Registrar to the Offer accepts any responsibility for any loss of equity share certificates, Offer acceptance forms, share transfer forms, etc. during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.
- 6.2.9 The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager.
- 6.2.10 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute part of the terms of the Offer.
- 6.2.11 In terms of Regulation 18(2) of the SEBI (SAST) Regulations, where local laws or regulations of any jurisdiction outside India may expose the Acquirers, the PACs or the Target Company to material risk of civil, regulatory or criminal liabilities in the event the LoF in its final form were to be sent without material amendments or modifications into such jurisdiction, and the Public Shareholders resident in such jurisdiction hold Equity Shares entitling them to less than 5% of the voting rights of the Target Company, the Acquirers and the PACs may refrain from dispatch of the LoF into such jurisdiction.
- 6.2.12 The Manager to the Offer shall submit a final report to SEBI within 15 (Fifteen) Working Days from the closure of the Tendering Period in accordance with Regulation 27(7) of the SEBI (SAST) Regulations confirming status of completion of various Offer requirements.
- 6.2.13 For any assistance please contact the Manager to the Offer.

6.3 Statutory and Other approvals

- 6.3.1 To the best of the knowledge of the Acquirers and the PACs, as of the date of this Draft Letter of Offer, there are no statutory or other approvals required to complete the acquisition of Offer Shares. However, in case of any statutory approvals being required by the Acquirers and/or the PACs at a later date prior to the completion of this Offer, this Offer shall be subject to such approvals.
- 6.3.2 NRIs, OCBs and FIIs holding the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in the Open Offer, if required. NRI, OCB and FII Public Shareholders may approach the RBI independently to seek approval to tender the Equity Shares in the Offer, if required.
- 6.3.3 The Acquirers and/or PACs do not require any approvals from financial institutions or banks for this Offer.
- 6.3.4 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirers and PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required, or where statutory or other approvals have been received, in order to complete this Offer

- 6.3.5 In case of delay in receipt of any approval to be obtained by the Acquirers or the PACs, SEBI may, if it is satisfied that such delay in receipt of the requisite approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers or the PACs to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, permit the Acquirers and the PACs to delay the commencement of the Tendering Period for the Offer pending receipt of such approval(s) or grant an extension of time to the Acquirers and the PACs to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer in accordance with Regulation 18(11) of the SEBI (SAST) Regulations .
- 6.3.6 IN TERMS OF REGULATION 23(1) OF THE SEBI (SAST) REGULATIONS, IN THE EVENT THAT ANY STATUTORY OR REGULATORY APPROVALS REQUIRED FOR THE COMPLETION OF THIS OFFER OR FOR THE TRANSACTIONS TRIGGERING THIS OFFER ARE REFUSED, THEN THE ACQUIRERS AND THE PACS SHALL HAVE THE RIGHT TO WITHDRAW THE OFFER. IN THE EVENT OF SUCH WITHDRAWAL OF THE OFFER, THE ACQUIRERS AND THE PACS (THROUGH THE MANAGER) SHALL, WITHIN TWO WORKING DAYS OF SUCH WITHDRAWAL, MAKE A PUBLIC ANNOUNCEMENT OF SUCH WITHDRAWAL, STATING THE GROUNDS FOR WITHDRAWAL IN ACCORDANCE WITH REGULATION 23(2). IN SUCH EVENT, THE ACQUIRERS AND THE PACS SHALL NOT ACQUIRE THE OFFER SHARES AND THE OFFER SHALL STAND WITHDRAWN.

7 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 7.1 The Open Offer will be implemented by the Acquirers and the PACs through stock exchange mechanism made available by the Stock Exchanges in the form of a 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.
- 7.2 BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 7.3 The Acquirers have appointed Motilal Oswal Securities Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.
- 7.4 Contact details of the Buying Broker are as mentioned below:
MOTILAL OSWAL SECURITIES LIMITED
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai 400 025,
Maharashtra, India | Tel: +91 22 3089 6000
Contact Person: Jaydeep Malkan / Meghna Gupta.
- 7.5 All Public 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.
- 7.6 Separate Acquisition window will be provided by the Stock Exchange(s) to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Shares as well as physical Shares.
- 7.7 The cumulative quantity tendered shall be displayed on the websites of the Stock Exchange(s) throughout the trading session at specific intervals during Tendering Period.
- 7.8 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as a client (KYC Compliant).
- 7.9 ***Procedure for tendering Equity Shares held in Dematerialized Form***

- 7.9.1 The Public 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 /Selling Broker indicating the details of Equity Shares they intend to tender in Open Offer.
- 7.9.2 The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.
- 7.9.3 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.
- 7.9.4 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.
- 7.9.5 Upon placing the bid, the Selling Broker(s) shall provide TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like bid ID No. DP ID, client ID, no of Equity Shares tendered, etc.
- 7.9.6 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance under the Open Offer.
- 7.9.7 **The Public Shareholders holding Shares in demat mode are not required to fill any Form of Acceptance. Public Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be required to fill the respective Form of Acceptances. Public Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode. The Public Shareholders are advised to retain the acknowledged copy of the DIS and TRS till the completion of the Offer period.**
- 7.10 ***Acceptance of Equity Shares***
- 7.10.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 7.10.2 In the event that the number of Equity Shares (including demat shares, physical shares and locked-in Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public 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 Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.
- 7.11 ***Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer***
- 7.11.1 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.
- 7.11.2 A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

- 7.11.3 The Letter of Offer will be dispatched to all the eligible Public Shareholders of the Target Company whereas the Form of Acceptance will be dispatched only to the Public shareholders holding shares in physical form. In case of non-receipt of the Letter of Offer, such eligible Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) 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 Form of Acceptance, Public Shareholders holding shares in physical form may participate in the Offer by providing their application in plain paper in writing signed by all Public Shareholders of the relevant Equity Shares, 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 Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by the Stock Exchange(s) before the closure of the Offer.
- 7.11.4 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Public Shareholder, shall not invalidate the Offer in any way.
- 7.11.5 The acceptance of the Offer made by the Acquirers is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirers/ PACs do not accept any responsibility for the decision of any Public Shareholder to either participate or to not participate in the Offer. The Acquirers/ PACs will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.11.6 The Letter of Offer along with the Form of Acceptance would also be available at SEBI's website, www.sebi.gov.in, and Public Shareholders can also apply by downloading such forms from the said website.

7.12 Settlement process

- 7.12.1 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.
- 7.12.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 7.12.3 Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.
- 7.12.4 The shares shall be credited directly to the escrow demat account of the Acquirers maintained with the Acquirers' broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available.
- 7.12.5 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 demat escrow account which will be opened by the Acquirers.
- 7.12.6 In case of partial or non-acceptance of orders or excess pay-in, demat Equity Shares shall be released to the securities pool account of the Selling Broker(s)/ custodian, post which, the Selling Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Public Shareholders.
- 7.12.7 Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

7.13 Settlement of funds / payment of consideration

- 7.13.1 The settlement of payment obligation for demat and physical shares shall be effected through existing settlement accounts of Selling Brokers.

- 7.13.2 The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Brokers/ custodian participant will receive funds payout in their settlement bank account. The Selling Brokers/ custodian participants would pay the consideration to their respective clients.
- 7.13.3 The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker as per secondary market pay out mechanism.
- 7.13.4 Public 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 Public Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Public 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 Acquirers/ PACs accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Public Shareholder.
- 7.13.5 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

7.14 **Note on taxation**

- 7.14.1 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 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 realized 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 provided the transaction is chargeable to STT.

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

7.14.2 **Tax deduction at source**

- 7.14.2.1 **In case of Resident Public Shareholders:** In absence of any specific provision under the Income Tax Act, the Acquirers and PACs shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the said Offer.
- 7.14.2.2 **In the case of Non Resident Public 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 the non-resident shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES. YOU ARE ADVISED TO CONSULT YOUR OWN TAX CONSULTANTS AND ADVISORS BEFORE MAKING A DECISION BASED ON THE INFORMATION PROVIDED HERE.

8 DOCUMENTS FOR INSPECTION

- 8.1 Copies of the following documents will be available for inspection by the Public Shareholders at the office of the Manager at Motilal Oswal Investment Advisors Private Limited, Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S.T Depot, Prabhadevi, Mumbai – 400 025, between 10:30 a.m. and 3:00 p.m. on any Working Day (except Saturdays and Sundays) during the period from the date of commencement of the Tendering Period (December 22, 2015) until the date of Closure of the Tendering Period (January 6, 2016).
- 8.1.1.1 Certified copies of the Memorandum and Articles of Association and certificate of incorporation of the Acquirers and PACs;
- 8.1.1.2 Certificate dated October 27, 2015 from Sanjay Lalit & Co., Chartered Accountants, certifying that the Acquirers and PACs have adequate financial resources to fulfill their obligations under this Offer;
- 8.1.1.3 Certified copies of the annual reports and financial statements of the Acquirers and PACs for the 3 (Three) financial years ending on March 31, 2013, 2014 and 2015;
- 8.1.1.4 Certified copies of the annual reports of Target Company for the 3 (Three) financial years ending on March 31, 2013, 2014 and 2015;
- 8.1.1.5 Letter dated October 27, 2015 from the Open Offer Escrow Agent confirming the receipt of the cash deposit in the Open Offer Escrow Account and a lien in favour of the Manager to the Offer;
- 8.1.1.6 Copy of the Public Announcement submitted to the Stock Exchanges on October 28, 2015 and the corrigendum to the Public Announcement dated November 2, 2015 submitted to the Stock Exchanges;
- 8.1.1.7 Copy of the Detailed Public Statement published by the Manager on behalf of the Acquirers and PACs on November 3, 2015;
- 8.1.1.8 Published copy of the recommendation to be made by the committee of the independent directors of Target Company in relation to the Offer;
- 8.1.1.9 SEBI observation letter no. [●] dated [●] on the Draft Letter of Offer;
- 8.1.1.10 A copy of the documentation for opening a special depository account for the purpose of Offer;
- 8.1.1.11 Open Offer Escrow Agreement dated October 27, 2015 between the Acquirers, the PACs the Manager and the Open Offer Escrow Agent;
- 8.1.1.12 Trading Member Cum Escrow Agreement dated October 27, 2015 by and amongst Motilal Oswal Securities Limited; Laurel Energetics Private Limited; Arbutus Consultancy LLP; Yantra Energetics Private Limited; Spire Constructions Private Limited; Nettle Constructions Private Limited; Mr. Rajiv Rattan; Motilal Oswal Investment Advisors Private Limited; Rattan Infrastructure Limited and Karvy Computershare Private Limited;
- 8.1.1.13 Copy of certificates dated October 28, 2015, from Sanjay Lalit & Co., Chartered Accountants, certifying the Offer Price in terms of Regulation 8(2) of the SEBI (SAST) Regulations;

9 DECLARATION BY THE ACQUIRERS AND THE PACs

- 9.1 The Acquirers, along with their respective directors, and the PACs, along with their respective directors accept full responsibility for the obligations of the Acquirers and the PACs as laid down in terms of the SEBI (SAST) Regulations and for the information contained in this Draft Letter of Offer. All information pertaining to the Target Company in this Draft Letter of Offer has been obtained from publicly available sources.
- 9.2 The Acquirers and the PACs shall be jointly and severally responsible for ensuring compliance with the provisions of the SEBI (SAST) Regulations and for their obligations laid down in the SEBI (SAST) Regulations.
- 9.3 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 FOR AND ON BEHALF OF LAUREL ENERGETICS PRIVATE LIMITED Name: Designation:	SIGNED FOR AND ON BEHALF OF ARBUTUS CONSULTANCY LLP Name: Designation:
SIGNED FOR AND ON BEHALF OF YANTRA ENERGETICS PRIVATE LIMITED Name: Designation:	SIGNED FOR AND ON BEHALF OF SPIRE CONSTRUCTIONS PRIVATE LIMITED Name: Designation:
SIGNED FOR AND ON BEHALF OF NETTLE CONSTRUCTIONS PRIVATE LIMITED Name: Designation:	SIGNED FOR MR. RAJIV RATTAN Name: Designation:

Date:

Place: