

## DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

"This LoF is sent to you as a shareholder(s) of The Anandam Rubber Company Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the 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

### BALAXI OVERSEAS PRIVATE LIMITED

having its registered office at Plot No. 409, 3rd Floor, Maps Towers, Jubilee Hills, Road No. 81, Hyderabad – 500096;  
Tel. No.: +91-40-23552760; Fax. No.: +91-40-23558085; (Hereinafter referred to as "Acquirer")

to

acquire upto 790,400 (Seven Lacs Ninety Thousand and Four Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each representing 26.00% of the paid-up equity share capital of

### THE ANANDAM RUBBER COMPANY LIMITED

having its registered office at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Cochin, Kerala – 682035;  
Tel. No.: 0484- 4032952; 0484-6596725;

Website: [www.anandamrubberco.com](http://www.anandamrubberco.com); Email ID: [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com);

At a price of Rs. 15.00/- (Rupees Fifteen Only) 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 Regulation 4 of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares.
2. The Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this draft Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. 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. upto May 05, 2017, 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 Acquirers for all the shares validly tendered anytime during the offer.
6. **There is no competing offer till date. In case there would be any competing offer, then all the subsisting bids shall open and close on the same dates.**
7. A copy of Public Announcement, Detailed Public Statement, and 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. 23 to 29). 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> CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED CIN: U74899DL2000PTC104508 D-28, South Extn., Part-I, New Delhi – 110049 Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma Ph. No.: 91-11-40622228/ 248 Fax. No.: 91-11-40622201 Email: <a href="mailto:manoj@indiap.com">manoj@indiap.com</a> / <a href="mailto:ruchika.sharma@indiap.com">ruchika.sharma@indiap.com</a> SEBI Regn. No: INM000011435	 S.K.D.C. Consultants Limited CIN: U74140TZ1998PLC008301 Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore – 641006 Contact Person: Mr. K. Narendra Ph. No.: 0422-6549995 Fax. No.: 0422-2539837 Email: <a href="mailto:info@skdc-consultants.com">info@skdc-consultants.com</a> SEBI Regn. No.: INR000000775
OFFER OPENS ON: MAY 12, 2017, FRIDAY	OFFER CLOSSES ON: MAY 25, 2017, THURSDAY

## SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	DATE AND DAY
Public Announcement (PA) Date	March 15, 2017, Wednesday
Detailed Public Statement (DPS) Date	March 22, 2017, Wednesday
Last date for a competing offer	April 17, 2017, Monday
Identified Date*	April 26, 2017, Wednesday
Date by which LoF will be despatched to the shareholders	May 04, 2017, Thursday
Issue Opening PA Date	May 11, 2017, Thursday
Last date by which Board of TC shall give its recommendations	May 08, 2017, Monday
Date of commencement of tendering period (Offer opening Date)	May 12, 2017, Friday
Date of expiry of tendering period (Offer closing Date)	May 25, 2017, Thursday
Date by which all requirements including payment of consideration would be completed	June 08, 2017, 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 the Offer

- 1) Acquirer requires no statutory approvals from any authority to acquire the equity shares tendered pursuant to this Offer. However, this Offer is subject to all statutory approvals that may become applicable at a later date before the completion of the Offer. 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. 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 draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of TARCL, 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 the 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 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 Draft Letter of Offer (DLOF)/ 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.

**(B) 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 their investment/ divestment decisions relating to their 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 TARCL 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

S. No.	Abbreviations	Details
1.	Acquirer or The Acquirer	Balaxi Overseas Private Limited
2.	Board of Directors / Board	The Board of Directors of The Anandam Rubber Company Limited
3.	Book Value per share	Net worth / Number of equity shares issued
4.	Buying Broker	JM Financial Services Limited having its branch office at 9-10, Uma Chambers, 3 <sup>rd</sup> Floor, Road No. 1, Banjara Hills, (Nagarjuna Hills), Hyderabad – 500034
5.	Companies Act	The Companies Act, 2013, as amended from time to time
6.	Public Announcement date or PA date	Public Announcement submitted to NSE as well as to SEBI on March 15, 2017, Wednesday
7.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspapers on March 22, 2017, Wednesday
8.	EPS	Profit after Tax / Number of Equity Shares
9.	Escrow Agreement	Escrow Agreement dated March 16, 2017, Thursday between the Acquirer, Escrow Agent and Manager to the Offer
10.	Escrow Bank/Escrow Agent	YES Bank Limited, having one of its branch office at Part Ground Floor, Thirumala Estates, Premises no. 3-6-261, 262, 262/1, Himayat Nagar, Hyderabad – 500029
11.	Authorised Share Capital	Rs. 40,000,000 (Rupees Four Crores Only) divided into 4,000,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each
12.	Paid-up share Capital	Rs. 30,400,000 (Rupees Three Crores and Four Lacs Only) comprising of 3,040,000 (Thirty Lacs and Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each
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.	DLOO or draft Letter of Offer or DLOF	This draft 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.	NSE	National Stock Exchange of India Limited

20.	Offer or The Offer or Open Offer	Open Offer for the acquisition of upto 790,400 (Seven Lacs Ninety Thousand and Four Hundred) Equity Shares of face value of Rs. 10/- (Rupee Ten) each being 26.00% of the paid-up equity share capital of Target Company at a price of Rs. 15.00/- (Rupees Fifteen Only) per Equity share payable in cash
21.	Offer Period	March 15, 2017, Wednesday to June 08, 2017, Thursday
22.	Offer Price	Rs. 15.00/- (Rupees Fifteen 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 The Anandam Rubber Company Limited and unregistered shareholders who own the Equity Shares of The Anandam Rubber Company Limited any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form, for the sale of shares of the Target Company
25.	Registrar or Registrar to the Offer	S.K.D.C. Consultants 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
26.	RBI	The Reserve Bank of India
27.	Return on Net Worth	(Profit After Tax/ Net Worth) *100
28.	INR or Rs.	Indian Rupees
29.	SEBI Act	Securities and Exchange Board of India Act, 1992
30.	SEBI	Securities and Exchange Board of India
31.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
32.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
33.	Tendering Period	May 12, 2017, Friday to May 25, 2017, Thursday
34.	Target Company or TARCL	The Anandam Rubber Company Limited

## 2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF THE ANANDAM RUBBER COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES ARE 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 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 DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 29, 2017 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DLOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE 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 change in control and management of Target Company.
- 3.1.2. On March 15, 2015, Balaxi Overseas Private Limited (hereinafter referred to as “**Acquirer**”), has entered into a Share Purchase Agreement (“**SPA**”) with the promoters of the Target Company naming Mr. Nirej V Paul, Mr. V M Paulose, Mrs. T J Leelamma and Mrs. Jaya Paul (hereinafter collectively referred to “**Sellers**”) for the acquisition of 1,670,036 (Sixteen Lacs Seventy Thousand and Thirty Six) Equity Shares (“**Sale Shares**”) of face value of Rs.10/- (Rupees Ten) each representing 54.94% of the paid up equity share capital along with the acquisition of control of the Target Company at a price of Rs. 15.00/- (Rupees Fifteen Only) per fully paid-up equity shares aggregating to Rs. 25,050,540/- (Rupees Two Crores Fifty Lacs Fifty Thousand Five Hundred and Forty Only) payable in cash, which has triggered the obligation for

making this Open Offer on the Acquirer. The Offer is not a result of Global Acquisition resulting in indirect acquisition of Target Company. As on the date of DLOO, the Acquirer does not hold any shares in the Target Company. However, the promoters of Acquirer, Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari collectively hold 200,088 (Two Lacs Eighty Eight) Equity Shares representing 6.58% of the paid-up equity share capital of the Target Company.

3.1.3. The Salient features of the SPA are as follows:

- SPA dated March 15, 2017 is between the Acquirer and Sellers for the acquisition of control and 1,670,036 (Sixteen Lacs Seventy Thousand and Thirty Six) fully paid up Equity Shares representing 54.94% of the present issued, subscribed and paid up equity share capital of the Target Company at a price of Rs. 15.00/- (Rupees Fifteen Only) per share.
- The total consideration for the Sale Shares is Rs. 25,050,540/- (Rupees Two Crores Fifty Lacs Fifty Thousand Five Hundred and Forty Only).
- Out of the Sale Shares, 1,200,000 (Twelve Lacs) Equity Shares representing 39.47% of the paid-up equity share capital of the Target Company are under lock-in upto October 22, 2017.
- Subject to the compliance of SEBI (SAST) Regulations, 2011, the Acquirer and Sellers shall agree to a date within 60 days of the Execution Date i.e. March 15, 2017 to be the Effective Date for the completion of transaction triggered in terms of the agreement.
- The Acquirer agrees to take steps to comply with the Regulations and to comply with all laws that may be applicable to give effect to the transfer of Sale Shares.
- Except all other legal remedies, Acquirer and Sellers may terminate this agreement 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 Acquirer or Sellers.

3.1.4. There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA entered between Acquirer and Sellers.

3.1.5. 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.

3.1.6. Acquirer is not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

3.1.7. The Acquirer will appoint its representatives on the Board of Target Company.

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, NSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

## **3.2. Details of the Proposed Offer**



3.2.1. In accordance with Regulations 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, Acquirer has made Public Announcement on March 15, 2017 to SEBI, NSE and TC and Detailed Public Statement on March 22, 2017 which was published in the following newspapers:

Publication	Editions
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions
Mahanayak (Marathi)	Mumbai Edition
New Age Daily (Malayalam)	Kerela Edition

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

3.2.2. Acquirer has made this Takeover Open Offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders of Target Company to acquire upto 790,400 (Seven Lacs Ninety Thousand and Four Hundred) fully paid up Equity Shares of Rs. 10/- (Rupees Ten) each representing 26.00% of the paid-up equity share capital of the Target Company at a price of Rs. 15.00/- (Rupees Fifteen 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 draft Letter of Offer.

3.2.3. There are no partly paid up shares in the Target Company.

3.2.4. There is no differential pricing in the Offer.

3.2.5. This is not a competitive Bid.

3.2.6. The Offer is not a conditional offer and is not subject to any minimum level of acceptance from the shareholders. The Acquirer will accept the Equity Shares of TARCL those are tendered in valid form in terms of this offer upto a maximum of 790,400 (Seven Lacs Ninety Thousand and Four Hundred) Equity Shares representing 26.00% of the paid-up equity share capital of the Target Company.

3.2.7. Acquirer has not acquired any shares of Target Company after PA date and upto the date of this draft LoF. The promoters of Acquirer held 181,088 (One Lac Eighty One Thousand and Eighty Eight) Equity Shares representing 5.96% of the paid-up equity share capital of the Target Company as on the PA date. On March 24, 2017, Mr. Ashish Maheshwari, one of the promoter of the Acquirer acquired additional 19,000 (Nineteen Thousand) Equity Shares representing 0.63% of the paid up Equity Share capital of the Target Company.

3.2.8. 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.

3.2.9. Upon completion of the Offer, assuming full acceptances in the Offer, Acquirer along with its promoters would hold 2,660,524 (Twenty Six Lacs Sixty Thousand Five Hundred and Twenty Four Only) constituting 87.08% of the paid-up equity share capital of the Target Company as on the tenth working day after the closure of the Tendering Period. Pursuant to this Open Offer, the

public shareholding in the Target Company might reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015, the Acquirer undertakes that it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and will reduce the non-public shareholding within the time period mentioned therein.

3.2.10. 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 Draft LoF. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

### **3.3. Object of the Acquisition/ Offer**

3.3.1. On March 15, 2015, Balaxi Overseas Private Limited (hereinafter referred to as “**Acquirer**”), has entered into a Share Purchase Agreement (“**SPA**”) with the promoters of the Target Company naming Mr. Nirej V Paul, Mr. V M Paulose, Mrs. T J Leelamma and Mrs. Jaya Paul (hereinafter collectively referred to “**Sellers**”) for the acquisition of 1,670,036 (Sixteen Lacs Seventy Thousand and Thirty Six) Equity Shares (“**Sale Shares**”) of face value of Rs.10/- (Rupees Ten) each representing 54.94% of the paid up equity share capital along with the acquisition of control of the Target Company at a price of Rs. 15.00/- (Rupees Fifteen Only) per fully paid-up equity shares aggregating to Rs. 25,050,540/- (Rupees Two Crores Fifty Lacs Fifty Thousand Five Hundred and Forty Only) payable in cash, which has triggered the obligation on the Acquirer to make this Open Offer. The Offer is not a result of Global Acquisition resulting in indirect acquisition of Target Company. As on the date of DLOO, the Acquirer do not hold any shares in the Target Company. However, the promoters of Acquirer, Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari hold 200,088 (Two Lacs Eighty Eight) Equity Shares representing 6.58% of the paid-up equity share capital of the Target Company.

3.3.2. This Open Offer is for acquisition of 26.00% of the present issued, subscribed and paid up equity share capital of the Target Company. After the completion of this Open Offer and pursuant to the acquisition of shares under SPA, the Acquirer along with its promoters shall become the single largest Equity Shareholder group with clear majority, by virtue of which it shall be in a position to exercise effective control over the management and affairs of Target Company.

3.3.3. After selling the last of the plantation way back in 1989, the Target Company is not carrying any major business activities. Acquirer has significant experience in trading and export of pharmaceutical products and it proposes to initiate the business of export in pharmaceutical products in the Target Company, subject to necessary compliances and approvals. The Acquirer, thus, proposes to change the name and object of the Target Company, upon getting

the control over affairs of the Company, to make it commensurate with the proposed line of business.

#### 4. BACKGROUND OF THE ACQUIRER – BALAXI OVERSEAS PRIVATE LIMITED

4.1. Balaxi Overseas Private Limited (“Acquirer”), is a Private Limited Company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909TG2003PTC040399) on January 30, 2003 with the name and style of Appy Overseas Private Limited and then on March 27, 2014, its name was changed to Balaxi Overseas Private Limited. The Registered Office of Acquirer is situated at Plot No. 409, 3<sup>rd</sup> Floor, Maps Towers, Jubilee Hills, Road No. 81, Hyderabad – 500096. Acquirer is involved in the business of exports of Pharmaceuticals products.

4.2. The present authorized share capital of Acquirer is Rs. 20,000,000 (Rupees Two Crores Only) representing 2,000,000 (Twenty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each. The paid up share capital of Acquirer is Rs. 15,000,000 (Rupees One Crore and Fifty Lacs Only) representing 1,500,000 (Fifteen Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

4.3. The names of promoters/person in control of Acquirer are specified below:

S. No.	Name of the promoters/ persons in control of Acquirer	No. of Shares held in Acquirer	% of shareholding
1.	Mr. Ashish Maheshwari	750,000	50.00%
2.	Mrs. Minoshi Maheshwari	750,000	50.00%
<b>Total</b>		<b>1,500,000</b>	<b>100.00%</b>

4.4. Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari, who are the promoters of Acquirer, are also promoters and 100% owners of a LLP named Balaxi Holdings LLP (LLPN: AAF-6311), a limited liability partnership firm registered under the Limited Liability Partnership Act, 2008. Balaxi Holdings LLP has a wholly owned company in Singapore with the named Balaxi International Pte Ltd. (Registration No.: 201611858G).

4.5. Shareholding pattern of the Acquirer is as under:

Sl. No.	Shareholder’s Category	No. and Percentage of Shares held
1.	Promoters	1,500,000 Equity Shares (100%)
2.	FII/ Mutual-Funds/FIs/Banks	NA
3.	Public	NA
<b>Total Paid Up Capital</b>		<b>1,500,000 Equity Shares (100%)</b>

4.6. The Directors of Acquirer are as follows:

Name of the Director	DIN	Date of appointment	No. of Shares held in	% of holding in	Experience and Qualification
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			Target Company	Target Company	
Mr. Ashish Maheshwari	01575984	January 30, 2003	110,088	3.62%	Chartered Accountant and holds experience of 22 years in International Trading
Mrs. Minoshi Maheshwari	01575975	January 30, 2003	90,000	2.96%	Graduate in commerce and holds experience of more than 15 years in operations

*None of the above Directors are on the Board of the Target Company.*

- 4.7. The key financial information of the Acquirer based on the financial statements for the financial year ended March 31, 2014, March 31, 2015, March 31, 2016 and for six months ended September 30, 2016 is as follows:

**Amount (In Rs. Lacs)**

Profit & Loss Statement	Year Ended March 31, 2014 (Audited)	Year Ended March 31, 2015 (Audited)	Year Ended March 31, 2016 (Audited)	Half Year ended September 30, 2016 (Unaudited)
Income from Operations	5717.32	5181.50	3494.18	1086.63
Other Income	219.83	347.20	311.17	59.26
Increase/ (Decrease) in Stock	0.00	0.00	0.00	0.00
<b>Total Income</b>	<b>5937.14</b>	<b>5528.70</b>	<b>3805.36</b>	<b>1145.89</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>5820.29</b>	<b>5384.69</b>	<b>3665.51</b>	<b>1111.88</b>
Profit Before Depreciation Interest and Tax	116.86	144.01	139.84	34.01
Depreciation	33.70	59.68	5.15	5.64
Interest	1.68	0.64	0.01	0.00
<b>Profit/ (Loss) Before Tax</b>	<b>81.48</b>	<b>83.70</b>	<b>134.68</b>	<b>28.37</b>
<b>Provision for Tax</b>	<b>(27.43)</b>	<b>(45.55)</b>	<b>(32.60)</b>	<b>(8.51)</b>

<b>Profit/ (Loss) After Tax</b>	<b>54.05</b>	<b>38.15</b>	<b>102.08</b>	<b>19.86</b>
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<b>Balance Sheet Statement</b>	<b>Year Ended March 31, 2014 (Audited)</b>	<b>Year Ended March 31, 2015 (Audited)</b>	<b>Year Ended March 31, 2016 (Audited)</b>	<b>Half Year ended September 30, 2016 (Unaudited)</b>
<b>Sources of funds</b>				
Paid up share capital	30.00	30.00	150.00	150.00
Reserves and Surplus (Excl. Revaluation Reserves)	87.77	125.92	108.00	127.86
Secured loans	9.89	0.80	650.00	675.19
Unsecured loans	0.00	0.00	0.00	0.00
Deferred Tax Liability (Net)	5.07	13.23	4.21	4.21
<b>Total</b>	<b>132.74</b>	<b>169.95</b>	<b>912.22</b>	<b>957.26</b>
<b>Uses of funds</b>				
Net fixed assets	82.66	47.10	66.85	108.96
Investments	0.00	0.00	0.00	0.00
Net current assets	50.08	122.85	845.36	848.30
Total miscellaneous expenditure not written off	0.00	0.00	0.00	0.00
Non Current Liabilities	0.00	0.00	0.00	0.00
Deferred Tax Assets	0.00	0.00	0.00	0.00
Long Term Loans and Advances	0.00	0.00	0.00	0.00
<b>Total</b>	<b>132.74</b>	<b>169.95</b>	<b>912.21</b>	<b>957.26</b>

<b>Other Financial Data</b>	<b>Year Ended March 31, 2014 (Audited)</b>	<b>Year Ended March 31, 2015 (Audited)</b>	<b>Year Ended March 31, 2016 (Audited)</b>	<b>Half Year ended September 30, 2016 (Unaudited)</b>
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	18.02	12.72	6.81	1.32
Networth (Rs. In Lacs)	117.77	155.92	258.00	277.86
Return on Networth (%)	45.90%	24.47%	39.57%	7.15%

Book Value Per Share (Rs.)	39.26	51.97	17.20	18.52
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Source- As certified by Mr. A. Krishna Rao (Membership No. 020085), Partner of P. Murali & Co., Chartered Accountants having office at 6-3-655/2/3, Somajiguda, Hyderabad – 500082; Tel. No.: +91-40-23326666, +91-40-23312554; Fax. No.: +91-40-23392474; Email ID: [pmurali.co@gmail.com](mailto:pmurali.co@gmail.com); [info@pmurali.com](mailto:info@pmurali.com); Website: [www.pmuarli.com](http://www.pmuarli.com) vide certificate dated March 15, 2017.

- 4.8. There are no major contingent liabilities with the acquirer.
- 4.9. 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.
- 4.10. Acquirer is not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

## 5. BACKGROUND OF THE TARGET COMPANY – THE ANANDAM RUBBER COMPANY LIMITED

- 5.1. TARCL was incorporated as a public limited company on September 28, 1942 under the Travancore Companies Act, 1114. The registered office of the Target Company was situated at Kottayam Taluk, Travancore (now in Ernakulam District). In the year 1944, the Target Company made its Initial Public Offer ("IPO") of equity shares and got listed at Madras Stock Exchange Limited ("MSE"). SEBI vide its exit order dated May 14, 2015, has withdrawn the recognition of MSE. Then, on November 30, 2015, the equity shares of the Target Company also got listed on National Stock Exchange of India Limited ("NSE"). The Company was incorporated as a plantation company and acquired several rubber and tea plantations across South India namely, Anandam, Ennooramvayil, Ancheril, Elambramala and Pookkulam Estate. Later, the Target Company sold its last estate in the year 1989 and existed from plantation business. Since then the Target Company is not carrying any major business activity.
- 5.2. Share capital structure of the Target Company as on the date of draft LoF is as follows:

Paid up Equity Shares of Target Company	No. of Shares/ voting rights	% of voting rights
Fully paid up equity shares	3,040,000 Equity Shares of Rs. 10/- each	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	3,040,000 Equity Shares of Rs. 10/- each	100.00
Total voting rights in TC	3,040,000 Equity Shares of Rs. 10/- each	100.00

- 5.3. The Equity Shares of Target Company are listed and traded on NSE and are infrequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations as on the date of PA.
- 5.4. The authorised share capital of the Target Company is Rs. 40,000,000 (Rupees Four Crores Only) divided into 4,000,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The paid-up share capital of the Target Company is Rs. 30,400,000 (Rupees Three Crores and Four Lacs

Only) comprising of 3,040,000 (Thirty Lacs and Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

- 5.5. There are currently no outstanding partly paid up shares.
- 5.6. There has been no merger/de-merger, spin off during last 3 years involving the Target Company.
- 5.7. As on the date of draft LoF, the composition of the Board of Directors of TARCL is as under:

S. No.	Name and Address of Director	Designation	Date of Appointment
1.	Mr. Pandicherril Pathrose Zibi Jose 61/2939 Tenrose, SRM Road, Cochin – 682018	Director	20.12.2014
2.	Mr. Santhosh Matheickal Sunny Matheickal House, Arakuzha PO Muvattupuzha, Ernakulam – 686672	Director	20.12.2014
3.	Mr. Nirej Vadakkedathu Paul 472, Vadakkedathu, Ooramana, Ramamangalam, Ernakulam – 686730	Director	09.02.2011
4.	Mrs. Leelamma Thenumkal Joseph Address: 472, Vadakkedathu, Ooramana, Ramamangalam, Ernakulam – 686730	Director	09.02.2011

- 5.8. The financial information of Target Company based on the financial statements for the financial year ended March 31, 2014, March 31, 2015, March 31, 2016 and for the half year ended September 30, 2016 are as follows:

(Rs. In Lacs)

Profit & Loss Statement	Year Ended March 31, 2014 (Audited)	Year Ended March 31, 2015 (Audited)	Year Ended March 31, 2016 (Audited)	Half Year ended September 30, 2016 (Unaudited)
Income from Operations	14.28	12.37	4.75	0.18
Other Income	5.01	11.75	0.16	0.19
Increase/ (Decrease) in Stock	0.00	0.00	0.00	0.00
<b>Total Income</b>	<b>19.29</b>	<b>24.12</b>	<b>4.91</b>	<b>0.37</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>3.36</b>	<b>7.87</b>	<b>11.69</b>	<b>6.73</b>

Profit Before Depreciation Interest and Tax	15.93	16.25	(6.78)	(6.36)
Depreciation	0.04	0.17	0.22	0.05
Interest	1.00	1.37	4.63	2.01
<b>Profit/ (Loss) Before Tax</b>	<b>14.89</b>	<b>14.71</b>	<b>(11.63)</b>	<b>(8.42)</b>
<b>Provision for Tax</b>	<b>3.94</b>	<b>4.47</b>	<b>(3.59)</b>	<b>0.00</b>
<b>Profit/ (Loss) After Tax</b>	<b>10.95</b>	<b>10.24</b>	<b>(8.04)</b>	<b>(8.42)</b>

<b>Balance Sheet Statement</b>	<b>Year Ended March 31, 2014 (Audited)</b>	<b>Year Ended March 31, 2015 (Audited)</b>	<b>Year Ended March 31, 2016 (Audited)</b>	<b>Half Year ended September 30, 2016 (Unaudited)</b>
<b>Sources of funds</b>				
Paid up share capital	70.00	304.00	304.00	304.00
Reserves and Surplus (Excl. Revaluation Reserves)	7.96	18.45	10.87	2.45
Secured loans	18.22	0.00	20.21	27.74
Unsecured loans	0.00	0.00	0.00	0.00
Deferred Tax Liability (Net)	0.01	0.01	(3.58)	(3.58)
<b>Total</b>	<b>96.19</b>	<b>322.46</b>	<b>331.50</b>	<b>330.61</b>
<b>Uses of funds</b>				
Net fixed assets	0.08	0.21	0.37	0.32
Investments	19.26	341.83	328.83	327.61
Net current assets	76.85	(19.58)	2.30	2.68
Total miscellaneous expenditure not written off	0.00	0.00	0.00	0.00
Non Current Liabilities	0.00	0.00	0.00	0.00
Deferred Tax Assets	0.00	0.00	0.00	0.00
Long Term Loans and Advances	0.00	0.00	0.00	0.00
<b>Total</b>	<b>96.19</b>	<b>322.46</b>	<b>331.50</b>	<b>330.61</b>

<b>Other Financial Data</b>	<b>Year Ended March 31,</b>	<b>Year Ended March 31,</b>	<b>Year Ended March 31,</b>	<b>Half Year ended September</b>
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	2014 (Audited)	2015 (Audited)	2016 (Audited)	30, 2016 (Unaudited)
Dividend (%)	10%	3%	0%	0%
Earnings Per Share (Rs.)	1.56	0.50	(0.26)	(0.28)
Networth (Rs. In Lacs)	77.96	322.44	314.80	306.45
Return on Networth (%)	14.05%	3.17%	(2.55%)	(2.75%)
Book Value Per Share (Rs.)	11.14	10.60	10.36	10.08

Source- As certified by Mr. Venkiteswaran T N (Membership No. 217768), Partner of Mohan and Ravi, Chartered Accountants having office at 39/5528 C, Adjacent To South Overbridge, S.A. Road, Panampilly Nagar, Kochi – 682036; Tel. No.: +91-484-3000270, +91-484-3000272; Mobile: +91-9446947533; Email ID: [mohanandravi.ekm@gmail.com](mailto:mohanandravi.ekm@gmail.com); vide certificate dated March 16, 2017.

5.9. Pre and Post Offer shareholding pattern of the Target Company as on the date of draft LoF is as follows:

Sr. No.	Shareholder Category	Shareholding & Voting rights prior to the Agreement/ acquisition and Offer (A)		Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1.	<b>Promoter Group</b>								
	a. Parties to agreement, if any	1,670,036	54.94	Nil	NA	Nil	NA	1,670,036	54.94
	b. Promoters other than (a) above	Nil	NA	Nil	NA	Nil	NA	Nil	NA
	<b>Total 1 (a+b)</b>	<b>1,670,036</b>	<b>54.94</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>1,670,036</b>	<b>54.94</b>
2.	<b>Acquirer</b>								
	Balaxi Overseas Private Limited along	200,088	6.58	Nil	NA	790,400	26.00	990,488	32.58

	with promoters								
	<b>Total 2</b>	<b>200,088</b>	<b>6.58</b>	<b>Nil</b>	<b>NA</b>	<b>790,400</b>	<b>26.00</b>	<b>990,488</b>	<b>32.58</b>
<b>3.</b>	<b>Parties to the agreement other than 1(a) &amp; 2</b>	Nil	NA	Nil	NA	Nil	NA	Nil	NA
<b>4.</b>	<b>Public</b>								
a.	FIs / MFs / FIIIs / Banks, SFIs	2,632	0.09	Nil	NA	(790,400)	(26.00)	579,564	19.06
b.	Others	1,367,332	44.98	Nil	NA				
	<b>Total (4)(a+b)</b>	<b>1,369,964</b>	<b>45.06</b>	<b>Nil</b>	<b>NA</b>	<b>(790,400)</b>	<b>(26.00)</b>	<b>579,564</b>	<b>19.06</b>
	<b>Total (1+2+3+4)</b>	<b>3,040,000</b>	<b>100.00</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>3,040,000</b>	<b>100.00</b>

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

## 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 and control over 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. As on the date of PA the Equity Shares of the Target Company were listed and traded on NSE but were infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) as on PA date.
- 6.1.3. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA date (March 2016 to February 2017) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of Original PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
NSE	87,413	3,040,000	2.88%

<b>Total</b>		<b>2.88%</b>
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(Source: [www.nseindia.com](http://www.nseindia.com))

- 6.1.4. The Offer Price of Rs. 15.00/- (Rupees Fifteen Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

<b>S. No.</b>	<b>Particulars</b>	<b>Price</b>
(a)	Negotiated Price	Rs. 15.00 per share
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer, PAC or its promoters during 52 weeks immediately preceding the date of PA	Rs. 15.00 per share
(c)	The highest price paid or payable for any acquisition, whether by the Acquirer, PAC or its promoters, during 26 weeks immediately preceding the date of the PA	Rs. 15.00 per share
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

<b>Other Parameter</b>	<b>Based on the audited financial data for the half year ended September 30, 2016</b>
Book Value per Share*	10.08
Comparable Trading Multiples Value	<b>Not Applicable</b> <i>(Company is not carrying on any business activity and hence no other methods of valuation could be applied)</i>

\*As certified by Mr. Venkiteswaran T N (Membership No. 217768), Partner of Mohan and Ravi, Chartered Accountants having office at 39/5528 C, Adjacent To South Overbridge, S.A. Road, Panampilly Nagar, Kochi – 682036; Tel. No.: +91-484-3000270, +91-484-3000272; Mobile: +91-9446947533; Email ID: [mohanandravi.ekm@gmail.com](mailto:mohanandravi.ekm@gmail.com); vide certificate dated March 16, 2017.

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 15.00/- (Rupees Fifteen Only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

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

- 6.1.6. In the event of further acquisition of Equity Shares of the Target Company by the 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. 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.
- 6.1.7. 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 Acquirers 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, 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.
- 6.1.8. 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 and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.9. 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 fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 790,400 (Seven Lacs Ninety Thousand and Four Hundred) Equity Shares from the public shareholders of the Target Company at an Offer Price of Rs. 15.00 (Rupees Fifteen Only) per fully paid up equity share is Rs. 11,856,000 (Rupees One Crore Eighteen Lacs Fifty Six Thousand Only) (the “**Maximum Consideration**”).
- 6.2.2. The Acquirer has adequate resources and have 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. The acquisition will be financed through personal and internal resources of the Acquirer.
- 6.2.3. The Acquirer, the Manager to the Offer and Yes Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at Part Ground Floor, Thirumala Estates, Premises no. 3-6-261, 262, 262/1, Himayat Nagar, Hyderabad – 500029, has entered into an Escrow Agreement dated March 16, 2017 for the purpose of the Offer (the

- "Offer Escrow Agreement"**) in accordance with Regulation 17 of the SEBI (SAST) Regulations. The Acquirer has deposited cash of Rs. 2,964,000 (Rupees Twenty Nine Lacs Sixty Four Thousand Only) (**"Security Deposit"**) being equal to 25% of the Maximum Consideration in an Escrow Account bearing name and style as **"CPCPL-TARCL-Open Offer Escrow Account"**, (the **"Escrow Account"**) opened with Yes Bank Limited.
- 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.
- 6.2.5. Mr. A. Krishna Rao (Membership No. 020085), Partner of P. Murali & Co., Chartered Accountants having office at 6-3-655/2/3, Somajiguda, Hyderabad – 500082; Tel. No.: +91-40-23326666, +91-40-23312554; Fax. No.: +91-40-23392474; Email ID: [pmurali.co@gmail.com](mailto:pmurali.co@gmail.com); [info@pmurali.com](mailto:info@pmurali.com); Website: [www.pmuarli.com](http://www.pmuarli.com) vide certificate dated March 15, 2017 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 their 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 TARCL, whose names appear in its Register of Members on April 26, 2017, Wednesday, 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 along with 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 draft LOF. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6. While it would be ensured that the Letter of Offer is despatched by the due date to all the eligible shareholders as on the Identified Date, 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:** Presently, 1,200,000 (Twelve Lacs) Equity Shares representing 39.47% of the paid-up equity share capital of the Target Company held by the promoters are under lock-in upto October 22, 2017. These shares are part of the SPA and would be transferred to the Acquirer subject to the balance period of lock-in.

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

Registered shareholders of TARCL and unregistered shareholders who own the Equity Shares of TARCL any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, for the sale of shares of the Target Company (except the Acquirer or any persons acting in concert or deemed to be acting in concert within the meaning of Regulation 7(6) of SEBI SAST Regulations) any time before closure of the Offer.

### **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 reserve 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 DLOO, 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. 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 the Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing

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

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 Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular dated December 09, 2016.

**8.2.** NSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.

**8.3.** The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the NSE in the form of a separate window ("**Acquisition Window**").

**8.4.** Acquirer has appointed **JM Financial Services Limited ("Buying Broker")** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

The Contact details of the Buying Broker are as mentioned below:

**Name:** JM Financial Services Limited;

**CIN:** U67120MH1998LC115415;

**SEBI Registration Number:** INB/INE/INF231054835 (NSE);

**Communication Address:** 5th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India;

**Contact Person:** Mr. Kinnar Darji;

**Tel. No.:** 022-67043000; 022-67043503;

**Fax. No.:** 022 - 24317020;

**Email ID:** [Kinnar.darji@jmfl.com](mailto:Kinnar.darji@jmfl.com);

**8.5.** All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period.

**8.6.** Separate Acquisition window will be provided by NSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.

**8.7.** The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.

**8.8.** Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.

**8.9.** Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).

**8.10. Procedure for tendering Equity Shares held in dematerialised Form:**

- a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.
- b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the NSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the NSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.
- c) Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- e) For custodian participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- f) The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- g) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Open Offer.
- h) The cumulative quantity tendered shall be made available on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

**8.11. Procedure to be followed by registered Shareholders holding Equity Shares in the physical form:**

- a) The Public Shareholders holding physical shares and who wish to tender their Equity Shares in this Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
  - i. Form of Acceptance 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 and as per the specimen signature lodged with the Target;



- ii. Original share certificates;
  - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place;
  - iv. Self-attested copy of the Shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors);
  - v. Any other relevant document such as powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)); and
  - vi. Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
- b) The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker (s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.
- c) The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in paragraph (a) above along with the TRS to the Registrar i.e. S.K.D.C. Consultants Limited at the address mentioned on the cover page. The envelope should be superscribed "The Anandam Rubber Company Limited - Open Offer". Share certificates for physical shares must reach the Registrar within 2 (two) days of bidding by the Selling Broker.
- d) The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph (a) above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.
- e) In case any person has submitted physical shares for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in this Offer by or before the closure of the Tendering Period.

**The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Public Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.**

**8.12. Procedure for tendering the shares in case of non-receipt of Letter of Offer (Holders of Physical shares):**

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or NSE website ([www.nseindia.com](http://www.nseindia.com)) or Merchant Banker website ([www.corporateprofessionals.com](http://www.corporateprofessionals.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by NSE before the closure of the Offer.

#### **8.13. Acceptance of Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat shares, physical) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

#### **8.14. Procedure for tendering the shares in case of non-receipt of Letter of Offer:**

- a) Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired the Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b) A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.
- c) The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible shareholders of the Target Company. In case of non-receipt of the Letter of Offer, such

eligible shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

- d) The Letter of Offer along with the Form of Acceptance 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 said website.
- e) Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents as mentioned in paragraphs 9 and 10 above along with Form SH 4 (in case of Equity Shares being held in physical form). Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by NSE before the closure of the Offer.

#### **8.15. Settlement Process**

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.

While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, 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.

For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.

The Equity Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.

Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar. The Company is authorized to split the share certificate

and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.

Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Open Offer. If Equity Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Equity Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.

Equity Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Equity Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Equity Shareholders.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirer.

Any excess physical shares, to the extent tendered but not accepted, will be returned by registered post back to the Shareholder(s) directly by Registrar to the Offer.

#### **8.16. Settlement of Funds / Payment Consideration**

The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds payout to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker / custodian participant will receive funds payout in their settlement bank account.

The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder / Selling Broker (s) as per secondary market pay out mechanism.

Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their

respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

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 shareholders of the Target Company who have accepted the Open 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.

#### **8.17. Note on taxation**

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

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

Tax deduction at source

##### 1. In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Acquirer shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Offer.

##### 2. In the case of Non Resident Shareholders

Since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

**THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES**

## **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, Certificate of Commencement of Business, Memorandum & Articles of Association of Acquirer.
- 9.2. Copies of certificates of Mr. A. Krishna Rao (Membership No. 020085), Partner of P. Murali & Co., Chartered Accountants having office at 6-3-655/2/3, Somajiguda, Hyderabad – 500082; Tel. No.: +91-40-23326666, +91-40-23312554; Fax. No.: +91-40-23392474; Email ID: [pmurali.co@gmail.com](mailto:pmurali.co@gmail.com); [info@pmurali.com](mailto:info@pmurali.com); Website: [www.pmuarli.com](http://www.pmuarli.com) vide certificate dated March 15, 2017 certified that the Acquirer has sufficient resources to meet the fund requirement for the Takeover of Target Company.
- 9.3. Audited Annual Reports of TARCL for the years ended March 31, 2014, 2015 and 2016.
- 9.4. Audited Annual Reports of Acquirer for the years ended March 31, 2014, 2015 and 2016.
- 9.5. Escrow Agreement between the Acquirer, YES Bank Limited and Manager to the Offer.
- 9.6. Confirmation from YES Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011.
- 9.7. Copy of Share Purchase Agreement entered into between Acquirer and Sellers on March 15, 2017.
- 9.8. Copy of Public Announcement filed on March 15, 2017, published copy of the Detailed Public Statement which appeared in the Newspapers on March 22, 2017, Issue Opening PA and any corrigendum to these, if any,
- 9.9. A copy of the Recommendation made by the Board of TARCL.
- 9.10. A copy of the Observation letter from SEBI.
- 9.11. Copy of Agreement between the Acquirer and the Registrar to the Offer.

## 10. DECLARATION BY THE ACQUIRER

Acquirer and its directors accepts full responsibility for the information contained in this draft 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.

**For and on behalf of Acquirer**

**For Balaxi Overseas Private Limited**

**Mr. Ashish Maheshwari**  
**Acquirer**

**Date: March 29, 2017**

**Place: New Delhi**

## 11. ENCLOSURES

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer

**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT**

**(For physical shares being tendered)**

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

<b>THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION</b> <b>(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)</b>		
<b>OFFER OPENS ON</b>	:	<b>MAY 12, 2017, FRIDAY</b>
<b>OFFER CLOSES ON</b>	:	<b>MAY 25, 2017, THURSDAY</b>
<b>Please read the Instructions overleaf before filling-in this Form of Acceptance</b>		

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

**From:**

Tel. No.:

Fax No.:

E-mail:

To,

**The Acquirer**

**C/O S.K.D.C. CONSULTANTS LIMITED**

**Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore – 641006**

Dear Sir/s,

**REG.: OPEN OFFER TO THE SHAREHOLDERS OF THE ANANDAM RUBBER COMPANY LIMITED (“TARCL”/ “TARGET COMPANY”) BY BALAXI OVERSEAS 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 **The Anandam Rubber Company Limited**.

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 TARCL held by me/ us at a price of Rs. 15.00/- (Rupees Fifteen Only) per fully paid-up equity share.

1. 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).

<b>Ledger Folio No.....Number of share certificates attached.....</b>			
<b>Representing ..... equity shares</b>			
<b>Number of equity shares held in TARCL</b>		<b>Number of equity shares Offered</b>	
<b>In figures</b>	<b>In words</b>	<b>In figures</b>	<b>In words</b>

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

2. I / We confirm that the Equity Shares of TARCL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.



8. 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 TARCL:

<b>Name and complete address of the Sole/ First holder (in case of member(s), address as registered with TARCL):</b>	
-----	
-----	
<b>Place:</b> -----	<b>Date:</b> -----
<b>Tel. No(s) :</b> -----	<b>Fax No.:</b> -----

<b>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</b>	
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:

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

Yours faithfully,

Signed and Delivered:

	<b>FULL NAME (S) OF THE HOLDERS</b>	<b>SIGNATURE (S)</b>
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 Acquirers is entirely at the discretion of the equity shareholder of TARCL.
  - II. Shareholders of TARCL to whom this Offer is being made, are free to Offer his / her / their shareholding in TARCL 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 THE ANANDAM RUBBER COMPANY LIMITED (“TARCL”/ “TARGET COMPANY”) BY BALAXI OVERSEAS 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

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

**Registrar to the Offer**

**S.K.D.C. Consultants Limited**

Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore – 641006

**Contact Person:** Mr. K. Narendra

**Ph. No.:** 0422-6549995

**Fax. No.:** 0422-2539837

**Email ID:** [info@skdc-consultants.com](mailto:info@skdc-consultants.com)