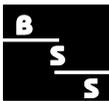


Letter of Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer ('LoF') is sent to you as a shareholder(s) of Hindusthan Safety Glass Industries Limited ('Target Company'). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed(s) to the Members of Stock Exchange through whom the said sale was affected.

<p>OPEN OFFERBY</p> <p>Mr. Ripu Sudan Kundra (alias Raj Kundra) ('Acquirer 1') and Mrs. Shilpa Shetty Kundra ('Acquirer 2')</p> <p>Resident of 1st Floor, 57/A, Plot No.3, CTS 1, Gandhi Gram Road, Near Sunny's, Jamaica Consulate, Juhu, Vile Parle (West), Mumbai-400 049. (Tel No: +91 22 3370 0400, Email: info@rajkundra.net)</p> <p>To the existing shareholders of HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED ('HSGIL' or the 'Target Company') (CIN: L26109WB1982PLC035375) Registered Office: 31/1, Room No. 309, Chatawala, 3rd Floor, Kolkata-700 012 Tel: +91 33 3261 5598, E-Mail ID: info@hindusthansafetyglass.com Website: www.hindusthansafetyglass.com</p> <p>To acquire 7,94,350 Equity Shares of ₹10 each representing 26% of the paid up and Voting Capital at a price of ₹12 (Rupees Twelve only) per share ('Offer Price'), payable in cash</p>
<ul style="list-style-type: none"> • This Offer is being made by the Acquirers pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations 2011. • This Offer is not conditional upon any minimum level of acceptance by the shareholder(s) of the Target Company. • As on date of this Letter of Offer, there are no statutory approvals required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all the statutory approvals that may become applicable at a later date but before the completion of the Open Offer. • If there is any upward revision in the Offer Price/Offer Size at any time up to three (3) working days prior to commencement of the Tendering Period i.e. upto February 25, 2015 (Wednesday) in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (DPS) was published. Such revised Offer Price would be payable to all the shareholders, who have validly tendered their shares anytime during the Tendering Period to the extent their shares have been verified and accepted under the Offer, by the Acquirers. If the Offer is withdrawn pursuant to Regulation 23 of the SEBI (SAST) Regulations, 2011, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the DPS had been published. • There was no competitive bid. The public offers under all the subsisting bids shall open and close on the same date. • A copy of the Public Announcement ('PA'), Detailed Public Statement ('DPS') and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on the website of Securities and Exchange Board of India ('SEBI') at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	<p>Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057 Tel. No.: +91 2226123207 Fax No.: +91 2226123208 Contact Person: Mr. Manish Gaur/ Ms. Payal Tachak Email: openoffer@markcorporateadvisors.com SEBI Reg. No.: INM000012128</p>		<p>Bigshare Services Private Limited E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel: +91-22-404 30 200 Fax: +91-22-2847 5207 Website: www.bigshareonline.com E-Mail: openoffer@bigshareonline.com Contact Person : Mr. Ashok Shetty SEBI Reg. No.: INR000001385</p>
Offer Opens on	March 02, 2015 (Monday)	Offer Closes on	March 16, 2015 (Monday)

SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Original Day & Date	Revised Day & Date
Date of the PA	Wednesday September 03, 2014	Wednesday September 03, 2014
Date of publishing the Detailed Public Statement	Monday, September 08, 2014	Monday, September 08, 2014
Last date for filing of Draft Letter of Offer with SEBI	Monday, September 15, 2014	Monday, September 15, 2014
Last date of a competing offer	Monday, September 29, 2014	Monday, September 29, 2014
Latest date by which SEBI's observations will be received	Thursday, October 09, 2014	Tuesday, February 10, 2015
Identified Date*	Monday, October 13, 2014	Thursday, February 12, 2015
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirers and the Selling Shareholders) as on the identified date	Monday, October 20, 2014	Monday, February 23, 2015
Last Date for revising the Offer Price/number of shares	Wednesday, October 22, 2014	Wednesday, February 25, 2015
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Monday, October 27, 2014	Thursday, February 26, 2015
Date of public announcement for Opening the Offer	Tuesday, October 28, 2014	Friday, February 27, 2015
Date of Commencement of the Tendering Period (Offer opening date)	Wednesday, October 29, 2014	Monday, March 02, 2015
Date of Closing of the Tendering Period (Offer closing date)	Thursday, November 13, 2014	Monday, March 16, 2015
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	Thursday, November 27, 2014	Monday, March 30, 2015

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

RISK FACTORS:

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

Relating to the Proposed Offer:

1. This Offer is not subject to the receipt of any statutory approvals. However, in case of any such applicability on a later date and therefore, in the event that either the statutory approvals or regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period, if directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
2. In case of over-subscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
3. The Registrar to the Offer will hold in trust the dematerialized shares credited to the Demat Escrow Account, Share Certificates, Form of Acceptance, if any, and the Transfer Deed (s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the completion of the Offer formalities.
4. Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and despatch of consideration are delayed.

Relating to the Acquirers:

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

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

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1. ABBREVIATIONS / DEFINITIONS

Acquirer 1	Mr. Ripu Sudan Kundra (alias Raj Kundra)
Acquirer 2	Mrs. Shilpa Shetty Kundra
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956, as amended or modified from time to time and the Companies Act, 2013
DP	Depository Participant
DPS / Detailed Public Statement	Detailed Public Statement relating to the Offer published on September 08, 2014 (Monday)
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer (except Acquirers and the Selling Shareholders).
Equity Shares	Fully paid-up equity shares of the Target Company of the face value of ₹10 (Rupees Ten only) each
Escrow Account	Shall have the meaning given to it in paragraph 6.2 (2) of this Letter of Offer
Escrow Amount	Shall have the meaning given to it in paragraph 6.2 (2) of this Letter of Offer
Escrow Bank	HDFC Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investor registered with SEBI
Form of Acceptance	Form of Acceptance cum Acknowledgement, accompanying with this Letter of Offer
Identified Date	February 12, 2015 (Thursday) i.e. date falling on the tenth (10 th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
₹/ INR / Rs.	Indian Rupees, the legal currency of India
Letter of Offer / LoF	This Letter of Offer dated February 16, 2015
Manager / Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indians
NSDL	National Securities Depositories Limited
OCBs	Overseas Corporate Bodies
Offering period	Period from the date of release of Public Announcement to the date of payment of consideration
Offer/Open Offer	The Open Offer made by the Acquirer to the Public Shareholders to acquire 7,94,350 Equity Shares, representing 26% of the paid up and Voting Capital of Target Company
Offer Price	₹12 (Rupees Twelve only) per Equity Share
Offer Size	7,94,350 Equity Shares representing 26% of the paid up and Voting Capital of the Target Company at a price of ₹12/- (Rupees Twelve only) per equity share, aggregating to ₹95,32,200/- (Rupees Ninety Five Lakhs Thirty Two Thousand Two Hundred only)
PA / Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer on September 03, 2014 (Wednesday)

Promoters	Promoter and Promoter Group of the Hindusthan Safety Glass Industries Limited as per Clause 35 of the Listing Agreement entered with Stock Exchanges
Public Shareholder(s)	The Equity Shareholder(s) of The Target Company other than the Acquirers and Selling Shareholders
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Bigshare Services Private Limited.
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (SAST) Regulations / SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
SEBI (SAST) Regulations 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof
Stock Exchange(s)	BSE Ltd(BSE) and The Calcutta Stock Exchange Limited (CSE)
Target Company/HSGIL	Hindusthan Safety Glass Industries Limited
Tendering Period / Offer Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including March 02, 2015 (Monday) and March 16, 2015 (Monday)
Voting Capital	Total Equity Shares of the Target Company carrying voting rights as on the date preceding the date of PA

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 11, 2014 (THURSDAY) TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 BACKGROUND OF THE OFFER

- (1) This Open Offer ('Offer') is being made by Mr. Ripu Sudan Kundra (hereinafter referred to as 'Acquirer 1') along with Mrs. Shilpa Shetty Kundra (hereinafter referred to as 'Acquirer 2') to the equity shareholders of Hindusthan Safety Glass Industries Limited (hereinafter referred to as 'HSGIL' or the 'Target Company'), pursuant to and in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 for substantial acquisition of shares/voting rights and accompanied by Control over the Target Company.
- (2) Mr. Ripu Sudan Kundra (*alias Raj Kundra*) ('Acquirer 1') along with Mrs. Shilpa Shetty Kundra ('Acquirer 2') is making an Open Offer for acquisition of 7,94,350 equity shares of ₹10 each, constituting 26% of the total paid-up and Voting capital of the Target Company at a price of ₹12 (Rupees Twelve only) per fully paid-up equity share ("Negotiated Price"), aggregating to ₹95,32,200 (Rupees Ninety Five Lakhs Thirty Two Thousand Two Hundred only) ("Maximum Consideration") payable in cash.
- (3) Following are the details regarding the transactions which triggered the Open Offer:
 - a) Pursuant to the Share Purchase Agreement ('SPA') entered between Acquirers and the Promoter and Promoter Group of the of the Target Company dated September 03, 2014, the Acquirers have agreed to purchase entire Promoter Group holding i.e. 1,23,660 (4.05%) Equity Shares of ₹10 each at price of ₹12 per share. The details of the same are as under:

Sr. No.	Name & PAN of the Sellers	Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares	%	No of Shares	%
1.	Jagdish Agarwal	11, Sikdar Para Lane, Near Tara	Yes	12,075	0.40	NIL	NIL

Sr. No.	Name & PAN of the Sellers	Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares	%	No of Shares	%
	PAN: ACVPA8615Q	Sundari Park, Kolkata-700 007					
2.	Kaushallya Devi Agarwal PAN: ARUPA5840R	11, Sikdar Para Lane, Near Tara Sundari Park, Kolkata-700 007	Yes	12,000	0.39	NIL	NIL
3.	Nisha Agarwal PAN: ACSPA8473B	Das Para More, 79, Rabindra Sarani, Liluah, Howrah-711 203, West Bengal	Yes	12,025	0.39	NIL	NIL
4.	Satya Narayan Agarwal PAN: ACJPA9743K	53/4, J.N.Mukherjee Road, Sadar, Howrah	Yes	11,800	0.39	NIL	NIL
5.	Bishnu Agarwal PAN: ACWPA6025H	Das Para More, 79, Rabindra Sarani Liluah, Howrah-711 203, West Bengal	Yes	6,200	0.20	NIL	NIL
6.	Lalita Devi Agarwal PAN: ACJPA3754C	53/4, J.N.Mukherjee Road, Sadar, Howrah	Yes	11,000	0.36	NIL	NIL
7.	Pankaj Bubna PAN: BCJPB3577P	105, Cotton Street, 3 rd Floor, Kolkata-700 007	Yes	58,560	1.92	NIL	NIL
	TOTAL			1,23,660	4.05		

- b) The Acquirers have acquired 14,50,000 Equity Shares of ₹10 each at a price of ₹12 per share from the Sellers, representing 47.46% of the voting capital from non-promoters through Share Sale/Purchase confirmation dated September 03, 2014 ("Share Sale/Purchase confirmation"). The details of the same areas under:

Sr. No.	Name of the Sellers	Address	Part of Promoter Group (Yes/ No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares	%	No of Shares	%
1.	Arrowspace Commodities Pvt. Ltd.	218/1, Green Park, Block A, Sardara Pally, Lake Town, Kolkata-700 055	No	3,50,000	11.45	NIL	NIL
2.	Ocian Advisory Pvt. Ltd.	51A/3, N S Road, Rishra, Hooghly-712 248, West Bengal	No	6,00,000	19.64	NIL	NIL

Sr. No.	Name of the Sellers	Address	Part of Promoter Group (Yes/ No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares	%	No of Shares	%
3.	Talent Investment Co Pvt. Ltd.	25B, Raja Raj Ballav Street, Ground Floor, Kolkata-700 003	No	5,00,000	16.37	NIL	NIL
	TOTAL			14,50,000	47.46	NIL	NIL

(4) The salient features of the Share Purchase Agreement ('SPA') are as under:

- a.) The Acquirers shall obtain all regulatory approvals for acquisition of the shares, including without limitation compliance with the provisions of the SEBI Takeover Regulations.

In case of non-compliance with any of the provisions of the SEBI Takeover Regulations, SPA shall not be acted upon by either the Sellers or the Acquirers.

- b.) On September 03, 2014, in accordance with and subject to the terms of SPA, including but not limited to receipt, by all the Sellers of the Purchase Price and as set out in point no 3(c), the Sellers, each to the extent of their individual shareholding in the Company, shall sell, transfer, convey and deliver to the Acquirers and the Acquirers shall purchase, acquire and accept from each Sellers, their respective shareholding in the Company. The sale and purchase of the Shares shall be on a spot delivery basis for a consideration as set out in.
- c.) The purchase price per share is ₹12 per share. The aggregate of consideration that shall be paid by the Acquirers to the Sellers is a sum of ₹14,83,920 (Rupees Fourteen Lakhs EightyThree Thousand Nine Hundred & Twenty only). Out of the said consideration, a sum equivalent to 75% will be paid to the Sellers on signing of SPA and the balance 25% will be in the form of Demand Drafts in favour of respective Seller which will be kept in the custody of the Manager to the Offer till the transfer of shares in the DEMAT account of the Acquirers.
- d.) The Acquirers shall, in accordance with the SEBI Takeover Regulations, make open/public offers for purchase of shares of the Company. The Acquirers shall take expeditious steps to make Public Announcement and comply with the SEBI Takeover Regulations as quickly as possible and undertake not to do or omit from doing anything that might impede, obstruct or frustrate the compliance of the provisions relating to open/public offers. The Acquirers shall not apply for the registration of any Shares of the Company, including the shares to be acquired from the Seller under SPA, in their name unless and until the Manager to the Offer has certified the unconditional fulfilment of the provisions of the SEBI Takeover Regulations by the Acquirers.
- e.) The Sellers confirm that upon receipt of the 75% of the Purchase Consideration by them, they shall not make any claim on the Shares, which the Manager to the Offer has taken into their custody on September 03, 2014. Upon receipt of the 75% of the Purchase Consideration, the Sellers shall be bound without question or demur, to comply with the directions of the Acquirers provided that such directions are in compliance with the provisions of Law including but not limited to, the provisions of the SEBI Takeover Regulations.
- f.) Each of the Sellers shall transfer their respective holding to the Demat Escrow Account opened by the Manager to the Offer with HDFC Bank Limited and the shares from this Demat Escrow account shall be transferred to the Acquirers respective Demat account as per SEBI Takeover Regulations.

- (5) The Proposed change in control of the Target Company is not through any Scheme of Arrangement.
- (6) No other person / individual / entity are acting in concert with the Acquirers for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.
- (7) The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- (8) As per Regulation 22(2) of SEBI (SAST) Regulations, 2011 one of the Acquirer, Mr. Ripu Sudan Kundra (*alias Raj Kundra*) has been appointed as an Additional Director on the Board of the Target Company pursuant to the Board Meeting held on October 11, 2014

Further, Mr. Darshit Shah, a nominee of the Acquirers, has also been appointed as an Additional Director on the Board of the Target Company pursuant to Board Meeting held on November 08, 2014.

- (9) As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period i.e. February 26, 2015 (Thursday) in the same newspaper where the DPS of the Offer was published. A copy whereof shall be sent to SEBI, BSE, CSE 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

- (1) The PA announcing the Open Offer, under Regulation 3(1) and 4, read with Regulation 13, 14 and 15 of the SEBI (SAST) Regulations, was made on September 03, 2014 (Wednesday) and informed to BSE Ltd (BSE), The Calcutta Stock Exchange Limited (CSE) and the Target Company, on the same day and a copy thereof was also filed with the SEBI on September 04, 2014.
- (2) In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on September 08, 2014 (Monday) in the following newspapers:

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

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

- (3) Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI and sent to BSE, CSE and the Target Company at its Registered Office.
- (4) The Offer is being made by the Acquirers to the public shareholders of the Target Company, to acquire 7,94,350 Equity Shares representing 26% of the Voting Capital of the Target Company at a price of ₹12 (Rupees Twelve only) per Equity Share ('Offer Price'), payable in cash subject to the terms and conditions set out in the PA, DPS and this LoF.
- (5) There are no partly paid up Equity Shares in the Target Company. Further, there is no differential pricing for the Offer.
- (6) This is not a Competitive Bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

- (7) The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of the SEBI (SAST) Regulations, the Acquirers will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer upto a maximum of 7,94,350 Equity Shares representing 26% of the Voting Capital of the Target Company.
- (8) The Acquirers have not acquired any shares of the Target Company after the date of PA i.e. September 03, 2014 (Wednesday), up to the date of this LoF.
- (9) As on date, the Manager to the Offer, Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- (10) The Equity Shares of the Target Company acquired by the Acquirers shall be 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.
- (11) Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended and the Listing Agreement. However, the Acquirers undertake to take necessary steps to facilitate Compliances of the Target Company with the relevant provisions of the Listing agreement within the time period mentioned therein.

3.3 OBJECT OF THE OFFER

- (1) This Offer is being made to the public shareholders of Target Company pursuant to and in compliance with regulation 3(1) and 4 of the SEBI (SAST) Regulations.
- (2) The object of acquisition is to acquire substantial shares/voting rights accompanied by control over the Target Company. At present, the Acquirers does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers may continue to support the existing business of the Target Company. However, the Acquirers intend to build new businesses by diversification into Bullion, Gems & Jewellery and/or acquisition of companies in such domains with the prior approval of the Shareholders. In this regard, the Target Company has sent the draft resolution dated January 02, 2015 to their shareholder which is to be passed by Postal Ballot/e-voting. The Acquirers may reorganize the present Capital structure of the Company and also further strengthen the Board.
- (3) The Acquirers does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of SEBI (SAST) Regulations.

4. BACKGROUND OF THE ACQUIRERS

(1) Details of the Acquirers:

1.1 Mr. Ripu Sudan Kundra (alias Raj Kundra) ('Acquirer 1'), s/o Mr. Balkrishan Kundra, aged about 39 years is a Person of Indian Origin holding British Passport, under graduate and residing at 1st Floor, 57/A, Plot No.3, CTS 1, Gandhi Gram Road, Near Sunny's, Jamaica Consulate, Juhu, Vile Parle (West), Mumbai-400 049 (Tel No: +91 22 3370 0400, Email: info@rajkundra.net). He has a combined experience of 20 years in the areas of Renewable Energy, Hospitality, Trading in Commodities, etc.

Mr. Raj Kundra is a Director of Preah Renewable Energy Private Limited and Freeplay Energy India Private Limited. He was a CEO of Satyug Gold Private Limited, which is engaged in the business of Gold and Jewellery, till December 2014 and thereafter he was appointed as an Additional Director w.e.f. January 28, 2015. He has been appointed as a CEO of Best Deal TV Private Limited w.e.f. January 01, 2015 which is engaged in the business of teleshopping. None of these companies are listed on any Stock Exchanges.

The Net worth of Mr. Raj Kundra as on July 31, 2014 as certified by Mr. O.S. Agarwal, (Membership No: F-13716) Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having Office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai- 400 068 (Tel. No. 2894 9400, Telefax.: 28949401, Email: osaassociates@yahoo.co.in) vide certificate dated September 02, 2014 is ₹ 31,61,81,890 (Rupees Thirty One Crore Sixty One lakhs Eighty One Thousand Eight Hundred Ninety Only).

1.2 Mrs. Shilpa Shetty Kundra, ('Acquirer 2') w/o Mr. Raj Kundra, aged about 39 years is residing at 1st Floor, 57/A, Plot No.3, CTS 1, Gandhi Gram Road, Near Sunny's, Jamaica Consulate, Juhu, Vile Parle (West), Mumbai-400 049 (Tel No. +91 22 3370 0400) Email: info@rajkundra.net. She is under graduate in commerce stream. She has a combined experience of 20 years in the areas of packaging, entertainment, hospitality, sports, realty, Jewellery, etc. She is also a well-known Bollywood Celebrity.

The details of the ventures promoted/controlled/managed by Mrs. Shilpa Shetty Kundra is given hereunder:

Sr. No.	Name of the Company	Current Designation
1	Esco Closures Pvt Ltd	Director
2	S2 Global Productions Pvt Ltd	Director
3	Iosis Spa And Wellness Pvt Ltd	Director
4	Essential Sports & Media Pvt Ltd	Director
5	Kundra Constructions Pvt Ltd	Director
6	Iconic Investments Pvt Ltd	Director
7	Groupco Infracom Pvt Ltd	Director
8	Superfight Promotions Pvt Ltd	Director
9	Group Home Buyers Pvt Ltd	Director
10	Groupco Developers Pvt Ltd	Director
11	SFL Fitness Pvt Ltd	Director
12	Interactive Games Pvt Ltd	Director
13	Yap Yoga Pvt Ltd	Director
14	All Stars Football Club Pvt Ltd	Director
15	Groupco Yash Lifescapes Pvt Ltd	Additional Director
16	Satyug Gold Pvt Ltd	Chairperson
17	Essential Bulk Commodities Pvt Ltd	Additional Director

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

The Net worth of Mrs. Shilpa Shetty Kundra on July 31, 2014 as certified by Mr. O.S. Agarwal, (Membership No: F-13716), Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having Office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai- 400 068 (Tel. No. 2894 9400, Telefax.: 28949401, Email: osaassociates@yahoo.co.in) vide certificate dated September 02, 2014 is ₹ 58,56,71,844 (Rupees Fifty Eight Crore Fifty Six Lakhs Seventy One Thousand Eight Hundred and Forty Four Only).

(2) The Acquirers does not hold any Equity Shares/ Voting Rights of the Target Company as on the date of the PA. However:

(i.) The Acquirers and the Sellers (promoter/promoter group of the Target Company) have entered into a Share Purchase Agreement dated September 03, 2014 ("Share Purchase

Agreement"/"SPA"), pursuant to which, the Acquirers have agreed to purchase from the Sellers 1,23,660 Equity Shares, representing 4.05% of the voting capital.

- (ii.) The Acquirers have acquired 14,50,000 Equity Shares from the Sellers (non-promoters), representing 47.46% of the voting capital through Share Sale/Purchase confirmation dated September 03, 2014 ("Share Sale/Purchase confirmation").
- (3) Pursuant to the SPA and Share Sale/Purchase Confirmation entered on September 03, 2014 by the Acquirers with the selling shareholders of the Target Company, the Acquirers have intimated the Stock Exchanges where the Target Company is listed and also the Target Company about the acquisition, in terms of Regulation 29(1) of SEBI (SAST) Regulation, 2011.
- (4) Mr. Raj Kundra ('Acquirer 1') is husband of Mrs. Shilpa Shetty Kundra ('Acquirer 2').
- (5) None of the entities mentioned under 1.1 and 1.2 above are participating or interested or acting in concert in this Open Offer.
- (6) The Acquirers own minority stake in The Rajasthan Royals, franchise of Indian Premier League (IPL).
- (7) Neither the Acquirers nor any of the Company with which the Acquirers are associated with, are in Securities related business and registered with SEBI as a Market Intermediary.
- (8) The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.
- (9) As of the date of this LoF, Acquirers does not have any interest in the Target Company and there are no Directors representing the Acquirers on the Board of Directors of the Target Company except those mentioned under point no. 3.1 (8) of this LoF.
- (10) There are no persons acting in concert in relation to the Offer within the meaning of 2(1)(q) (1) of the SEBI (SAST) Regulations.
- (11) The Acquirers, Mr. Raj Kundra (*alias Raj Kundra*) and Mrs. Shilpa Shetty Kundra have complied with chapter V of SEBI (SAST) Regulation, 2011.
- (12) None of the Acquirers, Mr. Ripu Sudan Kundra (*alias Raj Kundra*) and Mrs. Shilpa Shetty Kundra are Whole Time Directors in any of the Companies.

5. BACKGROUND OF THE TARGET COMPANY- HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED

- 1) The Target Company, Hindusthan Safety Glass Industries Limited, bearing CIN No. L26109WB1982PLC035375 was incorporated on October 19, 1982 in the State of West Bengal under the Companies Act, 1956. There has been no change in the name of the Company during the last three years.
- 2) The Registered Office of the Target Company is situated at 31/1, Room No.309, Chatawala, 3rd Floor, Kolkata-700 012.
- 3) The Authorized Share Capital of the Target Company is ₹3,25,00,000 comprising of 32,50,000 Equity Shares of ₹10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹3,05,50,700 comprising of 30,55,070 Equity Shares of ₹10 each.
- 4) The main object of the Target Company as per Memorandum of Association inter-alia includes to carry on business as manufacturers, producers, fabricators, processors, stockists, agents, importers, exporters, traders, wholesalers, retailers, dealers and distributors of all kinds of glass, glassware, sheet glass, window glass, flowered glass, glass beveller, show case, glass bricks, bangles, bottles, tubes and all kinds of articles prepared of glass. Due to financial constraints

&change in technology, HSGIL could not take off its project as envisaged. Currently, it is not carrying on any major business activities except income from Miscellaneous Receipts. The Target Company has sent the Draft Resolution dated January 02, 2015 to its shareholders for amendment in the main Object Clause which is to be passed by Postal Ballot/E-voting.

- 5) The Company came out with the Preferential Offer of 28,10,000 Equity Shares and all the shares were allotted to Non-Promoters on July 22, 2013. SEBI is examining the Preferential Allotment made by the Company on the said date, for compliance with provisions of SEBI (SAST) Regulations, 2011.

6) **Share Capital Structure:**

The Share capital structure of the Target Company is as follows:

Paid-up Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity Shares	3055070	100%
Partly Paid-up Equity Shares	NIL	NIL
Total Paid-up Equity Shares	3055070	100%
Total voting rights in Target Company	3055070	100%

- 7) The equity shares of the Target Company are presently listed on BSE (w.e.f. February 11, 2014) and CSE. There are currently no outstanding convertible instruments to be converted into Equity Shares of the Target Company at a future date. There has been no merger/ de-merger or spin off in the Target Company during the past three years.

- 8) The Company has paid the listing fees to BSE and CSE till FY 2014-2015.

- 9) As on date, the Target Company is fully compliant with the listing requirements and there has not been any non-listing of equity shares on any of the stock exchanges where it is listed.

- 10) The Target Company has complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011.

- 11) The Trading in the Equity Shares of the Target Company are suspended on CSE for Non-Compliance of the Listing Agreement clauses from June 17, 2004 to January 01, 2012. The shares were further suspended on CSE on March 21, 2014 for non-compliance of various clauses of Listing Agreement and the same has been revoked vide letter dated August 20, 2014.

12) **Details of the Board of Directors of Target Company:**

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

Sr. No	Name of the Director, DIN & PAN	Designation	Address of Director	Date of Appointment	Qualifications	Experience
1.	Mr. Pankaj Bubna DIN:03532851 PAN: BCJPB3577P	Executive Director	105, Cotton Street, 3rd, Floor, Kolkata-700007	13.06.2011	Higher Secondary	5 years In Accounts and Taxation
2.	Mr. Shyama Charan Kumar DIN:00494297 PAN: ARIPK8626K	Independent Director	26/6, Raja Brojendra Narayan Street, 2nd Floor, Kolkata-700007	20.07.2011	B.com	7 years in agricultural Cultivation of Land and agricultural activities
3.	Mr. Vikram Agarwal	Independent Director	25B, Raja Raj Ballav	20.07.2011	Higher Secondary	7 years in Finance

Sr. No	Name of the Director, DIN & PAN	Designation	Address of Director	Date of Appointment	Qualifications	Experience
	DIN:02253888 PAN: ACRPA9720E		Street, Kolkata - 700003			
4.	Mr. Ripu Sudan Kundra (alias Raj Kundra)* DIN:01785303 PAN:AZUPK9777 F	Additional Director	1 st Floor, 57/A, Plot No.3, CTS 1, Gandhi Gram Road, Near Sunny's, Jamaica Consulate, Juhu, Vile Parle (West), Mumbai-400 049	11.10.2014	under graduate	20 years in the areas of Renewable Energy, Hospitality, Trading in Commodities, etc.
5.	Mr. Darshit Shah* DIN:06614591 PAN:AXHPS045 3K	Additional Director	C/001, OmSagarChsl, Chandavarkar Road, Borivali(W), Mumbai-400092	08.11.2014	MBA in finance	4 Years in Financial Market and Bullion industry
6.	Mr. Nandanad Mishra DIN:00031342 PAN:AGUPM920 1B	Independent Director	Flat D-053, Belvedere Park, DIF Phase III, Gurgaon – 122002	08.11.2014	Indian Revenue Services (1966 batch)	36 years of service with Govt. of India in Income Tax Department

* Refer point number 3.1(8) of this LoF.

- 13) The brief details of the audited financials of HSGIL for the last 3 financial years are given as under:

Profit & Loss Statement:

(In ₹)

For the year ended	March 31, 2014	March 31, 2013	March 31, 2012
Income:			
Income from Operations	7,29,500	27,10,000	0
Other Income	0	0	2,65,018
Total Income	7,29,500	27,10,000	2,65,018
Total Expenditure	5,07,644	3,04,317	2,61,876
Profit/(Loss) Before Depreciation, Interest and Tax	2,21,856	24,05,683	3,142
Interest & Bank Charges	152	506	850
Depreciation	0	0	0
Exceptional Item	20,12,074	0	0
Profit/ (Loss) Before Tax	(17,90,370)	24,05,177	2,292
Tax Expenses	89,907	7,43,200	1,199
Profit/ (Loss) After Tax	(18,80,277)	16,61,977	1,093

Balance Sheet Statement:

(In ₹)

As on	March 31, 2014	March 31, 2013	March 31, 2012
Sources of Funds:			
Paid up Share Capital	3,05,50,700	24,50,700	24,50,700
Reserves & Surplus	(17,75,276)	1,05,000	(15,56,977)
Less: Miscellaneous Expenditure	0	0	0
NETWORTH	2,87,75,424	25,55,700	8,93,723
Non-Current Liabilities	1,89,394	189,394	1,89,394
Current Liabilities	1,34,380	775728	63,970
TOTAL	2,90,99,198	35,20,822	11,47,087
Application of funds:			
Non-Current assets	4,50,000	1,25,000	7,00,000
Current Assets	2,86,49,198	33,95,822	4,47,087
TOTAL	2,90,99,198	35,20,822	11,47,087

Other Financial Data:

(In ₹)

Particulars	FY 2013-14	FY 2012-13	FY 2011-12
Dividend (%)	Nil	Nil	Nil
Total Revenue	7,29,500	27,10,000	2,65,018
Net Profit/Loss	(18,80,277)	16,61,977	1,093
Paid up capital	3,05,50,700	24,50,700	24,50,700
Earnings Per Share (₹ per share)	(0.62)	6.78	Negligible
Diluted Earnings Per Share (₹ per share)	(0.86)	6.78	Negligible
Net Worth / Shareholders Fund	2,87,75,424	25,55,700	8,93,723

(Source: Audited Financials for the year ended March 31, 2014 which is subject to approval of the Shareholders and Annual Reports for the financial year ended, March 31, 2013 and March 31, 2012)

- 14) Pre and Post-Offer Shareholding Pattern of the Target Company as on date of LoF is as follows:

Shareholders' 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 open offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition and offer.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoters/ Promoter Group								
a) Parties to agreement, if any								
Jagdish Agarwal	12,075	0.40	(12,075)	(0.40)	Nil	Nil	Nil	Nil
Kaushallya Devi Agarwal	12,000	0.39	(12,000)	(0.39)	Nil	Nil	Nil	Nil
Nisha Agarwal	12,025	0.39	(12,025)	(0.39)	Nil	Nil	Nil	Nil
Satya Narayan Agarwal	11,800	0.39	(11,800)	(0.39)	Nil	Nil	Nil	Nil
Bishnu Agarwal	6,200	0.20	(6,200)	(0.20)	Nil	Nil	Nil	Nil
Lalita Devi Agarwal	11,000	0.36	(11,000)	(0.36)	Nil	Nil	Nil	Nil
Pankaj Bubna	58,560	1.92	(58,560)	(1.92)	Nil	Nil	Nil	Nil
b) Promoters other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Shareholders' 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 open offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition and offer.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
than (a) above								
Total 1 (a+b)	1,23,660	4.05	(1,23,660)	(4.05)	Nil	Nil	Nil	Nil
(2) Acquirers:								
a) Acquirer 1	Nil	Nil	7,86,830	25.76	3,97,15	13.00	11,84,005	38.76
b) Acquirer 2	Nil	Nil	7,86,830	25.75	3,97,175	13.00	11,84,005	38.75
Total 2 (a+b)	Nil	Nil	15,73,660	51.51	7,94,350	26.00	23,68,010	77.51
(3) Parties to agreement other than 1(a) & 2	14,50,000	47.46	(14,50,000)	(47.46)	Nil	Nil	Nil	Nil
(4) Public (other than parties to agreement and Acquirers)								
a) FIs/MFs/FIIs/Banks, FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Others	14,81,410	48.49	Nil	Nil	(7,94,350)	(26.00)	6,87,060	22.49
Total 4 (a+b)	14,81,410	48.49	Nil	Nil	(7,94,350)	(26.00)	6,87,060	22.49
GRAND TOTAL (1+2+3+4)	30,55,070	100.00	Nil	Nil	Nil	Nil	30,55,070	100.00

Note: Number of Shareholders as on date is 383.

15) Details of Compliance Officer:

Mr. Ashish Murarka
252/C C.R. Avenue, Kolkata - 700 006
Tel: 033 - 32615598
Email ID: info@hindusthansafetyglass.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 JUSTIFICATION OF OFFER PRICE

- (1) The Equity Shares of HSGIL are listed on BSE and CSE.
- (2) There has been no active trading in the shares of the Target Company as per the data maintained on the website of the BSE and CSE during twelve calendar months preceding the month in which PA was made. The Equity Shares of HSGIL are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011.
- (3) The Offer Price of ₹12 (Rupees Twelve Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per SPA and Share Sale/Purchase Confirmation	12
b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers or PACs, during 52 weeks preceding the date of PA	Not Applicable
c)	The highest price paid or payable for any acquisition, whether by the Acquirers or PACs, during 26 weeks preceding the date of the PA	Not Applicable

Sr. No.	Particulars	Amount (In. ₹)
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty trading days immediately preceding the date of public announcement	Not Applicable
e)	Other Financial Parameters as at:	31.03.2014
	(i.) Return on Net Worth	-6.53%
	(ii.) Book Value Per Share	9.42
	(iii.) Earnings Per Share (Diluted)	(0.86)

- (4) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- (5) The Offer Price of ₹12 per share has been determined taking into account the methodology adopted under Hindustan Lever Employees Union vs Hindustan Lever Ltd case.
- (6) In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹12 (Rupees Twelve only) per share is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.
- (7) In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, at a price higher than the Offer Price, then the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- (8) If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, then they will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty (60) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares whether by way of bulk deals, block deals or in any other form.
- (9) 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 Acquirers are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. If there is any such upward revision in the Offer Price by the Acquirers or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered in the Offer.
- (10) In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the public shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.

6.2 DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- (1) The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 7,94,350 Equity Shares at a price of ₹12 (Rupees Twelve only) per Equity Share is ₹95,32,200 (Rupees Ninety Five Lakhs Thirty Two Thousand Two Hundred only) ("Maximum Consideration").
- (2) In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened a Cash Escrow Account in the name & style of "**HSGIL-OPEN OFFER ESCROW ACCOUNT**" with

HDFC Bank Limited, having Branch at HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai-400 001 bearing account number **00600350131253**, and has deposited an amount of ₹ 95,32,200 (Rupees Ninety Five Lacs Thirty Two Thousand Two Hundred only), in cash, aggregating to 100% of the Maximum Consideration payable under the Offer. HDFC Bank Limited vide letter dated September 06, 2014 has confirmed the credit balance of ₹95,32,200 as on September 04, 2014.

- (3) The Acquirers have empowered the Manager to the Offer i.e. Mark Corporate Advisors Private Limited to operate and to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- (4) The Acquirers have adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirers. Mr. O.S. Agarwal, (Membership No.F-13716), Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai - 400 068; Tel.: +91 2894 9400; Telefax.: 28949401, vide certificate dated September 03, 2014 have confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.
- (5) In accordance with Regulation 22(2) of the SEBI (SAST) Regulations, as stated hereinabove, the Acquirers have deposited 100% amount of the Maximum Consideration payable under the Offer in Cash Escrow Account assuming full acceptance of the Open Offer. The Acquirers may after the expiry of 21 working days from the date of DPS, act upon the SPA and Share Sale/Purchase Confirmation and the Acquirers may complete the acquisition of shares or voting rights in, or control over the target company as contemplated.
- (6) Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and to implement the offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that the funds / money are in place to fulfil the Open Offer obligations.
- (7) In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirers prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 OPERATIONAL TERMS AND CONDITIONS

- (1) This Offer is not conditional upon any minimum level of acceptance by the shareholder(s) of the Target Company.
- (2) The Offer is subject to the terms and conditions set out in this LoF, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- (3) The Letter of Offer together with the Form of Acceptance and Transfer Deed (for Shareholders holding Equity Shares in the physical form) is being mailed to those Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and to the Beneficial Owners of the Equity Shares of the Target Company whose names appear as beneficiaries on the beneficial record of the respective depositories, at the close of business on the Identified Date i.e. February 12, 2015 (Thursday). Owners of Equity Shares who are not registered as Shareholder(s) are also eligible to participate in the Offer at any time prior to the Date of Closure of the Offer
- (4) Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

- (5) Eligible persons can write to the Registrar / Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the Date of Closure of the Offer i.e. March 16, 2015 (Monday). Alternatively, the Letter of Offer alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- (6) This Offer is subject to receipt of the statutory and other approvals as mentioned under paragraph 'Statutory Approvals' of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- (7) 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).
- (8) The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonus and rights declared thereafter.
- (9) The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The Public Shareholders are advised to adequately safeguard their interest in this regard.
- (10) Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- (11) Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- (12) In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2 LOCKED-IN SHARES

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

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

All the shareholders (registered or unregistered) of the Target Company (except the Acquirers and Selling Shareholders) who own Shares any time before the Date of Closure of the Offer, i.e. March 16, 2015 (Monday) is eligible to participate in the Offer.

7.4 STATUTORY APPROVALS

- (1) No statutory approvals are required as on date to acquire the shares by the Acquirers. However, Non-resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in the Offer. The Offer is not subject to receipt of such approval(s), if any.
- (2) As on the date, there are no other statutory approvals and/ or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.
- (3) The Acquirers, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the

event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.

- (4) In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.
- (5) No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

- (1) The Acquirers have appointed Bigshare Services Private Limited as the Registrar to the Offer.
- (2) The following centre of the Registrar would be accepting the documents by Hand Delivery / Regd. Post/Speed Post/Courier as specified:

Name & Address	Contact Person	Mode of Delivery
BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel: +91-22-404 30 200 Fax: +91-22-2847 5207 Website: www.bigshareonline.com E-Mail: openoffer@bigshareonline.com SEBI Reg. No.: INR000001385	Mr. Ashok Shetty	Hand Delivery / Registered Post / Speed Post / Courier

- (3) Shareholders who wish to tender their equity shares 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 Letter of Offer, to the Registrar to the Offer either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the closing of the business hours on the Date of Closure of the Offer i.e. March 16, 2015 (Monday). The documents can be tendered at the above address as per the schedule and mode mentioned in the table given below:

Mode of Tendering	Day*	Timing
By Hand Delivery	All Working Days (Monday-Friday)	11:00 AM to 1:00 PM & 2:00 PM to 5:00 PM
	Saturdays	11:00 AM to 2:00 PM
By Registered Post / Speed Post / Courier	All Working Days (Monday-Friday)	10:00 AM to 5:00 PM
	Saturdays	10:00 AM to 2:00 PM

* Hand Delivery and Post / Courier will not be accepted on Sundays and Public Holidays

- (4) The Target Company is presently having connectivity with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- (5) The Registrar to the Offer, Bigshare Services Private Limited, has opened a Depository Escrow Account with National Securities Depository Limited ("NSDL") for receiving equity shares during the Tendering Period from eligible shareholders who hold equity shares in demat form.
- (6) The beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance and other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by Registered Post / Courier, at their own risk, or by Hand Delivery on weekdays, so as to reach to the Registrar to the Offer, on or before the Date of Closure of the Offer, i.e. March 16, 2015 (Monday) 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 "BSPL ESCROW A/c-HSGIL OPEN OFFER"("Depository Escrow Account") filled in as per the instructions given below:

DP Name	:	HDFC Bank Limited
DP ID	:	IN301549
Beneficiary ID	:	50465538
Depository	:	National Securities Depository Limited

Note: Shareholders having their beneficiary account with Central Depository Services (I) Limited (CDSL) must use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Escrow Demat Account.

- (7) **Form of Acceptance, Share Certificate(s), Share Transfer Form(s), and other documents, if any should be sent only to the Registrar to the Offer, at the address mentioned above and should not be sent to the Manager to the Offer or the Acquirers or the Target Company.**
- (8) In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders (c) owner of the shares who have sent the shares to the Target Company for transfer, a consent to the Registrar to the Open 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 the Target Company), 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 5.00 p.m. upto the Date of Closure of the Offer i.e. March 16, 2015 (Monday). Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.
- (9) In case of non-receipt of the Letter of Offer and holding the shares in demat form, may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-market' mode or counterfoil of the delivery instruction in 'Off-market' mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the Date of Closure of the Offer i.e. March 16, 2015 (Monday).
- (10) The Shareholders of the Target Company who have sent their Equity Shares for transfer should submit, Form of Acceptance duly completed and signed, copy of the letter sent to the Target Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form.
- (11) The Shareholders who have sent the 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 account should be received on or before the closing of the business hours on the Date of Closure of Offer i.e. March 16, 2015 (Monday), else the Form of Acceptance, in respect of dematerialized Equity Shares not credited to the special depository account, is liable to be rejected.
- (12) No indemnity is needed from unregistered shareholders.
- (13) Where the number of Equity Shares surrendered by the shareholders are more than the Equity Shares agreed to be acquired by the Acquirers, the Acquirers will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of 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 the Target Company is 50 (Fifty) Shares in case of physical mode and 1 (One) share in case of Demat Mode.

- (14) In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations.
- (15) The consideration to those shareholders whose shares have been accepted will be made through a crossed Demand Draft/Pay Order or through Direct Credit ('DC'), National Electronic Funds Transfer ('NEFT'), Real Time Gross Settlement ('RTGS'), National Electronic Clearing Services ('ECS'), at specified centres where clearing houses are managed by the Reserve Bank of India within 10 working days of the expiry of the tendering period. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/ECS are requested to give the authorization for the same in the Form of Acceptance and enclose a photocopy of cheque along with the Form of Acceptance.
- (16) Such payments through account payee cheques/demand drafts will be sent by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.
- (17) For those shareholders, who have opted for physical mode of payment and shareholders whose payment consideration is not credited by electronic mode due to technical error or incomplete/ incorrect bank account details, payment consideration will be made by crossed account payee Cheques/Demand Drafts. Such considerations in excess of ₹1,500/- or unaccepted Share Certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post/speed post at the shareholders'/ unregistered owners' sole risk to the sole/first shareholder/unregistered owner. The Acquirers is required to deduct tax at source, as may be applicable. All dispatches involving payment of a value upto ₹1,500 will be made under certificate of posting at the shareholders sole risk.
- (18) For all other applicants, including those applicants whose payment consideration is not credited by ECS/Direct Credit due to technical errors or incomplete/incorrect bank account details or due to unavoidable reasons, payment consideration will be dispatched through Speed Post/Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.
- (19) The bank account details for DC/NEFT/RTGS/NECS will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the Form of Acceptance.
- (20) 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 DP's when transferred by the Registrar to the Offer.
- (21) The Registrar to the Offer will hold in trust the Equity Shares and share certificate(s), 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

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

between 10.30 AM to 2.00 PM from the Date of Opening of the Offer till the Date of Closure of the Offer:

- i.) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- ii.) Annual Accounts/Annual Reports of the Target Company for the financial years ended March 31, 2014, March 31, 2013, and March 31, 2012.
- iii.) Chartered Accountants' Certificate(s) dated September 02, 2014, from Mr. O.S. Agarwal, (Membership No: F-13716) Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having Office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai- 400 068 (Tel. No. 2894 9400, Telefax.: 28949401, Email: osaassociates@yahoo.co.in), certifying the Net worth of Mr. Ripu Sudan Kundra (alias Raj Kundra) ('Acquirer 1') as on July 31, 2014.
- iv.) Chartered Accountants' Certificate(s) dated September 02, 2014, from Mr. O.S. Agarwal, (Membership No: F-13716) Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having Office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai- 400 068 (Tel. No. 2894 9400, Telefax.: 28949401, Email: osaassociates@yahoo.co.in), certifying the Net worth of Mrs. Shilpa Shetty Kundra ('Acquirer 2') as on July 31, 2014.
- v.) Chartered Accountants' Certificate dated September 03, 2014, from Mr. O.S. Agarwal, (Membership No: F-13716) Proprietor of M/s. O.S. Agarwal & Associates, Chartered Accountants, having Office at B-306, Shri Kedarnath CHS, Opp. Gokul Anand Hotel, Off Western Express Highway, Dahisar (E), Mumbai- 400 068 (Tel. No. 2894 9400, Telefax.: 28949401, Email: osaassociates@yahoo.co.in), certifying that the Acquirers have firm and adequate financial resources to meet the financial obligations under the Open Offer.
- vi.) Memorandum of Understanding between Lead Managers i.e. Mark Corporate Advisors Private Limited and the Acquirers.
- vii.) Letter from HDFC Bank Limited dated September 06, 2014 confirming the balance of ₹95,32,200 as on September 04, 2014 in the Cash Escrow Account.
- viii.) Copy of the confirmation from Bigshare Services Private Limited regarding the opening of Special Depository Account for the purpose of the Offer.
- ix.) Copies of the Public Announcement dated September 03, 2014 (Wednesday) & published copy of Detailed Public Statement which appeared in the newspapers on September 08, 2014 (Monday).
- x.) Published copy of the recommendation made by the Target Company's Board of Independent Directors as required in terms of Regulation 26(7) of SEBI (SAST) Regulations.
- xi.) Copy of the Observation Letter no CFD/DCR/AT/SKD/PA/4428/2015 dated February 10, 2015 received from SEBI.
- xii.) Due Diligence Certificate dated September 11, 2014 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- xiii.) Undertaking from the Acquirers, stating full responsibility for all information contained in the PA, Detailed Public Statement and the Letter of Offer.
- xiv.) Undertaking from the Acquirers for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all Shareholders of the Target Company whose applications are accepted in the Open Offer.
- xv.) Undertaking from the Acquirers with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations.

10. DECLARATION BY THE ACQUIRERS

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

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

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

Acquirer 1

Sd/-

Mr. Ripu Sudan Kundra
(alias Raj Kundra)

Acquirer 2

Sd/-

Mrs. Shilpa Shetty Kundra

Place : Mumbai

Date : February 16, 2015

Enclosures:

- (1) Form of Acceptance cum Acknowledgement
- (2) Blank Share Transfer Deed(s) (in case of shares held in physical mode)

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FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
*(Please send this Form with enclosures to Registrar to the Offer, **Bigshare Services Private Limited**, at their address given in the Letter of Offer as per the mode of delivery mentioned in the Letter of Offer)*

From:
Folio No. /DP ID No. /Client ID No.:
Name:
Address:

OFFER OPENS ON	:	March 02, 2015 (Monday)
OFFER CLOSES ON	:	March 16, 2015 (Monday)

Tel No:

E-mail:

Fax No:

To
BIGSHARE SERVICES PRIVATE LIMITED,
 E/2, Ansa Industrial Estate,
 Sakivihar Road, Sakinaka,
 Andheri (E), Mumbai - 400 072

Dear Sir,

Sub: Open Offer to acquire 7,94,350 Equity Shares of ₹10 each, representing 26% of paid up and Voting Share Capital of Hindusthan Safety Glass Industries Limited ('HSGIL' or the 'Target Company') at a price of ₹12 per equity share by Mr. Ripu Sudan Kundra (alias Raj Kundra) ('Acquirer 1) and Mrs. Shilpa Shetty Kundra ('Acquirer 2')(hereinafter collectively referred to as "Acquirers").

I/We refer to the Letter of Offer dated February 16, 2015 for acquiring the Equity Shares held by me/us in **Hindusthan Safety Glass Industries Limited**. I/We the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We hold the following Equity Shares and accept the Offer and enclose the original Share Certificate(s) and duly signed Transfer Deed(s) in respect of my/our Equity Shares as detailed below:

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		Number of Equity Shares
			From	To	
1.					
2.					
3.					
Total No. of Shares					

(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)

I / We 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 Acquirers makes payment of consideration as mentioned in the Letter of Offer or the date by which Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

FOR EQUITY SHARES HELD IN DEMAT FORM

I / We, holding the 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/ our shares as detailed below:

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

I / We have executed an "Off-Market" transaction for crediting the shares via

- A delivery instruction from my account with NSDL
 An inter-depository delivery instruction from my account with CDSL

To the Special Depository Account named 'BSPL ESCROW A/C - HSGIL OPEN OFFER' with the following particulars:

DP Name	:	HDFC Bank Limited
DP ID Number	:	IN301549
Client ID Number	:	50465538
ISIN	:	INE324N01019
Market	:	Off Market
Depository	:	National Securities Depository Limited

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers dispatch the purchase consideration as mentioned in the Letter of Offer. I / We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

I / We confirm that the Equity Shares of the Target Company, which are being tendered herewith by me / us under this Open Offer, are free from liens, charges and encumbrances of any kind whatsoever and such Shares, when acquired by the Acquirers will be acquired free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonus and rights declared thereafter.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares of the Target Company, under the Income Tax Act, 1961. I/We are not debarred from dealing in Equity Shares of the Target Company.

I/We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirers may decide to accept in consultation with the Manager to the Offer / Registrar to the Offer and in terms of the said Letter of Offer. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, without specifying the reason thereof.

I / We authorize the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post / Speed Post as may be applicable at my / our risk, the draft / cheque, in full and final settlement of the amount due to me / us and / or other documents or papers or correspondence to the sole / first holder at the address mentioned below. In case I / we have tendered my Shares in dematerialised form, I / we authorize the Acquirers and the Registrar to the Open Offer and the Manager to the Open Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments.

The Permanent Account Number (PAN) allotted under the Income Tax Act, 1961 is as under.

	1 st Holder	2 nd Holder	3 rd Holder
PAN			

I/We authorise the Acquirers to send payment consideration by electronic mode or physical mode as per the option selected. In cases where the payment consideration is to be done in physical mode, the cheque / demand draft / pay order, in settlement of the amount and excess share certificate(s), if any, will be sent by registered post / speed post 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 the Target Company.

Please indicate the preferred mode of receiving the payment consideration. (Please tick)

Electronic Mode: or **Physical Mode:**

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/ sole shareholder and the consideration will be payable by way of Electronic Mode/ cheque / demand draft / pay order will be drawn accordingly. In order to receive payment consideration through Electronic mode, the shareholders are requested to compulsorily provide their following bank details:

In order to receive payment consideration through Electronic mode, the shareholders are requested to compulsorily provide their following bank details:

Name of the Bank	:	
Branch /Address	:	
Account No.	:	
Account Type (Savings /Current/ Others (please specify)	:	
IFSC	:	
MICR Code (9 Digits)	:	

For Equity Shares that are tendered in demat form, the bank account details as contained from the beneficiary position provided by the depository will be considered for the purpose of payment of Open Offer consideration through electronic means and the draft / warrant / cheque, if required, may be issued with the bank particulars mentioned herein above.

Yours faithfully,

Signed & Delivered:

	Full Name	Signature
First / Sole Holder		
Second Holder		
Third Holder		

Note: In case of joint holdings, all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

Place:

Date:

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ACKNOWLEDGEMENT SLIP
BIGSHARE SERVICES PRIVATE LIMITED,

(Unit-Hindusthan Safety Glass Industries Limited -Open Offer)
E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072
Tel: +912240430200, Fax: +91222847 5207,E-Mail: openoffer@bigshareonline.com

Received from Mr. / Ms. / Smt. _____

Address: _____

Form of Acceptance-cum-Acknowledgement for _____ Shares along with:

Physical Shares: _____ Share Certificate(s) along with _____ number of Transfer Deed(s) under Folio Number (s) _____

Demat Shares: Copy of delivery instruction from DP ID _____ Client ID _____

(Tick whichever is applicable)

Stamp of Registrar to the Offer:		Signature of the Official:		Date of Receipt:	
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All future correspondence, if any, should be addressed to the Registrar to the Open Offer at their address quoting your Folio No. / DP ID and Client ID.

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