

## LETTER OF OFFER

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*This LoF is sent to you as a shareholder(s) of Advik Laboratories Ltd. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LoF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."*

### OPEN OFFER BY

**Omkam Pharmaceuticals Private Limited ("Acquirer"), having its registered office at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001, Delhi. Tel. No. 011-43571040-45, Fax: 011-43571047**

To

**Acquire upto 24,31,884 (Twenty Four Lakhs Thirty One Thousand Eight Hundred and Eighty Four) Equity Shares of face value of ₹10/- each representing 26% of the Paid up Equity Share Capital.**

Of

### ADVIK LABORATORIES LIMITED

**Registered Office: 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon - 122103, Haryana  
Tel No.: 0124-2362471 and Facsimile: 0124-41649174**

**At a price of ₹ 5 (Rupees Five Only) per fully paid up equity share payable in cash.**

**Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations, 2011) and subsequent amendments thereof.**

1. This offer is being made by the Acquirer pursuant to Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (SEBI (SAST) Regulations, 2011) for substantial acquisition of share and voting rights accompanied with change in control and management.
2. The Offer is not subject to any minimum level of acceptance.
3. This Offer is not a Competing Offer.
4. If there is any upward revision in the Offer Price by the Acquirer upto three working days prior to the commencement of the tendering period i.e. up to Sep 20, 2012, Thursday or in the case of withdrawal of offer, the same would be informed by way of the Issue Opening 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 acquirer(s) for all the shares validly tendered anytime during the offer.
5. There was no competing offer:
6. A copy of Public Announcement, Detailed Public Statement, Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: [www.sebi.gov.in](http://www.sebi.gov.in).

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NO. 14 to 15). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.**

**All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:**

Manager to the Offer	Registrar to the Offer
 <b>Corporate Professionals</b> WHERE EXCELLENCE IS LAW <b>CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED</b> D-28. South Extn. Part-I, New Delhi - 110049 <b>Contact Person:</b> Mr. Manoj Kumar/Ms. Ruchi Hans <b>Ph.:</b> 91-11-40622228/51 <b>Fax:</b> 91-11-40622201 <b>Email:</b> manoj@indiap.com / ruchi@indiap.com <b>SEBI Regn. No:</b> INM000011435	 <b>Beetal Financial &amp; Computer Services Pvt. Limited</b> Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, Near Dada Harsukh Das Mandir, Behind Local Shopping Centre, New Delhi-110062 <b>Contact Person:</b> Mr. Punit Mittal <b>Ph.:</b> 29961281-82, Fax No.: 29961284 <b>E-Mail:</b> beetalrta@gmail.com <b>SEBI Reg. No.</b> INR000000262
<b>Offer Opens On: September 26, 2012, Wednesday</b>	<b>Offer Closes On: October 10, 2012, Wednesday</b>

## SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	ORIGINAL DATE AND DAY	REVISED DATE AND DAY
<b>Public Announcement (PA) Date</b>	June 20, 2012, Wednesday	June 20, 2012, Wednesday
<b>Detailed Public Statement (DPS) Date</b>	June 27, 2012, Wednesday	June 27, 2012, Wednesday
<b>Last date for a competing offer</b>	July 18, 2012, Wednesday	July 18, 2012, Wednesday
<b>Identified Date*</b>	July 25, 2012, Wednesday	September 11, 2012, Tuesday
<b>Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company</b>	August 03, 2012, Friday	September 21, 2012, Friday
<b>Date by which LoF will be despatched to the shareholders</b>	August 03, 2012, Friday	September 21, 2012, Friday
<b>Issue Opening PA Date</b>	August 07, 2012, Tuesday	September 24, 2012, Monday
<b>Date of commencement of tendering period (Offer opening Date)</b>	August 08, 2012, Wednesday	September 26, 2012, Wednesday
<b>Date of expiry of tendering period (Offer closing Date)</b>	August 23 2012, Thursday	October 10, 2012, Wednesday
<b>Date by which all requirements including payment of consideration would be completed</b>	August 30, 2012, Thursday	October 25, 2012, Thursday

\* Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.

### RISK FACTORS

**Given below are the risks related to the transaction, proposed Offer and those associated with the Acquirer:**

#### (A) Relating to transaction

The Offer is subject to the compliance of terms and conditions as mentioned in the Share Purchase Agreement (SPA) dated June 20, 2012. In terms of Regulation 23 (1) of SEBI (SAST) Regulations, 2011, if such Conditions are not satisfactorily complied with, the Offer would stand withdrawn.

The Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

#### (B) Relating to the Offer

- 1) In the event that either (a) the regulatory approvals are not received in a timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of ALL, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 2) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- 3) The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities. Accordingly, the acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
- 4) The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement(PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.
- 5) **Shareholders should note that those who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of shares under the offer and dispatch of consideration gets delayed.**

#### (C) Relating to Acquirer

- 1) The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- 2) The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.

**The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of ALL are advised to consult their stockbrokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer.**

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## 1. DEFINITIONS

1.	Acquirer or The Acquirer or OPPL	Omkam Pharmaceuticals Private Limited
2.	ASE	Ahmedabad Stock Exchange Limited
3.	Board of Directors / Board	The Board of Directors of Advik Laboratories Ltd.
4.	Book Value per share	Net worth / Number of equity shares issued
5.	BSE	The BSE Limited
6.	CDSL	Central Depository Services (India) Limited
7.	Companies Act	The Companies Act, 1956, as amended from time to time.
8.	Depository Participant or DP	SMC Global Securities Limited
9.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspaper on June 27, 2012
10.	EPS	Profit after tax / Number of equity shares issued
11.	Escrow Agreement	Escrow Agreement dated June 20, 2012 between the Acquirer, Escrow Agent and Manager to the Offer
12.	Escrow Bank/Escrow Agent	The Development Credit Bank Limited having its branch office at Hansalaya Building, 15, Barakhamba Road, Connaught Place, New Delhi, Pin-110001.
13.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
14.	Form of Acceptance	Form of Acceptance cum Acknowledgement
15.	LOO or Letter of Offer or LOF	This Letter of Offer
16.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
17.	N.A.	Not Available/Not Applicable
18.	NRI	Non Resident Indian
19.	NSDL	National Securities Depository Limited
20.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 24,31,884 fully paid up Equity Shares of face value of ₹ 10/- each being 26% of the Paid up Equity Share Capital of Target Company at a price of ₹ 5/- per Equity share payable in cash
21.	Offer Period	Wednesday, June 20, 2012 to Thursday, October 25, 2012
22.	Offer Price	₹ 5 (Rupees Five Only) per fully paid up Equity Share payable in cash
23.	PAT	Profit After Tax
24.	Persons eligible to participate in the Offer	Registered shareholders of Advik Laboratories Ltd. and unregistered shareholders who own the Equity Shares of Advik Laboratories Ltd. any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the parties to Share Purchase Agreement dated June 20, 2012
25.	Public Announcement or PA	Public Announcement submitted to BSE and ASE as well as to SEBI on June 20, 2012
26.	Registrar or Registrar to the Offer	Beetal Financial & Computer Services Pvt Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time.
27.	RBI	The Reserve Bank of India
28.	Return on Net Worth	(Profit After Tax/Net Worth) * 100
29.	INR or ₹	Indian Rupees
30.	SEBI Act	Securities and Exchange Board of India Act, 1992
31.	SEBI	Securities and Exchange Board of India
32.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
33.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
34.	Sellers	Mr. Varinder Kumar Jain, Mr. J C Ashok, Mr. Ramesh Jain, Mr. Aditya Jain, V K Jain HUF, Ms. Kumud Jain and M/s Advik Finance & Properties Pvt Ltd
35.	Share Purchase Agreement or SPA	Share Purchase Agreement dated June 20, 2012 entered into among Acquirer and Sellers.
36.	Tendering Period	Wednesday, September 26, 2012 to Wednesday, October 10, 2012
37.	Target Company or ALL	Advik Laboratories Ltd.

## 2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ADVIK LABORATORIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER(S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER(S) DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER "CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED" HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 02, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH A 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. The Offer is being made under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights accompanied with change in control and management of Target Company.

3.1.2. On June 20, 2012, Omkam Pharmaceuticals Private Limited ("**Acquirer**"), a company incorporated under the Companies Act, 1956 and having its registered office at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001, has entered into a Share Purchase Agreement ("**SPA**") with the promoters of Advik Laboratories Ltd. ("**Target Company**") namely Mr. Varinder Kumar Jain, Mr. J C Ashok, Mr. Ramesh Jain, Mr. Aditya Jain, Ms. Kumud Jain and M/s Advik Finance & Properties Pvt. Ltd. ("**Sellers**") for the acquisition of 24,84,837 (Twenty Four Lakh Eighty Four Thousand Eight Hundred Thirty Seven Only) fully paid-up Equity Shares ("**Sale Shares**") of face value of ₹10 (Rupees Ten) each representing 26.57% of the paid up equity share capital of the Target Company at a price of ₹ 5/- (Rupees Five Only) per fully paid-up equity shares aggregating to ₹ 1,24,24,185 (Rupees One Crore Twenty-Four Lacs Twenty Four Thousand One Hundred and Eighty Five Only) to be paid in cash.

The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company. As on the date of LoF, the Acquirer does not hold any shares in the Target Company except 35,984 (0.38%) Equity Shares already held by Mr. Peeyush Kumar Agarwal (Promoter of Acquirer) in the Target Company.

3.1.3. The important features of the SPA dated June 20, 2012 are laid down as under:

- SPA dated June 20, 2012 between the Acquirer and Sellers to acquire 24,84,837 (Twenty Four Lacs Eight Four Thousand Eight Hundred Thirty Seven) fully paid up Equity Shares at a price of ₹ 5/- (Rupees Five Only) each representing 26.57% of the paid up equity share capital of the Target Company.
- The total consideration for the sale shares is ₹1,24,24,185/- (Rupees One Crore Twenty Four Lacs Twenty Four Thousand One Hundred Eighty Five only).
- The Acquirer agrees to take steps to comply with the Regulations and to comply with all laws that may be required to give effect to the sale shares.
- On compliance of the Regulations by the Acquirer, the delivery of the shares would be deemed to have taken effect in pursuance of the SPA and that the payment made/to be made by the Acquirer to the Sellers shall be appropriated by the Sellers towards the sale of Sale Shares.
- In the event of non compliance of any provisions of the Regulations, the SPA for such sale shares shall not be acted upon by the Sellers or Acquirer.
- On the Completion of Takeover Process, the Sellers will allow the smooth and timely transfer of control including complete change in Board of Directors in favour of the Acquirer. As per the mutual understanding of the Parties, Mr. Varinder Kumar Jain, the main promoter of the Company may, continue to act as Managing Director of the Company or act in such other capacity and at such term as mutually agreed between the parties however he shall not hold any equity or participate in the control of the Company.

3.1.4. There is no Person Acting in Concert with the Acquirer.

3.1.5. There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

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

3.1.7. The Acquirer proposes to appoint its representatives on the board of the Target Company subject to the compliance of SEBI (SAST) Regulations, 2011 as may be applicable.

- 3.1.8. The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE, ASE and Manager to the Offer.

### 3.2. Details of the Proposed offer

- 3.2.1. In accordance with Regulation 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirer has given a PA on June 20, 2012 to BSE, ASE and SEBI and DPS on June 27, 2012 which was published in the following newspapers.

Publication	Editions
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions
Apala Mahanagar (Marathi)	Mumbai

**The Detailed Public Statement is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in); BSE website at [www.bseindia.com](http://www.bseindia.com) and the website of Manager to the Offer [www.corporateprofessionals.com](http://www.corporateprofessionals.com).**

- 3.2.2. The Acquirer intends to make an Open Offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders of ALL to acquire upto 24,31,884 (Twenty Four Lakhs Thirty One Thousand Eight Hundred and Eighty Four) fully paid up Equity Shares of ₹ 10/- each representing 26% of the Paid up Equity Share Capital of the Target Company at a price of ₹ 5/- (Rupees Five only) per fully paid up equity share ("**Offer Price**"), payable in cash subject to the terms and conditions set out in the PA, DPS and this Letter of Offer.
- 3.2.3. There are no partly paid up shares in the Target Company.
- 3.2.4. This is not a competitive Bid.
- 3.2.5. The Offer is not subject to any minimum level of acceptance from the shareholders. The Acquirer will accept the equity shares of ALL those are tendered in valid form in terms of this offer upto a maximum of 24,31,884 (Twenty Four Lakhs Thirty One Thousand Eight Hundred and Eighty Four) Equity Shares representing 26% of the Paid up Equity Share Capital of the Target Company.
- 3.2.6. The Acquirer has not acquired any shares of Target Company after the date of P.A. i.e. June 20, 2012 and upto the date of this LoF.
- 3.2.7. The Equity Shares of the Target Company will be acquired by the Acquirer 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.
- 3.2.8. The Acquirer does not directly hold any equity shares in the Target Company as on the date of DPS and this Letter of Offer except the shares proposed to be acquired in terms of SPA dated June 20, 2012. However, Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer holds 35,984 (0.38%) Equity Shares in the Target Company as on the date of this LoF.
- 3.2.9. Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of Sale Shares in accordance with SPA, the Acquirer will hold 49,52,705 (Forty Nine Lacs Fifty Two Thousands Seven Hundred and Five) Equity Shares constituting 52.95% of the Paid up Equity Share Capital of the Target Company, which includes 24,84,837 Equity Shares representing 26.57% of the paid up equity share capital of the Target Company proposed to be acquired under SPA dated June 20, 2012 and 35,984 Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer and assuming full acceptance under the Open Offer.
- 3.2.10. The Offer (assuming full acceptance) would not result in public shareholding in Target Company being reduced below the minimum level required as per the Listing Agreement entered into with the Stock Exchange for the purpose of listing on continuous basis.
- 3.2.11. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this LoF. 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.
- 3.2.12. The acquirer does not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries 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. ALL'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.
- 3.2.13. As on the date of this Letter of Offer, there is no director on the Board of the Target Company representing the acquirer.

### 3.3. Object of the Acquisition/ Offer

The main object of this acquisition is to acquire substantial shares and control over the Target Company. The acquirer desires to enter into the Pharmaceuticals Industry for the purpose of expansion and to get the maximum advantage of Installed capacity and brand name of Target Company. The Proposed acquisition does not have any repercussions on employment and the locations of the Target Company's places of business.

### 4. BACKGROUND OF THE ACQUIRER - OMKAM PHARMACEUTICALS PRIVATE LIMITED

- 4.1. The Acquirer, Omkam Pharmaceuticals Private Limited ("**OPPL**") was incorporated on October 25, 2011 under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana, as a private limited company. The registered office of OPPL is situated at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001, India. The name of OPPL has not changed since its incorporation.
- 4.2. OPPL was incorporated with the main object of carrying the business of manufacturers, traders, dealers, distributors, importers, exporters, franchisors, franchisees, dispensing chemists and consultants in all kinds of drugs, all kinds of medicines, pharmaceuticals, pesticides, synthetic drugs, disinfectants, antiseptics etc. and run, own, manage and administer Hospitals, Nursing Homes and Clinics.
- 4.3. As on the date of LoF, the Acquirer does not directly hold any equity shares in the Target Company except 35,984 (0.38%) Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer, thus the provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011 are not applicable on it. However, the acquirer will comply with provisions of Chapter V of SEBI (SAST) Regulations, 2011 in respect of the proposed acquisition of shares under the SPA.

4.4. Shareholding pattern of OPPL as on the date of LoF is as under:

S. No.	Category	No. of Shares Held	% of Shareholding
<b>1.</b>	<b>Promoters / Persons in Control (A)</b>		
	Mr. Peeyush Kumar Aggarwal	22,45,000	74.83
	Mrs. Seema Aggarwal	5,000	0.17
	Mr. Atul Aggarwal	3,75,000	12.50
	Mr. Varun Aggarwal	3,75,000	12.50
	<b>Total of (A)</b>	<b>30,00,000</b>	<b>100</b>
<b>2.</b>	<b>Public Shareholding (B)</b>		
	Mutual Funds/FIs/ FIs/ Banks	-	-
	Public	-	-
	<b>Total (B)</b>	<b>-</b>	<b>-</b>
	<b>Total (A+B)</b>	<b>30,00,000</b>	<b>100</b>

4.5. The details of Board of Directors of OPPL as on the date of LoF are as follows:

Name of the Director	Designation	DIN	Qualification and Experience	Date of Appointment
Mr. Peeyush Kumar Aggarwal	Executive Director	00090423	B.Com (F.C.A) 22 Years experience in Share Broking	25/10/2011
Mr. Sachin Garg	Executive Director	03320351	B.Com (H), FCA 4 Years experience in Share Broking	25/10/2011
Mr. Atul Aggarwal	Executive Director	05121636	Degree in D. Pharma.	21/11/2011
Mr. Varun Agarwal	Non Executive Director	05283372	B Tech (Computer Science), Masters in Pollution & Environmental Control	19/05/2012

As on the date of this LoF, None of the directors of OPPL is on the board of the Target Company.

4.6. The Brief details of financials of Acquirer are given as under:

(Amount in ₹)

Profit & Loss Statement	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.05.2012 (Provisional)
Income from operations	N.A	N.A	Nil
Other Income	N.A	N.A	11,000
<b>Total Income</b>	<b>N.A</b>	<b>N.A</b>	<b>11,000</b>
<b>Total Expenditure</b>	<b>N.A</b>	<b>N.A</b>	<b>864</b>
Profit Before Depreciation Interest and Tax	N.A	N.A	10,136
Depreciation	N.A	N.A	Nil
Interest	N.A	N.A	Nil
<b>Profit Before Tax</b>	<b>N.A</b>	<b>N.A</b>	<b>10,136</b>
Provision for Tax	N.A	N.A	3,132
<b>Profit After Tax</b>	<b>N.A</b>	<b>N.A</b>	<b>7,004</b>

(Amount in ₹)

Balance Sheet Statement	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.05.2012 (Provisional)
<b>Sources of Funds</b>			
Paid up share capital	N.A	N.A	30,00,000
Share Application Money	N.A	N.A	Nil
Reserves and Surplus (excluding revaluation reserves)	N.A	N.A	7408
Secured loans	N.A	N.A	Nil
Unsecured loans	N.A	N.A	Nil
Deferred Tax Liability	N.A	N.A	Nil
<b>Total</b>	<b>N.A</b>	<b>N.A</b>	<b>30,007,408</b>

Uses of funds			
Net fixed assets	N.A	N.A	Nil
Investments	N.A	N.A	Nil
Deferred Tax Assets	N.A	N.A	Nil
Net current assets	N.A	N.A	29,969,408
Total miscellaneous expenditure not written off	N.A	N.A	38,000
<b>Total</b>	<b>N.A</b>	<b>N.A</b>	<b>30,007,408</b>

Other Financial Data	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.05.2012 (Provisional)
Dividend (%)	N.A	N.A	N.A
Earning Per Share (In ₹)	N.A	N.A	N.A
Networth (In ₹)	N.A	N.A	29,969,408
Return on Networth (%)	N.A	N.A	N.A
Book Value Per Share (In ₹)	N.A	N.A	N.A

**Source-** As Certified by Mr. Ram Kishan Sanghi (Membership No. 91534), Proprietor of Sanghi & Company, Chartered Accountants, having office at F-7, IInd Floor, 203, Main Road, Kalkaji, New Delhi-110019, Tel: 011-41329617, E-mail: ca\_rksanghi@yahoo.co.in vide his certificate dated June 26, 2012.

- 4.7. There are no contingent liabilities in OPPL.  
4.8. The shares of the Acquirer are not listed on any stock exchange.

#### 5. BACKGROUND OF THE TARGET COMPANY - ADVIK LABORATORIES LIMITED

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

- 5.1. Advik Laboratories Ltd. was incorporated on September 9, 1994 under the Indian Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana as Advik Laboratories Ltd. and obtained its certificate of commencement of business on October 21, 1994. The name of the Target Company has not changed since its incorporation. The registered office of ALL is situated at 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon - 122103, Haryana.  
5.2. The promoter/promoter group of the Target Company consists of the Sellers who collectively holds 24,84,837 (Twenty Four Lacs Eighty Four Thousand Eight Hundred Thirty Seven) fully paid up equity shares as on the date of the LOF constituting 26.57% of the paid up capital of the Target Company.  
5.3. Share capital structure of the Target Company as on the date of LoF is as follows-

Paid up Equity Shares of Target Company	No. of Shares/voting rights	% of shares/voting rights
Fully paid up equity shares	93,53,400 Equity Shares of ₹ 10 each	100
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	93,53,400 Equity Shares of ₹ 10 each	100
Total voting rights in Target company	93,53,400 Equity Shares of ₹ 10 each	100

- 5.4. The shares of the Target Company are presently listed on BSE and ASE.  
5.5. There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.  
5.6. As on the date of LoF, the composition of the Board of Directors of ALL is as under::

S.No.	Name and Address of Director	Designation	Date of Appointment
1.	Mr. Varinder Kumar Jain H-27, W-8E/15, Western Avenue, Sainik Farms, New Delhi, 110062, Delhi, India	Managing Director	09/09/1994
2.	Mr. Fateh Mal Banthiya 34/XI, Brahmampuri, Near Job Press, Ajmer, 305001, Rajasthan, India	Director	26/05/1995
3.	Mr. Atam Prakash Jain A-703, Rail Vihar, SEC-15-II, Gurgaon, 122001, Haryana, India	Director	14/05/2010
4.	Mr. Kishan Kumar L 1-1594, Sangam Vihar, New Delhi, 110062, Delhi, India	Director	30/01/2009

None of the above Directors is representative of Acquirer.

- 5.7. There has been no merger/de-merger, spin off during last 3 years involving the Target Company.  
5.8. The Target Company and its Promoters have complied with the provisions of Chapter II of the SEBI (SAST) Regulations, 1997 or Chapter V of SEBI (SAST) Regulations, 2011, as may be applicable except the following:



- **V K Jain (HUF)**

Delay of 292 days in filing the disclosure as per Regulation 29(2) of SEBI (SAST) Regulations, 2012 which was filed on September 04, 2012 for the due date on November 17, 2011 in respect of Inter se transfer of shares between V K Jain HUF (Acquirer) and Ms. Divya Jain (Seller).

- **Ms. Divya Jain**

Delay of 292 days in filing the disclosure as per Regulation 29(2) of SEBI (SAST) Regulations, 2012 which was filed on September 04, 2012 for the due date on November 17, 2011 in respect of Inter se transfer of shares between V K Jain HUF (Acquirer) and Ms. Divya Jain (Seller).

SEBI may initiate suitable action against the abovementioned promoters for delayed compliances made under the required provisions of Chapter V of SEBI (SAST) Regulations, 2011.

5.9. As per the declaration provided by the Target Company, no records relating to shareholding of the promoters for the period prior to March 31, 2006 are available. Accordingly, SEBI may take appropriate action against the promoters and the Target Company in case any non-compliance is observed relating to the period for which details of promoter's shareholding have not been disclosed.

5.10. The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31 2009, March 31, 2010 and March 31, 2011 and provisional financial information for the financial year ended March 31, 2012 are as follows:

(Amount ₹ In Lacs)

<b>Profit &amp; Loss Statement</b>	<b>Year Ended 31.03.2009 (Audited)</b>	<b>Year Ended 31.03.2010 (Audited)</b>	<b>Year Ended 31.03.2011 (Audited)</b>	<b>Year Ended 31.03.2012 (Provisional)</b>
Income from operations	1185.62	1875.80	2210.15	1950.89
Other Income	3.52	81.31	62.97	53.47
Increase/ (Decrease) in Stock	60.72	(30.86)	6.57	74.17
<b>Total Income</b>	<b>1249.86</b>	<b>1926.25</b>	<b>2279.69</b>	<b>2078.53</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>1201.80</b>	<b>1839.31</b>	<b>2213.12</b>	<b>1933.57</b>
<b>Profit Before Depreciation Interest and Tax</b>	<b>48.06</b>	<b>86.94</b>	<b>66.57</b>	<b>144.96</b>
Depreciation	35.80	40.26	51.55	52.42
Interest	31.11	31.54	75.63	90.94
<b>Profit/ (Loss) Before Tax</b>	<b>(18.85)</b>	<b>15.14</b>	<b>(60.61)</b>	<b>1.60</b>
<b>Provision for Tax</b>	<b>0.00</b>	<b>3.38</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit/ (Loss) After Tax</b>	<b>(18.85)</b>	<b>11.76</b>	<b>(60.61)</b>	<b>1.60</b>

(Amount ₹ In Lacs)

<b>Balance Sheet Statement</b>	<b>Year Ended 31.03.2009 (Audited)</b>	<b>Year Ended 31.03.2010 (Audited)</b>	<b>Year Ended 31.03.2011 (Audited)</b>	<b>Year Ended 31.03.2012 (Provisional)</b>
<b>Sources of funds</b>				
Paid up share capital	935.34	935.34	935.34	935.34
Reserves and Surplus (excluding revaluation reserves)	175.76	180.31	138.22	139.82
Secured loans	276.40	457.52	772.68	953.18
Unsecured loans	108.32	101.88	108.98	199.48
Deferred Tax Liability (Net)	69.33	76.53	58.01	58.01
<b>Total</b>	<b>1565.15</b>	<b>1751.58</b>	<b>2013.23</b>	<b>2285.83</b>
<b>Uses of funds</b>				
Net fixed assets	523.82	692.21	981.36	973.91
Investments	99.60	98.10	98.77	92.30
Net current assets	941.73	961.27	933.10	1219.62
Total miscellaneous expenditure not written off	0	0	0	0
<b>Total</b>	<b>1565.15</b>	<b>1751.58</b>	<b>2013.23</b>	<b>2285.83</b>

Other Financial Data	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2012 (Provisional)
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (In ₹)	(0.20)	0.13	(0.65)	0.02
Networth (₹ In Lacs)	1111.10	1115.65	1073.56	1074.17
Return on Networth (%)	(1.70)	1.05	(5.65)	0.15
Book Value Per Share (₹)	11.87	11.93	11.48	11.48

**Source-** As certified by Mr. Vijay Bansal (Membership No. 88744), Partner of VBR & Associates, Chartered Accountants having office at 205, Laxman Palace, 19, Veer Savarkar Block, Shakarpur, Delhi-110092 Tel.:011-43022799 vide certificate dated June 26, 2012.

5.11. Pre and Post- Offer share holding pattern of the Target Company as on the date of LoF is as follows:

Sr. No	Shareholder Category	Shareholding & Voting rights prior to the Agreement/ acquisition and Offer		Shares/voting rights agreed to be acquired Which triggered off the Regulations		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C)	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1	<b>Promoter Group</b>								
	a. Parties to agreement, if any	24,84,837	26.57	(24,84,837)	(26.57)	Nil	NA	Nil	NA
	b. Promoters other than (a) above	Nil	NA	Nil	NA	Nil	NA	Nil	NA
	<b>Total 1 (a+b)</b>	<b>24,84,837</b>	<b>26.57</b>	<b>(24,84,837)</b>	<b>(26.57)</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
2	<b>Acquirer</b>								
	Om kam Pharmaceuticals Private Limited	Nil	NA	24,84,837	26.57	24,31,884	26.00	49,52,705	52.95
	<b>Total 2</b>	<b>Nil</b>	<b>NA</b>	<b>24,84,837</b>	<b>26.57</b>	<b>24,31,884</b>	<b>26.00</b>	<b>49,52,705</b>	<b>52.95</b>
3	<b>Parties to the agreement other than 1(a) &amp; 2</b>	NA	NA	NA	NA	NA	NA	NA	NA
4	<b>Public (other than parties to SPA)</b>								
a.	FIs / MFs / FIs / Banks, SFIs (indicate names)	Nil	NA	Nil	NA	(24,31,884)	(26.00)	44,00,695	47.05
b.	Others	68,68,563	73.43	Nil	NA				
	There are 5,645 shareholders in the public category as on June 30, 2012								
	<b>Total (4)(a+b)</b>	<b>68,68,563*</b>	<b>73.43</b>	<b>Nil</b>	<b>NA</b>			<b>44,00,695</b>	<b>47.05</b>
	<b>Total (1+2+3+4)</b>	<b>93,53,400</b>	<b>100</b>					<b>93,53,400</b>	<b>100</b>

Notes: The data within bracket indicates sale of equity shares.

\*It includes 35,984 Equity Shares already held by Mr. Peeyush Kumar Aggarwal, Promoter of Acquirer.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1. The Offer is made pursuant to the direct acquisition of shares of the Target Company by the Acquirer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

6.1.2. The Equity Shares of the Target Company are listed on BSE and ASE.

6.1.3. The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (June 1, 2011 to May 31, 2012) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of DPS	Total No. of Equity Shares (Source: www.bseindia.com)	Annualised Trading Turnover (as % of Total equity shares)
BSE	1,903,735	9,353,400	20.35%

- 6.1.4. Based on the information available on the websites of the Stock Exchanges, the Equity Shares of the Target Company are frequently traded on BSE (within the meaning of definition "frequently traded shares" under clause (j) Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations, 2011).
- 6.1.5. The Offer Price of ₹ 5 per Equity Share is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

(a)	The negotiated price under the SPA dated June 20,2012	₹ 5 per share
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE (As the maximum volume of trading in the shares of the Target Company is recorded on BSE during such period)	₹ 3.54 per share

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ 5/- (Rupee Five Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

- 6.1.6. Calculation of volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE (As the maximum volume of trading in the shares of the Target Company is recorded on BSE during such period) as per Regulation 8 (2) (d) of the SEBI (SAST) Regulations, 2011 is as follows:

Date	WAP	No. of shares traded	VWAP
21-Mar-12	3.74	9,266	34,612.00
22-Mar-12	3.72	6,006	22,371.00
23-Mar-12	3.45	1,303	4,491.00
26-Mar-12	3.63	13,071	47,499.00
27-Mar-12	3.72	3,513	13,051.00
28-Mar-12	3.30	502	1,657.00
29-Mar-12	3.26	4,511	14,694.00
30-Mar-12	3.30	4,132	13,634.00
02-Apr-12	3.26	753	2,455.00
04-Apr-12	3.64	100	364.00
09-Apr-12	3.50	2	7.00
10-Apr-12	3.36	12,151	40,784.00
11-Apr-12	3.48	4,606	16,035.00
12-Apr-12	3.32	1,300	4,316.00
13-Apr-12	3.44	6,102	21,018.00
16-Apr-12	3.32	3,414	11,334.00
17-Apr-12	3.30	501	1,653.00
18-Apr-12	3.49	3,582	12,510.00
19-Apr-12	3.36	3,250	10,912.00
20-Apr-12	3.51	1,550	5,433.00
24-Apr-12	3.08	9,016	27,812.00
25-Apr-12	3.06	1,307	4,002.00
26-Apr-12	3.30	684	2,255.00
27-Apr-12	3.37	2,203	7,431.00
28-Apr-12	3.47	102	354.00
30-Apr-12	3.33	3	10.00
02-May-12	2.95	2,131	6,287.00
03-May-12	3.27	503	1,646.00
04-May-12	3.00	3,190	9,574.00
07-May-12	2.90	1,404	4,075.00
08-May-12	3.20	5,351	17,137.00
09-May-12	3.00	1	3.00
10-May-12	3.00	1	3.00
11-May-12	3.26	4,446	14,494.00

Date	WAP	No. of shares traded	VWAP
14-May-12	3.00	1,102	3,306.00
15-May-12	3.00	1	3.00
16-May-12	3.05	6,085	18,583.00
17-May-12	2.95	241	710.00
18-May-12	3.37	291	981.00
21-May-12	3.28	6,019	19,757.00
23-May-12	2.79	7,292	20,364.00
24-May-12	3.16	13,412	42,358.00
25-May-12	3.35	11,005	36,825.00
28-May-12	3.11	1,002	3,115.00
29-May-12	3.29	10,555	34,732.00
30-May-12	3.38	300	1,014.00
31-May-12	3.15	415	1,306.00
01-Jun-12	2.94	2,628	7,714.00
04-Jun-12	3.02	2,013	6,075.00
05-Jun-12	3.70	17,121	63,415.00
06-Jun-12	4.07	27,178	110,640.00
07-Jun-12	4.21	15,359	64,725.00
08-Jun-12	3.87	5,052	19,556.00
11-Jun-12	3.76	2,546	9,576.00
12-Jun-12	3.85	20,004	77,066.00
13-Jun-12	3.76	13,172	49,578.00
14-Jun-12	3.61	2,773	10,000.00
15-Jun-12	3.58	4,526	16,184.00
18-Jun-12	3.79	3,264	12,372.00
19-Jun-12	3.62	1,406	5,095.00
<b>Total</b>	<b>201.96</b>	<b>284,719</b>	<b>1,008,963.00</b>
<b>Offer Price</b>		<b>3.54</b>	

- 6.1.7. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.8. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. However, it shall 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.
- 6.1.9. If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, 2011, 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 shares of the Target Company in any form.
- 6.1.10. As on date there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.11. The Acquirer is permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the tendering period. If there is any such upward revision in the Offer Price by the Acquirer or in the case of withdrawal of offer, the same would be informed by way of the Issue Opening 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 acquirer(s) for all the shares validly tendered anytime during the Offer.
- 6.1.12. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders.

## 6.2. Financial Arrangement

- 6.2.1. The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of up to 24,31,884 Equity Shares from the public shareholders of the Target Company at an Offer Price of ₹ 5/- (Rupees Five Only) per fully paid up equity share is ₹1,21,59,420/- (Rupees One Crore Twenty One Lacs Fifty Nine Thousand Four Hundred and Twenty Only) (the "Maximum Consideration").

- 6.2.2. The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition will be financed through internal resources.
- 6.2.3. The Acquirer, the Manager to the Offer and The Development Credit Bank Limited, a banking corporation incorporated under the Companies Act, 1956, and having one of its branch offices at Hansalaya Building, 15, Barakhamba Road, Connaught Place, New Delhi-110001 have entered into an escrow agreement dated June 20, 2012 for the purpose of the Offer in accordance with Regulation 17 of the SEBI (SAST) Regulations, 2011. In terms of the Agreement, the acquirer has opened an Escrow Account bearing name and style as "**CPCPL - ALL - OPEN OFFER ESCROW ACCOUNT**", (the "Escrow Account") and deposited cash of ₹31,00,000 (Rupees Thirty One Lacs only) being in excess of 25% of the Maximum Consideration.
- 6.2.4. The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5. Mr. Ram Kishan Sanghi (Membership No. 91534), Proprietor of Sanghi & Co., Chartered Accountants, has vide its certificate dated June 26, 2012 certified that the Acquirer has sufficient resources to meet the fund requirement for the takeover of Target Company.
- 6.2.6. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill the Acquirer's obligations through verifiable means in relation to the Offer in accordance with the Regulations.

## **7. TERMS AND CONDITIONS OF THE OFFER**

### **7.1. Operational terms and conditions**

- 7.1.1. The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2. LoF will be dispatched to all the equity shareholders of ALL, whose names appear in its Register of Members on September 11, 2012, Tuesday, the Identified Date.
- 7.1.3. The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4. The LoF alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the website.
- 7.1.5. This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4. of this LOF. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6. 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.
- 7.1.7. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8. 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 these equity shares are not received together with the equity shares tendered under the Offer.

7.2. **Locked in shares:** There are no locked in shares in the Target Company.

### **7.3. Persons eligible to participate in the Offer**

Registered shareholders of ALL and unregistered shareholders who own the Equity Shares of ALL any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the parties to Share Purchase Agreement dated June 20, 2012.

### **7.4. Statutory and other Approvals:**

- 7.4.1. Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.
- 7.4.2. As of the date of this Offer, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 7.4.3. No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 7.4.5. The Acquirer shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Courier as specified above, both in case of shares in physical and dematerialized form:

Name and Address of the Collection Centre	Working days and timings	Mode of delivery
<b>M/s Beetal Financial &amp; Computer Services Pvt Ltd</b> BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062, <b>Contact Person:</b> Mr. Punit Mittal <b>Ph.:</b> 011-29961281/82/83 <b>Fax:</b> 011-29961284 <b>Email:</b> beetalrta@gmail.com	During the Business Hours from Monday to Saturday	Regd. Post/ Courier / Hand Delivery

- 8.2. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), valid Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LoF, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. October 10, 2012, Wednesday.
- 8.3. The Registrar to the Offer, **M/s Beetal Financial & Computer Services Pvt Ltd** has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.
- 8.4. For shareholders holding equity shares in dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LoF to the Registrar to the Offer either by Registered Post/ Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. October 10, 2012, Wednesday along with a photocopy of the delivery instructions in "Off market" mode or counterfoil of the delivery instructions in "**Off-market**" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "**ADVIK LABORATORIES LTD-OPEN OFFER ESCROW A/C**" ("**Depository Escrow Account**") filled in as per the instructions given below:

<b>DP Name</b>	SMC Global Securities Limited
<b>DP ID</b>	IN303655
<b>Client ID</b>	10001857
<b>Depository</b>	National Securities Depository Limited ("NSDL")

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall use the inter-depository delivery instruction slip for the purpose of crediting their shares in favor of Special Depository Account with NSDL.

- 8.5. The shares and other relevant documents should not be sent to the Acquirer/ Target Company.
- 8.6. **In case of (a) shareholders who have not received the LoF, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer,** may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with ALL), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. October 10, 2012, Wednesday. Such shareholders can also obtain the LoF from the Registrar to the Open Offer by giving an application in writing to that effect.
- 8.7. In case of shareholders who have not received the LoF and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 8.4. above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. October 10, 2012, Wednesday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.
- 8.8. Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. October 10, 2012, Wednesday, else the application would be rejected.
- 8.9. No indemnity is needed from unregistered shareholders.
- 8.10. Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders 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 equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of ALL is 1{One} Equity Share.
- 8.11. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to

Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

- 8.12. The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.
- 8.13. Unaccepted share certificate(s) , transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- 8.14. The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.

#### **9. DOCUMENTS FOR INSPECTION**

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi-110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

- 9.1. Certificate of Incorporation, Memorandum & Articles of Association of ALL.
- 9.2. Certificate of Incorporation, Memorandum & Articles of Association of OPPL.
- 9.3. Certificate dated June 26, 2012 issued by Mr. Ram Kishan Sanghi Membership no. 91534, Proprietor of Sanghi & Co, Chartered Accountants, having office at F-7, IInd Floor, 203, Main Road, Kalkaji, New Delhi-110019, Tel No. 011-41329617, E-mail- ca\_rksanghi@yahoo.co.in certifying the adequacy of financial resources with the Acquirer to fulfill its part of open Offer obligations.
- 9.4. Audited Annual Reports of ALL for the years ended March 31, 2009, 2010 and 2011.
- 9.5. Copy of Escrow Agreement between the Acquirer, Development Credit Bank Limited and Manager to the Offer.
- 9.6. Certificate from Development Credit Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011.
- 9.7. Copy of the Share Purchase Agreement dated June 20, 2012.
- 9.8. Copy of Public Announcement, Published copy of the Detailed Public Statement which appeared in the Newspapers on June 27, 2012, Issue Opening PA and any corrigendum to these.
- 9.9. A copy of the recommendation made by the Board of ALL.
- 9.10. A copy of the observation letter dated September 14, 2012 received from SEBI.
- 9.11. Copy of agreement between the Acquirer and the Registrar to the issue.

#### **10. DECLARATION BY THE ACQUIRER**

The Acquirer accepts full responsibility for the information contained in this LoF and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirer would be responsible for ensuring compliance with the concerned Regulations.

**Omkam Pharmaceuticals Private Limited**

**(Authorised Signatory)**

Place: New Delhi

Date: September 17, 2012

#### **11. ENCLOSURES**

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer Deed(s)

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**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT**

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
<b>OFFER OPENS ON</b>	:	<b>SEPTEMBER 26, 2012, WEDNESDAY</b>
<b>OFFER CLOSSES ON</b>	:	<b>OCTOBER 10, 2012, WEDNESDAY</b>
Please read the Instructions overleaf before filling-in this Form of Acceptance		

FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (₹ )	
Cheque/Demand Draft/Pay Order No.	

**From:**

Tel. No.:

Fax No.:

E-mail:

To,

M/s Omkam Pharmaceuticals Private Limited  
C/o M/s Beetal Financial & Computer Services Pvt Ltd  
BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,  
New Delhi-110062,

Dear Sir/s,

**REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S ADVIK LABORATORIES LTD. (ALL/TARGET COMPANY) BY M/S OMKAM PHARMACEUTICALS PRIVATE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

I / we, refer to the Letter of Offer dated \_\_\_\_\_ for acquiring the equity shares held by me / us in **M/s Advik Laboratories Ltd.**

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I / We, unconditionally Offer to sell to the Acquirer the following equity shares in ALL held by me/ us at a price of ₹ 5/- (Rupeesd Five Only) per fully paid-up equity share.

**For shares held in physical form**

- I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....		Number of share certificates attached.....	
Representing ..... equity shares			
Number of equity shares held in ALL		Number of equity shares Offered	
In figures	In words	In figures	In words

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
<b>Total No. of Equity Shares</b>				

**For shares held in Demat form:**

- I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of equity shares

DP Name	:	SMC Global Securities Limited
D	:	IN303655
Client ID	:	10001857
Depository	:	National Securities Depository Limited ("NSDL")
Depository Escrow Account	:	" Advik Laboratories Ltd-Open Offer Escrow A/c"

3. I / We confirm that the Equity Shares of ALL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
4. I / We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
5. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
6. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
7. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
8. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
9. I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with ALL:

**Name and complete address of the Sole/ First holder (in case of member(s), address as registered with ALL):**

.....  
 .....

**Place:** ..... **Date:** .....

**Tel. No(s) :** ..... **Fax No.:** .....

**So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS**

Bank Account No.: ..... Type of Account: .....  
 (Savings /Current /Other (please specify))

Name of the Bank: .....

Name of the Branch and Address: .....

MICR Code of Bank.....

IFCS Code of Bank.....

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

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

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

#### INSTRUCTIONS

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
  - I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of ALL.
  - II. Shareholders of ALL to whom this Offer is being made, are free to Offer his / her / their shareholding in ALL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

**ACKNOWLEDGEMENT SLIP  
SHARES IN PHYSICAL FORM**

**OPEN OFFER TO THE SHAREHOLDERS OF M/S ADVIK LABORATORIES LTD (ALL/ TARGET COMPANY) BY M/S OMKAM PHARMACEUTICALS PRIVATE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

Received from Mr. / Ms. ....

Ledger Folio No/ -----Number of certificates enclosed..... under the Letter of Offer dated.....

Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1.				
2.				
3.				
<b>Total no. of Equity Shares</b>				

Stamp

Authorised Signatory

Date :

**ACKNOWLEDGEMENT SLIP  
SHARES IN DEMATERIALIZED FORM**

**OPEN OFFER TO THE SHAREHOLDERS OF M/S ADVIK LABORATORIES LTD (ALL/ TARGET COMPANY) BY M/S OMKAM PHARMACEUTICALS PRIVATE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

Received from Mr. / Ms. ....

I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of equity shares

DP Name	:	SMC Global Securities Limited
ID	:	IN303655
Client ID	:	10001857
Depository	:	National Securities Depository Limited ("NSDL")
Depository Escrow Account	:	"ADVIK LABORATORIES LTD-OPEN OFFER ESCROW A/C"

Stamp

Authorised Signatory

Date:

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

**Beetal Financial & Computer Services Pvt Ltd**

BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062

**Contact Person:** Mr. Punit Mittal

**Ph.:** 011-29961281/82/83, **Fax:** 011-29961284

**Email:** beetalrta@gmail.com

**SEBI Regn. No.:** INR 000000262