

Draft Letter of Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer ('LoF') is sent to you as a Shareholder(s) of Ruby Traders & Exporters Limited ('RTEL'/'Target Company'). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your Equity Shares in the Target Company, please hand over this Letter of Offer to the Member of Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

Mr. Amit Rambhia ('Acquirer 1')

Residing at 2B/113, 11th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W),
Mumbai-400 086

Contact No.: +91 93222 68875, E-Mail: amit@rambhia.com

Mr. Nikit Rambhia ('Acquirer 2')

Residing at 3B/134, 13th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W),
Mumbai - 400 086

Contact No.: +91 93222 71321, E-Mail: nikit@rambhia.com

and

Mr. Devchand Rambhia ('Acquirer 3')

Residing at 3B/134, 13th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W),
Mumbai - 400 086

Contact No.: +91 93236 09501, E-Mail: dlr@rambhia.com

to the existing shareholders of

RUBY TRADERS & EXPORTERS LIMITED ('RTEL'/'Target Company')

(CIN: L51909WB1981PLC033779)

Registered Office: Room No. 52, 4th Floor, Martin Burn House, 1, R.N. Mukherjee Road, Kolkata-700 001.

Telefax.: +91 33 4007 5364; E-Mail: rubytraders1981@gmail.com; Website: www.rubytraders.co.in

to Acquire 11,41,400 Equity Shares of ₹10 each representing 26% of the Share Capital and Voting Capital of the Target Company at a price of ₹12.00 (Rupees Twelve only) per share ('Offer Price'), payable in cash

- This Offer is being made by the Acquirers pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations 2011.
- This Offer is not conditional upon any minimum level of acceptance by the shareholder(s) of the Target Company.
- As on date of this Letter of Offer, there are no statutory approvals required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all the statutory approvals that may become applicable at a later date but before the completion of the Open Offer.
- If there is any upward revision in the Offer Price/Offer Size at any time up to three (3) working days prior to commencement of the Tendering Period i.e. up to January 01, 2016 (Friday) in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement ('DPS') was published. Such revised Offer Price would be payable to all the shareholders, who have validly tendered their shares anytime during the Tendering Period to the extent their shares have been verified and accepted under the Offer, by the Acquirers. If the Offer is withdrawn pursuant to Regulation 23 of the SEBI (SAST) Regulations, 2011, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the DPS had been published.
- **If there is a competing offer:**
The public offers under all the subsisting bids shall open and close on the same date.
- A copy of the Public Announcement ('PA'), Detailed Public Statement ('DPS') and this Letter of Offer ('LoF') are also available on the website of Securities and Exchange Board of India ('SEBI') at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057 Telefax.: +91 22 2612 3207/08 E-Mail: openoffer@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128		Niche Technologies Private Limited CIN: U74140WB1994PTC062636 Bagree Market, 5 th Floor, 71, B.R.B. Basu Ro6ad, Kolkata-700 001 Tel No.: +91 33 2234 3576 Fax No.: +91 33 2215 6823 Contact Person: Mr. Shoab Abbas E-Mail: nichetechpl@nichetechpl.com SEBI Reg. No.: INR000003290
Offer Opens on:	January 06, 2016 (Wednesday)	Offer Closes on:	January 19, 2016 (Tuesday)

TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Day & Date
Date of the PA	Wednesday, November 11, 2015
Date of publishing the Detailed Public Statement	Wednesday, November 18, 2015
Last date for filing of Draft Letter of Offer with SEBI	Thursday, November 26, 2015
Last date of a Competing Offer	Thursday, December 10, 2015
Latest date by which SEBI's observations will be received	Thursday, December 17, 2015
Identified Date*	Monday, December 21, 2015
Last date by which the Letter of Offer will be dispatched to the Shareholders' (<i>except the Acquirers and the Promoter/ Seller</i>) as on the identified date	Wednesday, December 30, 2015
Last Date for revising the Offer Price/number of shares	Friday, January 01, 2016
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Monday, January 04, 2016
Date of public announcement for Opening the Offer	Tuesday, January 05, 2016
Date of Commencement of the Tendering Period (Offer opening date)	Wednesday, January 06, 2016
Date of Closing of the Tendering Period (Offer closing date)	Tuesday, January 19, 2016
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	Wednesday, February 03, 2016

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the shareholders (registered or unregistered) of the Target Company (except the Acquirers and the Promoter/Seller) are eligible to participate in this Offer any time during the tendering period of the Offer.*

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirers:

Relating to the Proposed Offer:

- 1) Although this Offer is not subject to the receipt of any statutory approvals but in case of any such applicability on a later date and therefore, in the event that either the statutory approvals or the regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed.
- 2) In case of over-subscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- 3) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and despatch of consideration are delayed.

Relating to the Acquirers:

- 1) The Acquirers makes no assurance with respect to the financial performance of the Target Company and their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 2) The Acquirers cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- 3) The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement(PA)/Detailed Public Statement (DPS)/Letter of Offer (LoF) and anyone placing reliance on any other sources of information, not released by the Acquirers, would be doing so at his / her / its own risk.

The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder's participation in the Offer.

Table of Contents[

1. ABBREVIATIONS / DEFINITIONS	1
2. DISCLAIMER CLAUSE.....	3
3. DETAILS OF THE OFFER.....	3
3.1 BACKGROUND OF THE OFFER	3
3.2 DETAILS OF THE PROPOSED OFFER	5
3.3 OBJECT OF THE OFFER.....	6
4. BACKGROUND OF THE ACQUIRERS	6
5. BACKGROUND OF THE TARGET COMPANY-RUBY TRADERS & EXPORTERS LIMITED.....	8
6. OFFER PRICE AND FINANCIAL ARRANGEMENTS	11
6.1 JUSTIFICATION OF OFFER PRICE	11
6.2 DETAILS OF FIRM FINANCIAL ARRANGEMENTS.....	13
7. TERMS AND CONDITIONS OF THE OFFER	13
7.1 OPERATIONAL TERMS AND CONDITIONS.....	13
7.2 LOCKED-IN SHARES.....	14
7.3 ELIGIBILITY FOR ACCEPTING THE OFFER.....	14
7.4 STATUTORY APPROVALS	15
8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER.....	15
9. DOCUMENTS FOR INSPECTION	19
10. DECLARATION BY THE ACQUIRERS	20

1. ABBREVIATIONS / DEFINITIONS

Acquirer 1	Mr. Amit Rambhia
Acquirer 2	Mr. Nikit Rambhia
Acquirer 3	Mr. Devchand Rambhia
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956, as amended or modified from time to time and the Companies Act, 2013
DP	Depository Participant
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer published on November 18, 2015 (Wednesday)
Draft Letter of Offer / DLoF	This Draft Letter of Offer dated November 24, 2015
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer (<i>except the Acquirers and the Promoter/Seller</i>).
Equity Shares	Equity Shares of the Target Company of the face value of ₹10 (Rupees Ten only) each
Escrow Account	Shall have the meaning given to it in paragraph 6.2. 2 of this Letter of Offer
Escrow Amount	Shall have the meaning given to it in paragraph 6.2. 2 of this Letter of Offer
Escrow Bank	Kotak Mahindra Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investor registered with SEBI
Identified Date	December 21, 2015 (Monday) i.e. date falling on the tenth (10 th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
₹/ INR / Rs.	Indian Rupees, the legal currency of India
Manager / Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer period	Period from the date of entering into an agreement, to acquire Shares, Voting Rights in the Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirers to the Public Shareholders to acquire 11,41,400 Equity Shares of ₹10 each, representing 26% of the Share Capital and Voting Capital of the Target Company
Offer Price	₹12 (Rupees Twelve only) per Equity Share
Offer Size	11,41,400 Equity Shares representing 26% of the Share Capital & Voting Capital of the Target Company at a price of ₹12.00 (Rupees Twelve only) per equity share, aggregating to ₹1,36,96,800 (Rupees One Crore Thirty Six Lacs Ninety Six Thousand and Eight Hundred only)
PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer,

	on behalf of the Acquirers on November 11, 2015 (Wednesday)
Promoters	Promoter/Promoter Group of Ruby Traders & Exporters Limited as per Clause 35 of the Listing Agreement entered with the Stock Exchange
Public Shareholder(s)	The Equity Shareholder(s) of The Target Company other than the Acquirers and Promoter/Promoter Group of the Target Company
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Niche Technologies Private Limited
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (SAST) Regulations, 2011/ SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
Equity Share Capital	Present paid-up Equity Share Capital of ₹4,39,00,000 comprising of 43,90,000 Equity Shares of ₹10 each
Stock Exchange	BSE Limited, Mumbai ('BSE')
Target Company/RTEL	Ruby Traders & Exporters Limited
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including January 06, 2016 (Wednesday) and January 19, 2016 (Tuesday)

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF RUBY TRADERS & EXPORTERS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 24, 2015 (TUESDAY) TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 BACKGROUND OF THE OFFER

- 3.1.1. This Open Offer is made by Mr. Amit Rambhia ("Acquirer 1"), Mr. Nikit Rambhia ("Acquirer 2") and Mr. Devchand Rambhia ("Acquirer 3") (hereinafter collectively referred to as 'Acquirers') to the Equity shareholders of Ruby Traders & Exporters Limited (hereinafter referred to as the "RTEL"/"Target Company") pursuant to and in compliance with regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 to acquire 11,41,400 Equity Shares of ₹10 each representing 26% of the Share Capital and Voting Capital of the Target Company ('Offer Size') at a price of ₹12 (Rupees Twelve only) per Equity Share ('Offer Price'), payable in cash, subject to the terms and conditions set out in the PA, DPS and the LoF which will be sent to the Public Shareholders of the Target Company.
- 3.1.2. As on the date of PA, the Acquirers holds in aggregate 10,60,000 Equity Shares of the Target Company representing 24.14% of the Share Capital & Voting Capital of the Target Company. The Object of the acquisition is to take over the control of the Target Company and also to increase the shareholding in the Target Company
- 3.1.3. The Acquirers have entered into a Share Purchase Agreement ('SPA') with the existing Promoter/Seller for the entire Shareholding held by them i.e. 100 Equity Shares representing 0.002% of the Share Capital and Voting Capital.
- 3.1.4. Pursuant to the Share Purchase Agreement ('SPA') dated November 11, 2015, Mr. Amit Rambhia ('Acquirer 1') agreed to acquire 100 Equity Shares of ₹10 each at a price of ₹12 per share representing 0.002% of the Share Capital and Voting Capital from the following Promoter/Selling Shareholder of the Target Company (hereinafter referred to as "Seller"/"Selling Shareholder"):

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	Mr. Sonal Gupta	Yes	100	0.002%	Nil	Nil

	PAN: AHGPG7323K					
	Address: 2/8B, Sarat Bose Road, Kolkata-700 020					
	TOTAL		100	0.002%	Nil	Nil

The above mentioned 100 Equity Shares are lying in the Seller's Demat Account and the same will be transferred to the Acquirer's demat account only upon completion of the Open Offer formalities.

3.1.5. The Salient Features of the Share Purchase Agreement ('SPA') are as under:

- (i) The Seller shall sell to the Acquirer and the Acquirer shall, subject to the fulfilment of the conditions, and relying on the several representations and undertakings of the Seller hereinafter contained, purchase the Sale Shares, free from all encumbrances and defects for the Purchase Price and on the terms and conditions hereinafter contained.
- (ii) The Acquirer shall acquire 100 Equity Shares of ₹10 each of the Company, representing 0.002% of the Share Capital and Voting Capital of the Company.
- (iii) The Purchase Consideration for the Sale Shares shall be at the rate of ₹12/- (Rupees Twelve only) per share. The Acquirer shall pay the Purchase Consideration relatable to the Sale Shares..
- (iv) An earnest money deposit of ₹500 (Rupees Five Hundred only) have been paid for the Sale Shares at the time of execution of this Share Purchase Agreement. The consideration after adjusting the earnest money deposit would be paid upon the completion of the takeover formalities/payment of consideration to the shareholders who have surrendered their shares in the Open Offer.

(v) Compliance with Takeover Regulations:

- (a) The Sale and Purchase of the Sale Shares shall be subject to compliance with the provisions of the Takeover Regulations.
- (b) The Seller shall cause the Company to comply with the provisions of the Takeover Regulations.
- (c) In case of non-compliance with any of the provisions of the Takeover Regulations by either of the parties, this agreement for sale of the Sale Shares shall not be acted upon by either Seller or the Acquirer.

(vi) Due Diligence:

- (a) The Acquirer has, prior to execution hereof, carried out a financial and legal due diligence with respect to the Company based on information/documents supplied by the Seller to the Acquirer and has relied upon the accounts of the Company referred to in the said SPA.
- (b) The Acquirer shall be entitled to any additional information that the Acquirer may require in relation to the Company pursuant to any further clarifications required in view of the due diligence carried out by the Acquirer.
- (c) The Seller shall ensure that the Acquirer and his authorized representatives are permitted access to the books, accounts, papers, records and documents of the Target Company and that the Acquirer and his authorized representatives shall be entitled to copies of and extracts from the books, accounts, papers, records and documents of the Company.

3.1.6. The Proposed Change in Control of the Target Company is not through any Scheme of Arrangement.

3.1.7. The Acquirers may, in terms of first proviso to Regulation 24(1) of the SEBI(SAST), Regulations, 2011 after the expiry of Fifteen (15) working days, subject to the Acquirers depositing in the Escrow Account under Regulation 17, cash of an amount equal to 100% of the consideration payable under the Open Offer

assuming full acceptance, reconstitute the Board of Directors of the Target Company by appointing their representatives, as they may deem fit,

Further, the Acquirers may also, in terms of Regulation 22(2) of SEBI (SAST) Regulations, 2011 subject and in compliance of Regulation 17, upon expiry of twenty-one (21) working days from the date of the Detailed Public Statement ('DPS'), complete the acquisition of subscription shares pursuant to the Share Purchase Agreement('SPA').

3.1.8.The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of SEBI Act or under any other regulations made under the SEBI Act.

3.1.9.As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period i.e. January 04, 2016 (Monday) in the same newspaper where the DPS was published. A copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the Manager/s to the Open Offer for every competing offer.

3.1.10. No other persons/individuals/entities are acting in concert with the Acquirers for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.2 DETAILS OF THE PROPOSED OFFER

3.2.1 The PA announcing the Open Offer, under Regulation 3(1) and 4 read with Regulation 13, 14 and 15 of the SEBI (SAST) Regulations, 2011 was made on November 11,2015 (Wednesday) and was submitted to BSE Ltd, Mumbai ('BSE') and the Target Company on November 11,2015 (Wednesday) and was also filed with SEBI, Mumbai on November 13,2015 (Friday).

3.2.2 In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on November 18,2015 (Wednesday) in the following newspapers:

Publication	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadweep	Marathi	Mumbai Edition
Kalantar Patrika	Bengali	Kolkata Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

3.2.3 Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI and BSE and also sent to the Target Company at its Registered Office.

3.2.4 This Open Offer is triggered to take over the Control of the Target Company and to increase the shareholding in the Target Company

3.2.5 The Offer is being made by the Acquirers to the Public shareholders of the Target Company, to acquire 11,41,400 Equity Shares representing 26% of the Share Capital and Voting Capital of the Target Company at a price of ₹12.00 (Rupees Twelve only) per Equity Share ('Offer Price') aggregating to ₹1,36,96,800 (Rupees One Crore Thirty Six Lacs Ninety Six Thousand and Eight Hundred only), payable in cash subject to the terms and conditions set out in the PA, DPS and the LoF.

3.2.6 There are no partly paid-up Equity Shares in the Target Company. Further, there is no differential pricing for the Offer.

3.2.7 This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

3.2.8 The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders in terms of Regulation 19(1) of the SEBI (SAST) Regulations. The Acquirers will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer upto a maximum of 11,41,400 Equity Shares representing 26% of the Share Capital and Voting Capital of the Target Company.

- 3.2.9 The Acquirers have not acquired any shares of the Target Company after the date of PA i.e. November 11, 2015 (Wednesday) up to the date of this DLoF.
- 3.2.10 As on date, the Manager to the Offer, Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.2.11 The Equity Shares of the Target Company acquired by the Acquirers are free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.12 As per Clause 40A of the Listing Agreement read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per SCRR as amended and the Listing Agreement.

3.3 OBJECT OF THE OFFER

- 3.3.1 This Offer is made to the public shareholders of Target Company pursuant to and in compliance with regulation 3(1) and 4 of the SEBI (SAST) Regulations.
- 3.3.2 The Object of the Acquisition is to take over the Control of the Target Company and to increase the shareholding in the Target Company. The Acquirers may continue to support the existing business of the Target Company. However, they intend to diversify its operations into the areas of IT Hardware, ITES Services, etc and/or acquisition of Companies in such domains with the prior approval of the Shareholders.
- 3.3.3 The Acquirers does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRERS

4.1 Information about Mr. Amit Rambhia ("Acquirer 1"):

- 4.1.1 Mr. Amit Rambhia, s/o Mr. Devchand Rambhia, aged about 41 years, residing at 2B/113, 11th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W), Mumbai-400 086, Contact No.: +91 93222 68875, Email: amit@rambhia.com is a Bachelor of Computer Science from Mumbai University and MBA from IIM Indore. His Permanent Account Number (PAN) is AABPR0812N.
- 4.1.2 Acquirer 1 ventured into IT Hardware business in the year 1993. He started business of assembling computer systems and soon moved into box manufacturing of computing systems. Thus, Acquirer 1 has over 20 years of experience in the field of IT Hardware business.
- 4.1.3 Acquirer 1 is not part of any group.
- 4.1.4 As on the date of this DPS, Acquirer 1 holds 3,00,000 Equity Shares representing 6.83% of the Share Capital and Voting Capital of the Target Company. Acquirer 1 has also entered into a Share Purchase Agreement ('SPA') for 100 Equity Shares with the Promoter/Seller of the Target Company.
- 4.1.5 Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.1.6 The Net Worth of Mr. Amit Rambhia is ₹144.83 Lacs (Rupees One Crore Forty Four Lacs and Eighty Three Thousand only) as on November 09, 2015 as certified vide certificate dated November 10, 2015

issued by Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) having office at 201, Krishna Kunj CHS Limited, S V Road, Near Ravindra Hotel, Dahisar (E), Mumbai-400 068. Contact No.: +91 93237 31472, Email: ca.sanketsangoi@gmail.com.

4.1.7 The major entities promoted/controlled/managed by Mr. Amit Rambhia are as under:

Sr. No.	Name of the Company	Current Designation
1)	Vardhaman Technology Private Limited	Director
2)	ICT Infratech Services Private Limited	Director
3)	Rambhia IPR Services LLP	Partner

Note: None of the above entities are listed on any Stock Exchanges.

4.2 Information about Mr. Nikit Rambhia (“Acquirer 2”):

4.2.1 Mr. Nikit Rambhia, s/o Mr. Devchand Rambhia, aged about 37 years, residing at 3B/134, 13th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W), Mumbai-400 086, Contact No.: +91 93222 71321, E-Mail: nikit@rambhia.com is a MBA from Mumbai University. His Permanent Account Number (PAN) is ABSPR2429M.

4.2.2 Acquirer 2 started the business of IT Hardware manufacturing and trading in the year 1999-2000. Thus, Acquirer 2 has 16 years of experience in the field of IT related services.

4.2.3 Acquirer 2 is not part of any group.

4.2.4 As on the date of this DPS, Acquirer 2 holds 3,00,000 Equity Shares representing 6.83% of the Share Capital and Voting Capital of the Target Company.

4.2.5 Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.2.6 The Net Worth of Mr. Nikit Rambhia is ₹. 92.84 Lacs (Rupees Ninety Two Lacs Eighty Four Thousand only) as on November 09, 2015 as certified vide certificate dated November 10, 2015 issued by Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) having office at 201, Krishna Kunj CHS Limited, S V Road, Near Ravindra Hotel, Dahisar (E), Mumbai-400 068. Contact No.: +91 93237 31472, Email: ca.sanketsangoi@gmail.com.

4.2.7 The major entities promoted/controlled/managed by Mr. Nikit Rambhia are as under:

Sr. No.	Name of the Company	Current Designation
1)	Vardhaman Technology Private Limited	Director
2)	ICT Infratech Services Private Limited	Director
3)	Rambhia IPR Services LLP	Partner

Note: None of the above entities are listed on any Stock Exchanges.

4.3 Information about Mr. Devchand Rambhia (“Acquirer 3”):

4.3.1 Mr. Devchand Rambhia, s/o Late Shri Lal ji Rambhia, aged about 67 years, residing at 3B/134, 13th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg, Ghatkopar (W), Mumbai-400 086, Contact No.: +91 93236 09501, E-Mail: dlr@rambhia.com is a Diploma in Mechanical Engineering. His Permanent Account Number (PAN) is AABPR0813P.

4.3.2 Acquirer 3 was professionally associated with FMCG Companies before starting his own consultancy firm known as “Rambhia Consultancy” in the year 1995, which is engaged in the Engineering Consulting in setting up of manufacturing plants. Thus, he has more than 2 decades experience in the field of engineering.

4.3.3 Acquirer 3 is not part of any group.

4.3.4 As on the date of this DPS, Acquirer 3 holds 4,60,000 Equity Shares representing 10.48% of the Share Capital and Voting Capital of the Target Company.

4.3.5 Acquirer 3 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.3.6 The Net Worth of Mr. Devchand Rambhia is ₹179.56 Lacs (Rupees One Crore Seventy Nine Lacs and Fifty Six Thousand only) as on November 09, 2015 as certified vide certificate dated November 10, 2015 issued by Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) having office at 201, Krishna Kunj CHS Limited, S V Road, Near Ravindra Hotel, Dahisar (E), Mumbai-400 068. Contact No.: +91 93237 31472, Email: ca.sanketsangoi@gmail.com.

4.3.7 The major entities promoted/controlled/managed by Mr. Devchand Rambhia apart from Rambhia Consultancy are as under:

Sr. No.	Name of the Company	Current Designation
	Vardhaman Technology Private Limited	Director

Note: None of the above entities are listed on any Stock Exchanges.

4.4 Mr. Devchand Rambhia ('Acquirer 3') is the father of Mr. Amit Rambhia ('Acquirer 1') and Mr. Nikit Rambhia ('Acquirer 2') and Mr. Amit Rambhia ('Acquirer 1') and Mr. Nikit Rambhia ('Acquirer 2') are brothers.

4.5 The Acquirers acquired in aggregate 10,60,000 Equity Shares representing 24.14% of the Share Capital and Voting Capital of the Target Company at a price of ₹11.00 per Share during twelve (12) months period prior to PA made to the Shareholders of the Target Company

4.6 The Acquirers have complied with Chapter V of SEBI (SAST) Regulations, 2011.

4.7 There is an informal arrangement between the Acquirers with regard to the acquisition of Shares through Open Offer.

4.8 Neither the Acquirers nor any of the entities with whom they are associated, are in Securities related business and registered with SEBI as a Market Intermediary.

4.9 None of the entities promoted or controlled by the Acquirers as mentioned in point no. 4.1.7, 4.2.7 & 4.3.7 above are either participating or acting in Concert in the Open Offer.

4.10 As on the date of this DPS, the Acquirers does not have any interest in the Target Company, except for holding 10,60,000 Equity Shares and acquisition of 100 Shares through SPA. Further, there are no Directors representing the Acquirers on the Board of the Target Company.

4.11 There are no persons Acting in Concert in relation to the Offer within the meaning of 2(1)(q)(1) of SEBI (SAST) Regulations, 2011.

5. BACKGROUND OF THE TARGET COMPANY-RUBY TRADERS & EXPORTERS LIMITED

5.1 Ruby Traders & Exporters Limited, bearing CIN L51909WB1981PLC033779 was incorporated on June 16, 1981 in the name of "Ruby Traders & Exporters Limited" in the State of West Bengal pursuant to the provisions of the Companies Act, 1956. There has been no change in the name of the Company during the last three years.

5.2 The Registered Office of the Target Company is situated at Room No. 52, 4th Floor, Martin Burn House, 1, R.N. Mukherjee Road, 4th Floor, Kolkata-700 001, West Bengal.

5.3 The Target Company is currently engaged in the business of trading of fabrics and investment in Shares and Securities.

5.4 The Authorized Share Capital of the Target Company is ₹25,00,00,000 comprising of 2,50,00,000 Equity shares of ₹10 each. The paid-up Equity Share Capital of the Target Company is ₹4,39,00,000 comprising of 43,90,000 Equity Shares of ₹10 each.

5.5 The Target Company came out with the Initial Public Offering in FY 1981-1982 for 2,00,000 Equity Shares of ₹10 each at par aggregating to ₹20.00 Lakhs.

5.6 As on date, the Promoter/Promoter Group holds 100 Equity Shares representing 0.002% of the Share Capital & Voting Capital of the Target Company. However, SPA has been entered into for the same with the Acquirer 1.

5.7 Share Capital Structure:

The Equity Share Capital structure of the Target Company is as follows:

Paid-up Shares	No. of Equity Shares/ Voting Rights	% of Equity Shares/ Voting Rights
Fully Paid-up Equity Shares	43,90,000	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	43,90,000	100.00%

5.8 The Promoter/Promoter Group of the Target Company have complied with Chapter V of SEBI (SAST) Regulations, 2011 and also have complied with Chapter II of SEBI (SAST) Regulations, 1997.

The Target Company has complied with Chapter V of SEBI (SAST) Regulations, 2011 and also has complied with Chapter II of SEBI (SAST) Regulations, 1997.

5.9 The Equity shares of the Target Company are listed on BSE Limited, Mumbai ("BSE"). The Equity Shares of the Target Company are not frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE516E01019. The Company has paid the listing fees to BSE for FY 2015-2016.

5.10 There are currently no outstanding convertible instruments to be converted into Equity Shares of the Target Company at a future date. There has been no merger/ de-merger or spin off in the Target Company during the past three years.

5.11 Details of the Board of Directors of the Target Company:

As on the date, the Directors representing the Board of the Target Company are:

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Experience	No of Shares held in the TC
1)	Mr. Ramrati Choudhary <i>DIN:</i> 05178090 <i>PAN:</i> ASCPC3344D <i>Designation:</i> Managing Director	Shashtri Nagar (Purba), Kanaipur Uttarpura, Hooghly-712 246 West Bengal	September, 10, 2013	20 years in the field of Accounts & Finance	Nil
2)	Mr. Ashish Jalan <i>DIN:</i> 06503424 <i>PAN:</i> AEPPJ2154R <i>Designation:</i> Independent Director	43, Dobson Road, Near Howrah A.C. Market, 3 rd Floor, Flat No. 4, Pritam Apt, Kolkata-711 101	December 30, 2013	10 years in the field of Accounts & Finance	Nil
3)	Ms. Anita Jhunjunwala <i>DIN:</i> 05166313 <i>PAN:</i> AFGPJ6888Q	1C, Rajagiri Residency, 125 Marshall Road, Egmore, Chennai-600 008	August 14, 2014	10 years in the field of Accounts & Finance	Nil

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Experience	No of Shares held in the TC
	<i>Designation: Independent Director</i>				
4)	Mr. Manish Maskara DIN: 07186168 PAN: AMJPM7204P <i>Designation: Independent Director</i>	217, Gopinathji Mandir, Gudha, Gaudaji, Thane Udaiputrwati, Dist-Jhunjhunu Rajasthan	May 15, 2015	12 years in the field of Accounts & Finance	Nil

5.12 The key financial information of the Target Company based on Un-audited financials for the period ended September 30, 2015 and Annual Reports for the financial year ended March 31, 2015, March 31, 2014 and March 31, 2013 are as follows:

Profit & Loss Statement:

(Amount in Lakhs)

Particulars	Period Ended September 30, 2015	FY ended 2014-2015	FY ended 2013-2014	FY ended 2012-2013
	(Un-audited)	(Audited)	(Audited)	(Audited)
Income from Operations	110.55	231.22	109.57	14.50
Other Income	1.94	18.62	0.80	-
Total Income	112.49	249.84	110.37	14.50
Total Expenditure	109.00	242.97	101.37	12.44
Profit Before Depreciation, Interest & Tax	3.49	6.87	9.00	2.06
Depreciation	-	-	-	-
Interest & Financial charges	-	-	-	-
Exceptional Item	-	-	-	-
Profit before Tax	3.49	6.86	9.00	2.06
Tax Expenses	-	1.29	2.78	0.64
Profit after Tax	3.49	5.57	6.22	1.42

Balance Sheet Statement:

(Amount in Lakhs)

Particulars	Period Ended September 30, 2015	FY ended 2014-2015	FY ended 2013-2014	FY ended 2012-2013
	(Un-audited)	(Audited)	(Audited)	(Audited)
Sources of Funds:				
Paid up Share Capital	439.00	439.00	439.00	24.00
Reserves & Surplus (Excluding Revaluation Reserve)	21.06	17.68	12.50	6.27
	460.06	456.68	451.50	30.27
Less : Miscellaneous Expenditure	20.45	20.45	3.30	-
NET WORTH	439.61	436.23	448.20	30.27
Non-Current Liabilities	-	-	-	-
Current liabilities	151.33	60.61	3.65	12.65
TOTAL	590.94	496.84	451.85	42.92
Uses of Funds:				
Non-Current Assets	392.10	391.91	296.91	2.40
Current Assets	198.84	104.93	154.94	40.52
TOTAL	590.94	496.84	451.85	42.92

Other Financial Data:

(Amount in Lakhs, except EPS)

Particulars	Period Ended September 30, 2015	FY ended 2014-2015	FY ended 2013-2014	FY ended 2012-2013
	(Un-audited)	(Audited)	(Audited)	(Audited)
Total Revenue	112.49	249.84	110.37	14.50
Net Profit/Loss	3.49	5.57	6.22	1.42
Paid-up Capital	439.00	439.00	439.00	24.00
Earnings Per Share (Basic) (In ₹)	0.08	0.13	1.11	0.59
Earnings Per Share (Diluted) (In ₹)	0.08	0.13	0.11	0.59
Net Worth	439.61	436.23	448.20	30.27

(Source: Un-audited financials for the period ended September 30, 2015 and Annual Reports for the financial year ended March 31, 2015, March 31, 2014 and March 31, 2013).

5.13 Pre and Post-Offer Shareholding Pattern of the Target Company as on date of LoF are as follows:

Shareholders' Category	Equity Shareholding & Voting Rights prior to the Acquisition and Offer		Equity Shares/Voting Rights agreed to be acquired which triggered off the Regulations		Equity Shares/Voting Rights to be acquired in open offer (Assuming full acceptances)		Equity Shareholding/ Voting Rights After the Acquisition and Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%*	No.	%	No.	%
1) Promoter/ Promoter Group								
a) Parties to the Agreement: Mr. Sonal Gupta	100	0.002	(100)	(0.002)	Nil	Nil	Nil	Nil
b) Promoters other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total 1 (a+b)	100	0.002	(100)	(0.002%)	Nil	Nil	Nil	Nil
2) Acquirers:								
a) Acquirer 1	3,00,000	6.834	100	0.002	11,41,400	26.00	22,01,500	50.15
b) Acquirer 2	3,00,000	6.834	Nil	Nil				
c) Acquirer 3	4,60,000	10.478	Nil	Nil				
Total 2 (a+b+c)	10,60,000	24.146	100	0.002%	11,41,400	26.00	22,01,500	50.15
3) Public (other than parties to agreement and Acquirers)								
a) FIs/MFs/FIIs/ Banks, FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Others	33,29,900	75.852	Nil	Nil	(11,41,400)	26.00	21,88,500	49.85
Total 3 (a+b)	33,29,900	75.852	Nil	Nil	(11,41,400)	26.00	21,88,500	49.85
GRAND TOTAL (1+2+3)	43,90,000	100.000	Nil	Nil	Nil	Nil	43,90,000	100.00

Total Number of Shareholders in Public Category as on September 30, 2015 is 522.

5.14 Details of the Compliance Officer:

Ms. Shreya Kar
Room No. 52, 4th Floor, Martin Burn House,
1, R.N. Mukherjee Road,
Kolkata-700 001
Telefax: +91 33 4007 5364;
E-Mail: rubytraders1981@gmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 JUSTIFICATION OF OFFER PRICE

6.1.1 The Equity Shares of the Target Company are presently listed on BSE Ltd ('BSE') having a scrip code as 538742. The Equity Shares of the Target Company was listed on BSE Limited w.e.f. October 29, 2014. The Equity Shares of the Target company are not frequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1) (j) of SEBI (SAST) Regulations.

6.1.2 The annualized trading turnover of the equity shares of the Target Company during Twelve (12) calendar months preceding the month of PA (November 2014-October 2015) on the Stock Exchange on which the Equity Shares of the Target Company is traded is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Ltd	Nil	43,90,000	N.A.

(Source: www.bseindia.com)

6.1.3 The Offer Price of ₹12.00 (Rupees Twelve only) is justified in terms of Regulation 8(2) of SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per SPA	: 12.00
b)	The volume-weighted average price paid or payable for acquisition by the Acquirers, during 52 weeks preceding the date of PA	: 11.00
c)	The highest price paid or payable for any acquisition, by the Acquirers, during 26 weeks preceding the date of the PA	: 11.00
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE.	: *
e)	Other Financial Parameters as at:	31.03.2015 (Audited)
	(i.) Return on Net Worth	: 1.28%
	(ii.) Book Value Per Share	: 9.94
	(iii.) Earnings Per Share (Basic & Diluted)	: 0.13

* No Equity Shares were traded on BSE during such period.

The Fair Value of the Target Company is ₹11.71 (Rupees Eleven and Paise Seventy One only) per share as certified vide Valuation Report dated November 10, 2015 issued by Mr. Anil Anchalia (Membership No. 060873) partner of M/s Anil Anchalia & Co., Chartered Accountants (FRN: 324723E) having office at 16B, Robert Street, 2nd Floor, Kolkata-700 012, Tel. No.: +91 33 4061 3035, Email: anilanchalia@yahoo.com..

The Fair Price of ₹11.71 per share have been determined taking into account the methodology adopted under Hindustan Lever Employees Union vs Hindustan Lever Ltd case.

6.1.4 In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹12.00 (Rupees Twelve only) per share is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

6.1.5 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.6 In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, at a price higher than the Offer Price, then the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.1.7 If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, then they will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty (60) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the

ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares whether by way of bulk deals, block deals or in any other form.

6.1.8 As on date, there is no revision in the Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. If there is any such upward revision in the Offer Price by the Acquirers or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered in the Offer.

6.1.9 In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the public shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.

6.2 DETAILS OF FIRM FINANCIAL ARRANGEMENTS

6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 11,41,400 Equity Shares at a price of ₹12.00 (Rupees Twelve only) per Equity Share is ₹1,36,96,800 (Rupees One Crore Thirty Six Lacs Ninety Six Thousand and Eight Hundred only) (**‘Maximum Consideration’**).

6.2.2 In accordance with regulation 17(4) of SEBI (SAST) Regulations, 2011, the Acquirers have opened a Cash Escrow Account under the name and style of **“RTEL-Open Offer-Cash Escrow Account”** (**‘Escrow Account’**) with Kotak Mahindra Bank Limited, Ground Floor, Moreshwar Building, Hanuman Road, Vile Parle (East), Mumbai-400 057 (**‘Escrow Banker’**) bearing account number 1111668127 and deposited an amount of ₹35.00 Lacs (Rupees Thirty Five Lacs Only), in cash, being more than 25% of the Maximum Consideration on November 16, 2015. The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 2011. The cash deposit in the Escrow Account has been confirmed vide certificate dated November 17, 2015 issued by the Escrow Banker.

6.2.3 The Acquirers have empowered the Manager to the Offer i.e. Mark Corporate Advisors Private Limited to operate and to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.4 The Acquirers have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer. No funds are borrowed from banks or financial institutions for the purpose of this Offer by the Acquirers. Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) having office at 201, Krishna Kunj CHS Limited, S V Road, Near Ravindra Hotel, Dahisar (E), Mumbai-400 068. Contact No.: +91 93237 31472, Email: ca.sanketsangoi@gmail.com vide certificate dated November 13, 2015 has confirmed and certified that the Acquirers have sufficient resources for fulfilling the obligations under this ‘Offer’ in full.

6.2.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and to implement the offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that the funds / money are in place to fulfill the Open Offer obligations.

6.2.6 In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirers prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 OPERATIONAL TERMS AND CONDITIONS

7.1.1 This Open Offer is not conditional upon any minimum level of acceptance by the Public Shareholders of the Target Company.

- 7.1.2 The Open Offer is subject to the terms and conditions set out in this LoF, the PA, the DPS and any other Public Announcements that may be issued with respect to this Offer.
- 7.1.3 The Letter of Offer is being mailed to those Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and to the Beneficial Owners of the Equity Shares of the Target Company whose names appear as beneficiaries on the beneficial record of the respective depositories (*except the Acquirers and the Promoter/Seller of the Target Company*), at the close of business on the Identified Date i.e. December 21, 2015 (Monday). Owners of Equity Shares who are not registered as Shareholder(s) are also eligible to participate in the Offer at any time prior to the Date of Closure of the Offer i.e. January 19, 2016 (Tuesday).
- 7.1.4 Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.5 Eligible persons can write to the Registrar/Manager to the Offer requesting for the Letter of Offer. Alternatively, the Letter of Offer would also be available on the website of SEBI, www.sebi.gov.in, and Shareholders can also apply by downloading such forms from the website.
- 7.1.6 The Shareholders to whom the Offer is being made are free to Offer their Equity Shares in the Target Company in whole or in part while accepting the Open Offer.
- 7.1.7 This Offer is subject to receipt of the Statutory and other approvals as mentioned under paragraph 'Statutory Approvals' of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.8 The acceptance of the Offer must be unconditional, absolute and unqualified and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.9 The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonus and rights declared thereafter.
- 7.1.10 The Acquirers will not be responsible in any manner for any loss of Equity Share Certificate(s) and Offer acceptance documents during transit. The Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.11 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending Court cases/attachment orders/restriction from other Statutory Authorities wherein the Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- 7.1.12 Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.13 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the Shareholders who have accepted this Open Offer by tendering their Equity Shares and requisite documents in terms of the PA, DPS and LoF are not entitled to withdraw such acceptance in this Open Offer.

7.2 LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in period.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

All the shareholders (registered or unregistered) of the Target Company (except the Acquirers and the Promoter of the Target Company) who own Shares any time before the Date of Closure of the Offer, i.e. January 19, 2016 (Tuesday) are eligible to participate in the Offer.

7.4 STATUTORY APPROVALS

- 7.4.1 As of date, to the best of the knowledge of the Acquirers, there are no Statutory Approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval.
- 7.4.2 NRI and OCB holders of the Equity Shares must obtain all approvals required to tender the Equity Shares held by them in this Offer (including, without limitation the approval from the RBI) alongwith TRS and other documents required to accept this Offer. Further, if the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) require or had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non repatriable basis. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- 7.4.3 In case of delay in receipt of any Statutory Approvals becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Provided where the Statutory Approvals extend to some but not all equity Shareholders, the Acquirers have the option to make payment to such shareholders in respect of whom no Statutory Approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of willful default by the Acquirers in obtaining any Statutory Approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI (SAST) Regulations, 2011.
- 7.4.4 No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

8.1 The Acquirers have appointed Niche Technologies Private Limited as the Registrar to the Offer.

8.2 The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
Niche Technologies Private Limited CIN: U74140WB1994PTC062636 Bagree Market, 5 th Floor, 71, B.R.B. Basu Road, Kolkata-700 001 Tel No.: +91 33 2234 3576 Fax No.: +91 33 2215 6823 E-Mail: nichetechpl@nichetechpl.com	Mr. Shoab Abbas	Hand Delivery / Registered Post / Speed Post / Courier

8.3 The Target Company is presently having connectivity with Central Depository Services (India) Limited ('CDSL') and National Securities Depositories Limited ('NSDL').

8.4 This Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by BSE Limited, Mumbai ('BSE') in the form of a separate window ('Acquisition Window') as provided under the SEBI SAST Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

8.5 BSE Limited, Mumbai ('BSE') shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.

- 8.6** The Acquirers have appointed Sparkle Securities Solutions Private Limited (**‘Buying Broker’**) for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker is mentioned below:

Sparkle Securities Solutions Private Limited

E-501, Remi Bizcourt, Off Veera Desai Road,

Andheri (W), Mumbai-400 053

Tel No.: +91 22 6759 2033;

Contact Person: Ms. Kunjal Anjaria

- 8.7** All the Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective Stock Broker (**“Selling Broker”**), during the normal trading hours of the secondary market during tendering period.
- 8.8** Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares as well as Physical Shares.
- 8.9** The cumulative quantity tendered shall be displayed on the Exchange’s website throughout the trading session at specific intervals by the Stock Exchange during tendering period.

8.10 Procedure for tendering Equity Shares held in Dematerialised Form:

- 8.10.1** The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker indicating details of Shares they wish to tender in the Open Offer.
- 8.10.2** The Seller Broker would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. (‘Clearing Corporation’), the transfer of Equity Shares to the Special Account of the Clearing Corporation before placing the bids/order and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by NSE /Clearing Corporation.
- 8.10.3** Shareholders will have to submit Delivery Instruction Slips (‘DIS’) duly filled in specifying market type as “Open Offer” and execution date along with other details to their respective Broker so that Shares can be tendered in Open Offer.
- 8.10.4** For Custodian participant order 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 the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 8.10.5** Upon placing the bid, the Seller Broker shall provide Transaction Registration slip (‘‘TRS’’) generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- 8.10.6** In case of receipt of Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for demat Shareholders.
- 8.10.7** The Eligible Persons 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 pro-rata acceptance in the Open Offer.

8.11 Procedure for tendering Equity Shares held in Physical Form:

- 8.11.1** The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

- (a) Original share certificate(s)
- (b) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
- (c) Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors)
- (d) Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature)
- (e) Self-attested copy of address proof such as valid Aadhar Card, Voter ID, Passport

8.11.2 The Seller Broker should place bids on the Exchange Platform with relevant details as mentioned on Physical Share Certificate(s). The Seller Broker to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of shares, etc.

8.11.3 The Seller Broker has to deliver the Shares & documents along with TRS to the RTA. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Broker.

8.11.4 Shareholders holding Physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

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

8.12 Procedure for tendering the shares in case of non-receipt of Letter of Offer:

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

In case the Equity Shares are in dematerialised form:

An Eligible Person may participate in the Offer by approaching Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case the Equity Shares are in Physical form:

An Eligible Persons may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, DPS and the Letter of Offer. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in this Letter of Offer) should reach the Registrar of the Company before 5:00 PM on the Closing Date. If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.

8.13 Settlement Process

8.13.1 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 Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.

8.13.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

8.13.3 The payment will be made to or by the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Seller Broker / Custodian Participant will receive funds pay-out in their settlement bank account. The Seller Broker / Custodian Participants would pay the consideration to their respective clients.

- 8.13.4 Trading Members (Broker) should use the settlement number to be provided by the Clearing Corporation to transfer the Shares in favour of Clearing Corporation.
- 8.13.5 Excess demat shares or unaccepted demat Shares, if any, tendered by the Shareholders would be returned to the respective Seller Brokers by Clearing Corporation as part of the Exchange pay-out process. In case of Custodian Participant Orders, excess demat shares or unaccepted demat Shares, if any, will be returned to the respective Custodian Participant. The Seller Brokers / Custodian Participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
- 8.13.6 Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by RTA.
- 8.13.7 Every Seller Broker, who puts in a valid bid on behalf of an eligible Person, would issue a contract note & pay the consideration for the Equity Shares accepted under the Open Offer and return the balance unaccepted demat Equity Shares to their respective clients. Buying Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Open Offer.
- 8.13.8 Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction) . The consideration received by the Selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses((including brokerage) incurred solely by the Selling Shareholder.
- 8.14**Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.
- 8.15**The Letter of Offer would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
- 8.16**The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or 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\
- 8.17**In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the 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.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the shareholders of Target Company at the office of the Manager to the Offer, Mark Corporate Advisors Private Limited at 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai- 400 057, on any day (except Saturdays, Sundays and Public Holidays) between 10.30 AM to 2.00 PM from the Date of Opening of the Offer till the Date of Closure of the Offer:

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) Certified Financials for the period ended September 30, 2015 and Annual Reports for the financial years ended March 31, 2015, March 31, 2014 and March 31, 2013 of the Target Company.
- 3) Chartered Accountants' Certificate dated November 10, 2015, issued by Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) certifying the Net worth of the Acquirers as on November 09, 2015.
- 4) Chartered Accountants' Certificate dated November 13, 2015, issued by Mr. Sanket Sangoi, Proprietor of M/s Sanket Sangoi & Associates, Chartered Accountants (Membership No. 153310) (FRN: 137348W) certifying that the Acquirers has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 5) Memorandum of Understanding between Lead Manager i.e. Mark Corporate Advisors Private Limited and the Acquirers.
- 6) Valuation Report dated November 10, 2015 issued by Mr. Anil Anchalia (Membership No. 060873) partner of M/s Anil Anchalia & Co., Chartered Accountants (FRN: 324723E).
- 7) Letter from Kotak Mahindra Bank Limited dated September 17, 2015 confirming the balance of ₹35,00,000 in the Cash Escrow Account.
- 8) Due Diligence Certificate dated November 24, 2015 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 9) Undertaking from the Acquirers for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 10) Undertaking from the Acquirers with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations.
- 11) Copies of the Public Announcement ('PA') dated November 11, 2015 (Wednesday) & a published copy of the Detailed Public Statement ('DPS') which appeared in the Newspapers on November 18, 2015 (Wednesday).
- 12) Published copy of the recommendation made by the Target Company's Board of Independent Directors as required in terms of Regulation 26(7) of SEBI (SAST) Regulations.
- 13) Copy of the Observation Letter no [•] dated [•] received from SEBI.

10. DECLARATION BY THE ACQUIRERS

The Acquirers accept full responsibility, for the information contained in this Letter of Offer and also for ensuring the compliance with the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations.

We, the Acquirers, have made all reasonable inquiries, accept responsibility, and confirm that this Letter of Offer is in compliance with the SEBI (SAST) Regulations, 2011, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer are true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person(s) signing this Letter of Offer are the Acquirers.

Amit Rambhia ('Acquirer 1')

Nikit Rambhia ('Acquirer 2')

Devchand Rambhia ('Acquirer 3')

Sd/-

Sd/-

Sd/-

Date : November 24, 2015

Place : Mumbai