

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrar to the Offer and their collection centres ONLY at their addresses as mentioned in the Letter of Offer)

OFFER	
OPENS ON	Friday, 5 August 2011
CLOSES ON	Wednesday, 24 August 2011
LAST DATE OF WITHDRAWAL	Thursday, 18 August 2011

From:

Status : Resident / Non Resident
(Please tick at the appropriate status)

Name:

Address:

Tel No :

Fax no:

Email ID:

To,

The Acquirer – **Tanglin Retail Reality Developments Private Limited**
C/o Cameo Corporate Services Limited
'Subramanian Building',
No.1, Club House Road,
Chennai - 600 002

Dear Sir,

Sub: Open Offer to acquire 11,707,608 equity shares of face value Rs. 10/- each ("Shares") representing 20% of the Emerging Voting Capital of Sical Logistics Limited ("Target Company") by Tanglin Retail Reality Developments Private Limited ("Acquirer") along with Tanglin Developments Limited ("PAC") as persons acting in concert, from the shareholders of the Target Company (the "Offer") pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (as amended) (the "SEBI (SAST) Regulations")

I/We refer to the Letter of Offer for acquiring the Shares held by me / us in **Sical Logistics Limited**.

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

FOR SHARES HELD IN PHYSICAL FORM

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

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
Total No. of Certificates			Total No. of Shares		

Please attach an additional sheet of paper if the above space is insufficient.

FOR SHARES HELD IN DEMATERIALISED FORM

I/We holding shares in dematerialised form, accept the Offer and enclose photocopy/counterfoil of the delivery instructions duly acknowledged by my/our DP in respect of my/our Shares as detailed below:

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

I/We confirm having done an off market transaction for crediting the Shares to the special depository account with NSDL named as "**Cameo Corporate Services Limited Escrow Account Sical Logistics Limited Open Offer**", whose particulars are:

DP ID Number:	IN301080	DP Name:	Stock Holding Corporation of India Limited
Client ID:	22781296	Depository:	National Securities Depository Limited

*Note: Shareholders, having their beneficiary account with Central Depository Services (India) Limited ("CDSL"), have to **use inter-depository delivery instruction slip** for the purpose of crediting their Shares in favour of the special depository account with NSDL.*

I/We have enclosed the following documents:

Enclosures (Please tick as appropriate, if applicable)

- ☐ Power of Attorney
- ☐ Corporate Authorisation in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.
- ☐ Certificate under Section 195(3) or 197 under the Income Tax Act, 1961 from the Income Tax Authorities for NRIs/OCBs/Foreign Shareholders as applicable
- ☐ Death Certificate/ Succession Certificate (duly attested)
- ☐ Others (please specify)

I/We confirm that the Shares which are being tendered herewith by me/us under the Offer are free from lien, charges and encumbrances of any kind whatsoever. I/we are not debarred from dealing in Shares.

I/We note and understand that the Shares/ Share certificate(s) and valid transfer deed(s) will be held in trust for me/us by Cameo Corporate Services Limited (the "**Registrar to the Offer**") until the time the Acquirer and PAC pays the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer and PAC will pay the purchase consideration only after verification of the documents and signatures, net of applicable withholding taxes, if any.

I/We authorise the Acquirer and PAC to accept the Shares so offered which it may decide to accept in consultation with Edelweiss Capital Limited ("**Manager to the Offer**") and in terms of the Letter of Offer and I/we further authorise the Acquirer and PAC to return to me/us, Share certificate(s) in respect of which the Offer is not found valid/not accepted and in case of dematerialized shares, to the extent not accepted will be released to my Depository Account at my sole risk.

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

I/We authorise the Acquirer and PAC to send by registered post/speed post the draft/cheque/pay order, in settlement of the amount to the sole/first holder at the address mentioned above.

I/We note and understand that the Shares would lie in the special depository account until the time the Acquirer and PAC makes payment of purchase consideration as mentioned in the Letter of Offer.

For NRIs / OCBs / FIIs / Foreign Shareholders (Please tick the relevant category of Shareholders)

I / We, have enclosed the following documents

- ☐ Certificate under section 195(3) or 197 under the Income Tax Act, 1961 from the Income Tax Authorities
- ☐ RBI approvals for acquiring shares of the Target Company hereby tendered in the Offer
- ☐ Copy of Permanent Account Number / PAN Card
- ☐ Extract of the relevant portion of demat account or bank certificate

For FII Shareholders :

I / We, confirm that the Shares of the Target Company are held by me / us on [] Investment / [] Capital Account or [] Trade Account (*select whichever is applicable in your case*).

Note: In case the Shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence /incorporation and that you do not have a permanent establishment in India in terms of the Double Taxation Avoidance Agreement (DTAA) entered into between India and your country of residence. In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence.

To be filled in by all the Shareholders

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

	First / Sole Shareholder	Second Joint Shareholder	Third Joint Shareholder	Fourth Joint Shareholder
PAN				

Bank Details

To avoid fraudulent encashment in transit, Shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole Shareholder as follows and the consideration cheque or demand draft or pay order will be drawn accordingly:

Name of the Bank		Branch	
Account Number		Savings/Current/ (Others: please specify)	

For Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration will be paid in accordance with the said bank particulars.

Details for RTGS / NEFT (Please enclose a cancelled cheque or a photocopy of the cheque)

In addition to above Bank Details, Shareholders opting for the RTGS/ NEFT/NECS option should provide the following details:

Payment through RTGS (Yes/No): _____

Payment through NEFT (Yes/No): _____

Payment through NECS (Yes/No): _____

IFSC Code of the Branch where account is maintained: _____

Yours faithfully,

Signed and Delivered

	Full Name(s) of the Shareholder(s)	Signature
First/Sole Shareholder		
Second / Joint Shareholder		
Third / Joint Shareholder		
Fourth / Joint Shareholder		

Note: In case of joint holdings, all holders must sign. A corporation must affix its common seal and necessary Board Resolution must be attached.

Tel No. _____; Fax No. _____; Email: _____

Place : _____ Date : _____

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE OF ACCEPTANCE CUM ACKNOWLEDGEMENT/ SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSE OF THE OFFER i.e. AFTER 5.30 P.M. ON 24 AUGUST 2011 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

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

(Acknowledgement Slip)

(To be filled in by the Shareholders) (Subject to verification)

Cameo Corporate Services Limited

'Subramanian Building', No.1, Club House Road, Chennai - 600 002
Sical Logistics Limited – Open Offer

Sr. No. _____

Received from Mr./Mrs./M/s _____

Address _____

Physical shares: Folio No. _____ /Demat Shares: DP ID _____;

Client ID: _____

Form of Acceptance along with (Tick wherever is applicable):

☐ Physical Shares: No. of shares _____; No. of Certificates enclosed _____

☐ Demat Shares: Copy of delivery instruction for _____ number of shares enclosed

Signature of Official _____ Date of Receipt _____

Stamp of
the
collection
centre

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

No document should be sent to the Acquirer / PAC / Target Company or the Manager to the Offer.

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

Cameo Corporate Services Limited

'Subramanian Building', No.1, Club House Road,
Chennai - 600 002.

Tel: 044-28460390 (5 Lines);

Fax: 044-28460129

Email : investor@cameoindia.com;

Website: www.cameoindia.com;

Contact Person: Ms. K. Sreepriya, Manager

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling this Form of Acceptance cum Acknowledgement.
2. The acceptance of the Offer is entirely at the discretion of the Shareholders. Each Shareholder to whom this Offer is being made is free to offer his Shares in whole or in part while accepting the Offer.
3. Shareholders should enclose the following:

Procedure for Shares held in Physical Form

- Registered Shareholders should enclose:
 - Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the Share certificate(s) and in the same order in which their name(s) appear in the register of Shareholders and as per the specimen signature lodged with the Target Company;
 - Original Share certificate(s);
 - Valid share transfer forms(s) duly signed as transferor(s) by all registered Shareholder(s) (in case of joint holdings), in the same order and as per specimen signatures registered with and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this Letter of Offer. The share transfer form should be left blank, except for the signatures as mentioned above;
 - The details of the buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer and/or PAC as buyer will be filled in by the Acquirer and/or PAC upon verification of the Form of Acceptance cum Acknowledgement on the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.
- Unregistered owners of Shares should enclose:
 - Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained herein;
 - Original Share certificate(s);
 - Original broker contract note;
 - Valid share transfer form(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance;

In case of registered Shareholders, non-receipt of the aforesaid documents, but receipt of the Share certificates along with the duly completed transfer form, the Offer shall be deemed to be accepted.

Procedure for Shares held in Dematerialized Form

- Beneficial owners should enclose:
 - Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained herein, as per the records of the depository;
 - A photocopy or counterfoil of the delivery instruction slip in "off market" mode, duly acknowledged by the beneficial owners' DP and completed as per the details of the special depository account given below.
- The Registrar to the Offer has for the purpose of this Offer, opened a special depository account with NSDL "Cameo Corporate Services Limited Escrow account Sical Logistics Limited Open Offer", whose particulars are:
- DP ID Number: IN301080; DP Name: Stock Holding Corporation of India Limited; Beneficiary Account Number: 22781296; Depository: NSDL**
- Shareholders, having their beneficiary account with CDSL, have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with NSDL. The Shares are compulsory in dematerialized mode and the minimum marketable lot for such shares is one.
- The beneficial owners who hold Shares in dematerialized form are required to execute a trade by tendering the delivery instructions for debiting their beneficial account with the beneficial owners' DP and crediting the above mentioned special depository account. The credit in the special depository account should be received on or before 5:30 pm on 24 August 2011. **In order to ensure this, beneficial owners should tender the delivery instructions at least two working days prior to date of closing of the Offer.**

For each delivery instruction the beneficial owner should submit separate Form of Acceptance cum Acknowledgement.

In case of non-receipt of the aforesaid documents, but receipt of the Shares in the special depository account, the Offer shall be deemed to be accepted.

IN CASE OF DEMATERIALIZED SHARES THE SHARES SHOULD BE CREDITED IN FAVOUR OF THE SPECIAL DEPOSITORY ACCOUNT MENTIONED ABOVE BEFORE THE CLOSURE OF THE OFFER. FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT OF SUCH DEMATERIALIZED SHARES WHICH ARE NOT CREDITED IN FAVOUR OF THE SPECIAL DEPOSITORY ACCOUNT BEFORE THE CLOSURE OF THE OFFER WILL BE REJECTED.

4. Fills are requested to enclose the SEBI Registration letter and RBI general permission letter.
5. Where the number of Shares offered for sale by the Shareholders are more than the Shares agreed to be acquired by the Acquirer and PAC under this Offer, the Acquirer and PAC shall accept the offers received from the Shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Shares from a Shareholder shall not be less than the minimum marketable lot or the entire holding, if it is under the marketable lot.
6. In case of physical Shares, the enclosed transfer deed should be duly signed as transferors by all Shareholders in the same order and as per specimen signatures lodged with the Target Company and should be duly witnessed at the appropriate place. The transfer deed should be left blank, excepting the signatures as mentioned above. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate/ Notary Public or a similar authority holding a public office and authorised to use the seal of his office/ Bank Manager under their official seal. PLEASE DO NOT FILL UP ANY DETAILS ON THE TRANSFER DEED. Relevant Share certificates must be annexed.
7. The Shareholders who have sent their Share certificates for dematerialization should submit their Form of Acceptance cum Acknowledgement and other documents, as applicable, along with a copy of the dematerialization request form duly acknowledged by their DP. Shareholders who have sent their Shares for transfer should enclose, Form of Acceptance cum Acknowledgement duly completed and signed, copy of the letter sent to the Target Company (for transfer of shares) and valid Share transfer form(s). Alternatively, if the shares sent for dematerialization are yet to be processed by the shareholder's depository participant, the shareholder can withdraw his dematerialization request and tender the shares certificates in the offer.
8. In case of bodies corporate, proper corporate authorization should be enclosed.
9. Shareholders must note that on the basis of name of the Shareholders, DP's name, DP ID, beneficiary account number provided by them in the Form of Acceptance cum Acknowledgement, the Registrar to the Offer will obtain, from the depositories, the Shareholders' demographic details including address, bank account details and the nine digit MICR code as appearing on a cheque leaf. These bank account details will be used to make payment to Shareholders holding Shares in dematerialized form. **Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the DP.** Please note that failure to do so could result in delays in dispatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, PAC the Manager to the Offer, Registrar to the Offer nor Yes Bank Limited shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay. Shareholders holding shares in physical form are requested to fill in the required bank details in the Form of Acceptance cum Acknowledgement. Unless Shareholders holding shares in physical form opt for payment by RTGS / NEFT/ NECS option or where relevant details for payment by RTGS /NEFT/NECS option provided by such Shareholders are incorrect, payments shall be made to Shareholders holding Shares in physical form by demand drafts / cheques / pay orders as per bank details provided by such Shareholders in the Form of Acceptance cum Acknowledgement.

10. All Persons, registered or unregistered, who own the Shares, at any time prior to the closing of the Offer, are eligible to participate in the Offer. Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 by hand delivery or registered post/speed post and their collection centres by hand delivery, between 9:30 am to 5:30 pm on all working days i.e. other than Sundays and public holidays and between 9:30 am to 1:00 pm on Saturdays, on or before the closing of the Offer, i.e. 24 August 2011 on plain paper stating Name, Address, No. of Shares held, No. of Shares offered, Distinctive Nos., Folio No., together with the original Share certificate(s), valid transfer deeds in case of Shares held in physical form or photocopy or counterfoil of the delivery instructions in "Off-market" mode in case of Shares held in dematerialized form and the original contract note issued by the broker through whom they acquired their Shares. No indemnity is required from the unregistered owners.
11. While tendering Shares under the Offer, NRIs, OCBs and other non-resident Shareholders will be required to submit RBI's approval, if any (specific or general) that they would have obtained for acquiring the Shares of the Target Company. If the Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Shares are held under the general category and whether on repatriable basis or non repatriable basis. In the event that the previous RBI approvals are not submitted, the Acquirer and PAC reserves the right to reject such tendered Shares.
12. **Rejection of Shares**
If the Shares are rejected for any of the following reasons, the Shares will be returned to the sole / first named holder along with all the documents received from them at the time of submission. Please note that the following list is not exhaustive.
- The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of Target Company;
 - The transfer deed is not complete or invalid;
 - The number of Shares mentioned in the Form of Acceptance cum Acknowledgement does not tally with the actual physical share certificate(s) submitted or in case of dematerialized Shares, the Shares in the Form of Acceptance cum Acknowledgement do not tally with the instruction to the depository participant and the credit received in the special depository account;
 - The relevant documents, as applicable, as mentioned above are not submitted with the Form of Acceptance cum Acknowledgement. The Acquirer and PAC also reserves the right to reject such tenders from Shareholders, where the relevant documents are not submitted.
13. Neither the Acquirer, PAC, the Manager to the Offer, the Registrar to the Offer or Target Company will be liable for any delay/loss in transit resulting in delayed receipt/non-receipt by the Registrar to the Offer of your Form of Acceptance cum Acknowledgement or for the failure to deposit your Shares to the special depository account or submission of original physical Share certificates due to inaccurate/incomplete particulars/instructions on your part, or for any other reason.
14. No tax is required to be deducted at source in case of payment to resident Shareholders in respect of any income which is capital gain / business income arising on surrender of shares under the Offer.
15. As per the provisions of Section 196D (2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However, where the consideration to be paid is for shares held in trade account and in case of interest payment, if any, for delay in payment of consideration, if any, will not be governed by this provision. For these two type of payments in the case of FII and for interest payments to NRIs, OCBs and other non-resident, the concerned shareholders will be required to submit Certificate either for no deduction of tax at source or for deduction of tax at lower rate from the Income-tax authorities under the Income tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at an appropriate rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such Shareholder.
16. No tax will be deducted on the Offer Price payable to the resident Shareholders. In case of resident Shareholders of the Target Company, Acquirer will deduct the tax on the interest component exceeding Rs. 5,000/- (Rupees five thousand only) at the applicable current prevailing rates, if applicable. If the resident Shareholder of the Target Company requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such Shareholder will be required to submit No Objection Certificate from the income tax authorities indicating the rate at which tax is to be deducted by Acquirer or a self declaration in Form 15G or Form 15H as may be applicable. Shareholders of the Target Company eligible to receive interest component exceeding Rs. 5,000/- (Rupees five thousand only) would be required to submit their Permanent Account Number for income tax purposes. Also, no tax is to be deducted on interest amount in the case of resident Shareholder being a Mutual Fund as per Section 10(23D) of the I-T Act or a Bank/an entity specified under Section 194A(3)(iii) of the I-T Act if it submits a copy of relevant registration or notification along with the Form of Acceptance-cum-Acknowledgement.
17. The rate of deduction of tax in the case of non-resident is dependent on few factors. Since the Acquirer and PAC as a payer does not have in house information in respect of various shareholders, all the shareholders are required to specify, in the Form of Acceptance cum Acknowledgement, the following particulars:
- Whether he/she is resident or non-resident
 - As a non-resident to which category the Shareholder belongs i.e. non-resident Indians (Individual), overseas corporate body / non domestic company, F.I.I. registered as a company, F.I.I. other than a company, any other Non-Resident.
 - Whether the Shares are held on Investment account/Capital account or on trade account.
 - In case of non-resident Indians whether he is a citizen of India or a person of Indian origin and if yes, whether the Shares were acquired by the individual himself with convertible foreign exchange and whether (to be supported by extract of relevant portion of demat a/c.) or by bank certificate.
 - Date of acquisition of Shares (to be supported by extract of relevant portion of demat account)
18. As per the provisions of the section 2(37A) (iii) of the Income-tax Act, 1961, for the purposes of deduction of tax under section 195, the rate or rates of income-tax specified in this behalf in the Finance act of the relevant year i.e. 2011-12 or the rates or rates of income-tax specified in an agreement entered into by the Central Government under section 90 or an agreement notified by the Central Government under section 90A, whichever is applicable by virtue of the provisions of section 90, or section 90A, as the case may be, i.e. whichever beneficial, would be the applicable rate of TDS. Any shareholder claiming benefit under any Double Taxation Avoidance Agreement (DTAA) will have to furnish tax residency certificate to be eligible for claiming the benefit.
19. In the event that any shareholder requires the Acquirer and PAC not to deduct tax or to deduct tax at a lower rate or on a lower amount, he / it would need to obtain a certificate from the Income-tax authorities either under section 195(3) or under section 197 of the Income-tax Act, and submit the same to Acquirer and PAC while submitting the Form of Acceptance cum Acknowledgement. In the absence of certificate under section 195(3) or 197 from the Income-tax authorities, the Acquirer will deduct tax at source at the applicable rates on the entire consideration i.e. gross amount payable by the Acquirer / PAC.
Legal position summarized above is applicable only to those Non-Resident Shareholders who have obtained Permanent Account Number (PAN) under the Income Tax Act, 1961 and furnish this number in the bid form. Copy of PAN card is also required to be attached as evidence.
In case PAN is not obtained or PAN is not mentioned in bid form or copy of PAN card is not attached tax @ at least 20% plus surcharge and education cess or at the rate in force or at the rate specified in the relevant provisions of the I-T Act, whichever is higher will be deducted at source.
20. **Shareholders are advised to consult their tax advisors for their taxability or any other procedural aspects including 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 Acquirer, PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.**
All Persons eligible to participate in the Offer who wish to avail this Offer should deliver the abovementioned documents, by hand delivery to the Registrar to the Offer, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Tel: 044-28460390 (5 Lines); Fax: 044-28460129, Email : investor@cameoindia.com, contact person: Ms K. Sreepriya or to its Collection Centres, so as to reach the Registrar to the Offer on or before 5:30 pm on 24 August 2011 (i.e. the date of Closing of the Offer). Persons who are unable to hand deliver the documents as above may send the same by registered post/speed post at their sole risk to the Registrar to the Offer as above, so as to reach the Registrar to the Offer on or before 5:30 pm on 24 August 2011 (i.e. the date of Closing of the Offer)