

**LETTER OF OFFER**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This letter of offer (“**Letter of Offer**”) is being sent to you as a public shareholder of **Tasty Bite Eatables Limited** (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer (*as defined below*) or the Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*) in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (*as defined below*) and transfer deed to the member of stock exchange through whom such sale was effected.

**Open Offer (“Offer”)**  
**BY**

**Effem Holdings Limited (“Acquirer”)** having its registered office at 3D Dundee Road, Slough, SL1 4LG, United Kingdom;  
Tel: +44 (0)1753 550055; Fax: +44 (0) 1753 550111

**along with**

**Mars Nederland BV (“PAC”)** having its registered office at Taylorweg 5, Veghel, 5466 AE, Netherlands;  
Tel: +31 (0) 413 383 333; Fax: +31 (0) 413 351 670

**TO ACQUIRE**

up to 6,61,190 (six lakh sixty one thousand one hundred and ninety) fully paid-up equity shares with a face value of INR 10 (Indian Rupees ten) each of the Target Company (“**Equity Shares**”), representing approximately 25.77% (twenty five point seventy seven percent) of the total issued and fully paid-up equity share capital of the Target Company, on a fully diluted basis, as of the 10<sup>th</sup> (tenth) Working Day (*as defined below*) from the Closure of the Tendering Period (*as defined below*) (“**Equity Share Capital**”)

**OF**

**Tasty Bite Eatables Limited**, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 201-202, Mayfair Towers, Wakdedwadi, Shivajinagar, Pune – 411 005 Maharashtra; Tel: +91 (0) 20 3021 6000; Fax: +91 (0) 20 3021 6048; Website: <http://www.tastybite.co.in>.

**AT A PRICE OF**

INR 5,323.87 (Indian Rupees five thousand three hundred and twenty three point eighty seven) per Equity Share (“**Offer Price**”) payable in cash pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).

This Offer is being made by the Acquirer and the PAC pursuant to Regulation 3(1) read with Regulations 5(1), 4 and 5(2) and other applicable regulations of the SEBI (SAST) Regulations.

**Note:**

- This Offer is not conditional and not subject to any minimum level of acceptance under Regulation 19 of the SEBI (SAST) Regulations. There is no differential pricing for this Offer.*
- NRIs (as defined below) and OCB (as defined below) holders of the Equity Shares, must obtain all requisite approvals required to tender the Equity Shares held by them, pursuant to this Offer (including, without limitation, the approval from the RBI (as defined below) since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required under this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FII (as defined below) and FPIs (as defined below)) had required any approvals (including from the RBI, the FIPB (as defined below) or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer.*
- To the best of the knowledge of the Acquirer and the PAC, no statutory approvals are required by the Acquirer and / or the PAC to complete this Offer. However, if any statutory approval is required by the Acquirer and / or the PAC at a later date, this Offer will be subject to any such approval and the Acquirer and / or the PAC shall make necessary applications for such approvals. Please see paragraph 8 (Statutory and Other Approvals) below for details.*
- In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that any statutory approval for the Offer is not received (if any are applicable), then the Acquirer and the PAC shall have the right to withdraw the Offer. To the best of the knowledge of the Acquirer and the PAC, no such event or action, which would allow the Acquirer or PAC to withdraw the Offer, has occurred as of the date hereof. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days after such withdrawal, in the Newspapers (as defined below), i.e. the same newspapers in which the DPS (as defined below) in relation to this Offer has been published.*
- If there is any increase in the Offer Price or the number of Equity Shares sought to be acquired in this Offer, prior to commencement of the date which is 3 (three) Working Days prior to the commencement of the Tendering Period (as defined below), being Friday, November 17, 2017, the Acquirer and the PAC shall (i) announce such increase by way of a public announcement in the Newspapers, (ii) simultaneously with the issue of such announcement, inform the SEBI (as defined below), the BSE (as defined below), the NSE (as defined below) and the Target Company at its registered office of such revision, and (iii) make corresponding increases to the escrow amount, as more particularly set out in paragraph 6.2 (Offer Price and Financial Arrangements) below. Such revised Offer Price would be payable for all the Equity Shares validly tendered anytime during the Tendering Period. The last date for revision of the Offer Price is Monday, November 13, 2017.*
- This Offer is not a competing offer under Regulation 20 of the SEBI (SAST) Regulations.*
- As per the information available with the Acquirer, the PAC and the Target Company, no competing bid has been announced as of the date of this Letter of Offer.*
- A copy of the Public Announcement (as defined below) in relation to this Offer, the DPS, the Draft Letter of Offer (defined below) and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) have been submitted to SEBI.*

**Manager to the Offer**

**Registrar to the Offer**

**Morgan Stanley**



**Morgan Stanley India Company Private Limited**

SEBI Registration Number: INM000011203  
Address: 18F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400013, India  
Contact Person: Seshanka Palukuri  
Tel: +91 (0) 22 6118 1000; Fax: +91 (0) 22 6118 1040  
E-mail: [tastybite\\_openoffer@morganstanley.com](mailto:tastybite_openoffer@morganstanley.com)  
Website: <https://www.morganstanley.com/about-us/global-offices/india>

**Karvy Computershare Private Limited**

SEBI Registration Number: INR000000221  
Address: Karvy Seleninum Tower B, Plot Number 31 and 32, Financial District, Gachibowli, Hyderabad, 500 032  
Contact Person: M. Murali Krishna  
Tel: +91 40 6716 2222; Fax: +91 40 2343 1551  
E-mail: [murali.m@karvy.com](mailto:murali.m@karvy.com); [tbel.openoffer@karvy.com](mailto:tbel.openoffer@karvy.com)  
Website: <https://www.karvycomputershare.com>

**SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER**

<b>Nature of the Activity</b>	<b>Original Day and Date</b>	<b>Revised Day and Date</b>
Issue of the Public Announcement	Monday, August 14, 2017	Monday, August 14, 2017
Publication of the DPS in the Newspapers	Wednesday, August 23, 2017	Wednesday, August 23, 2017
Filing of Draft Letter of Offer ( <i>as defined below</i> ) with SEBI	Thursday, August 31, 2017	Thursday, August 31, 2017
Last date for public announcement of a competing offer*	Thursday, September 14, 2017	Thursday, September 14, 2017
Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Thursday, September 21, 2017	Wednesday, November 01, 2017**
Identified Date***	Monday, September 25, 2017	Friday, November 03, 2017
Last date for dispatch of the Letter of Offer to the Eligible Public Shareholders	Tuesday, October 3, 2017	Friday, November 10, 2017
Last date for upward revision of the Offer Price and/or the Offer Size	Wednesday, October 4, 2017	Monday, November 13, 2017
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Eligible Public Shareholders of the Target Company for this Offer	Thursday, October 5, 2017	Tuesday, November 14, 2017
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where the DPS was published and notification to the SEBI, the BSE, the NSE and the Target Company at its registered office, i.e. the Offer Opening Public Announcement	Monday, October 9, 2017	Thursday, November 16, 2017
Commencement of the Tendering Period	Tuesday, October 10, 2017	Friday, November 17, 2017
Closure of the Tendering Period	Wednesday, October 25, 2017	Thursday, November 30, 2017
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Eligible Public Shareholders of the Target Company	Wednesday, November 8, 2017	Friday, December 15, 2017
Last date for filing of final report with SEBI	Wednesday, November 15, 2017	Friday, December 22, 2017
Last date for issue of post-offer advertisement	Wednesday, November 15, 2017	Friday, December 22, 2017

\* There has been no competing offer as of the date of this Letter of Offer.

\*\* Actual date of receipt of SEBI's observation letter, on the Draft Letter of Offer.

\*\*\* "**Identified Date**" is the date falling on the 10<sup>th</sup> (tenth) Working Day prior to commencement of the Tendering Period, for the purposes of determining the Eligible Public Shareholders of the Target Company to whom the Letter of Offer shall be sent. All Eligible Public Shareholders, whether registered or unregistered, are eligible to participate in this Offer at any time during the Tendering Period.

## **RISK FACTORS**

**The risk factors set forth below pertain only to this Offer and those associated with the Acquirer and the PAC, and do not pertain to the present or future business operations of the Target Company or other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by an Eligible Public Shareholder in this Offer, but are merely indicative. Eligible Public Shareholders are advised to consult their respective stockbrokers, investment consultants, tax or other advisors of their choosing, in order to analyze and understand all the risks with respect to their participation in this Offer. For the definitions of capitalized terms used herein, please refer to the paragraph on Definitions and Abbreviations set out herein.**

### **A. Risks relating to this Offer**

1. As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer and the PAC, no statutory approvals are required by the Acquirer and/or the PAC to complete this Offer. However, if any statutory approval is required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to any such approval, and the Acquirer and/or the PAC shall make any necessary applications for such approval. In case of a delay in the receipt/non-receipt of any statutory approvals which may be required by the Acquirer and/or the PAC, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Eligible Public Shareholders for delay at a rate specified by SEBI, at such time. Where the required statutory approvals apply to some but not all of the Eligible Public Shareholders, the Acquirer will have the option to make payment to such Eligible Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
2. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that any statutory approval for this Offer is not received (if any are applicable), then the Acquirer and the PAC shall have the right to withdraw the Offer. Furthermore, in case of a delay in receipt of any statutory approval (if any are applicable), the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Eligible Public Shareholders whose Equity Shares are validly tendered and accepted in this Offer, as well as the return of the Equity Shares not validly tendered and accepted in this Offer, may be delayed. To the best of the knowledge of the Acquirer and the PAC, no such event or action, which would allow the Acquirer or PAC to withdraw the Offer, has occurred as of the date hereof.
3. The acquisition of Equity Shares tendered by NRIs and OCBs is subject to approval from the RBI. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including without limitation, the approval from the RBI, the FIPB or the relevant government authority) and submit copies of such approvals, along with the other documents required in terms of this Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, QFIs, FIIs and FPIs) had required any approvals (including from the RBI or the FIPB) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Eligible Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on a repatriable basis or a non-repatriable basis.
4. Subject to the receipt of statutory approvals (if any are applicable), the Acquirer and/or the PAC shall fulfill all requirements relating to this Offer within 10 (ten) Working Days from the date of Closure of the Tendering Period to those Eligible Public Shareholders whose documents are valid and in order and are accepted for acquisition by the Acquirer.
5. If: (a) there is any litigation that leads to a stay on this Offer or restricts the Acquirer and/or the PAC from performing its obligations hereunder; or (b) SEBI instructs the Acquirer and the PAC not to proceed with this Offer, then this Offer process may be withdrawn or delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to Eligible

Public Shareholders whose Equity Shares are validly tendered and accepted in this Offer, as well as the return of the Equity Shares not validly tendered and accepted in this Offer, may be delayed.

6. Eligible Public Shareholders who have accepted this Offer are not entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Offer and the dispatch of payment in consideration for such Equity Shares are delayed. The tendered Equity Shares will be held in trust by the Registrar to the Offer/Clearing Corporation until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares and Eligible Public Shareholders will not be able to trade in such Equity Shares held in trust by the Registrar to the Offer/Clearing Corporation and that may adversely impact the Eligible Public Shareholders who have tendered their Equity Shares in this Offer.
7. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where this Offer would be contrary to the applicable laws or regulations or would subject the Acquirer, the PAC or the Manager to the Offer to any new or additional registration requirements.
8. The Eligible Public Shareholders are advised to consult their respective tax advisors for assessing any tax liability arising from this Offer, including but not limited to the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or completeness of the tax provisions set forth in this Letter of Offer.
9. Any person placing reliance on any source of information other than in the PA, the DPS, the Draft Letter of Offer, this Letter of Offer or in the advertisement or other materials issued by or on behalf of the Acquirer and the PAC, will be doing so at its own risk. The Acquirer, the PAC and the Manager to the Offer accept no responsibility for statements made in connection with this Offer, other than those they expressly take responsibility for in the PA, the DPS, the Draft Letter of Offer, this Letter of Offer or in the advertisement or other materials issued by or on behalf of the Acquirer and the PAC.
10. The information pertaining to the Offshore Parent Company, the Indian Parent Company, Kagome, ASG and the Target Company contained in the PA, DPS, the Draft Letter of Offer, this Letter of Offer or any other advertisement / publications to be made in connection with the Offer has been / shall be compiled from information published or provided by such parties or other publicly available sources, as the case may be.
11. Neither the Acquirer, the PAC nor the Manager to the Offer accept responsibility with respect to the information contained in the PA, the DPS, the Draft Letter of Offer, this Letter of Offer or any other advertisement / publications to be made in connection with the Offer that pertains to the Offshore Parent Company, the Indian Parent Company, Kagome, ASG and the Target Company and the information that has been obtained from public sources.

**B. Risks relating to the association with the Acquirer and the PAC**

1. Neither the Acquirer, the PAC nor the Manager to the Offer make any assurances with respect to the Acquirer's investment and/or divestment decisions relating to its shareholding in the Target Company.
2. Neither the Acquirer, the PAC nor the Manager to the Offer make any assurance that the past financial performance of the Target Company will be indicative of the Target Company's future performance, financial or otherwise.
3. Neither the Acquirer, the PAC nor the Manager to the Offer make any assurances with respect to the market price of the Equity Shares before, during or after this Offer and expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Eligible Public Shareholder on whether to participate or not to participate in this Offer.
4. Pursuant to the completion of the Underlying Transaction on November 02, 2017, the Acquirer holds, directly and indirectly, approximately 74.23% (seventy four point twenty three percent) of the Equity Share Capital (excluding the Equity Shares that may be acquired pursuant to the Offer from the Eligible Public Shareholders, if any). If the Equity Shares accepted in the Offer are such that the direct and indirect shareholding of the Acquirer in the Equity Share Capital pursuant to the completion of the

Underlying Transaction and the Offer results in a breach of the maximum permissible non-public shareholding, the Acquirer shall reduce its shareholding to the level specified in accordance with Rule 19A of the SCRR, and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. In case of failure to comply with the conditions under the aforementioned regulations, such non-compliance could, amongst other repercussions, have an adverse effect on the price and tradability of the Equity Shares.

#### **CURRENCY OF PRESENTATION**

1. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.
2. In this Letter of Offer, all references to “INR” and “Rupees” are references to Indian Rupees.
3. In this Letter of Offer, all references to “GBP” or “£” are references to Pound Sterling, the lawful currency of United Kingdom, all references to “EUR” or “€” are references to Euro, the lawful currency of the European Union (including Netherlands), and all references to “USD” or “\$” are references to the United States Dollar, the lawful currency of the United States of America.
4. All the data presented in GBP, EUR or USD in this Letter of Offer has been converted into INR for convenience purposes only. The conversion has been made at the RBI reference rate identified in this Letter of Offer, and if not so identified, then based on the reference rate as on August 11, 2017, which is: 1 GBP = INR 83.2661, 1 EUR = INR 75.4567 and 1 USD = INR 64.1693. (Source: Reserve Bank of India: [www.rbi.org.in/scripts/referenceratearchive.aspx](http://www.rbi.org.in/scripts/referenceratearchive.aspx))

<b>TABLE OF CONTENTS</b>		
<b>S. No.</b>	<b>Subject</b>	<b>Page No.</b>
1.	Definitions	5
2.	Disclaimers	8
3.	Details of this Offer	9
4.	Background of the Acquirer and the PAC	14
5.	Details of the Target Company	23
6.	Offer Price and Financial Arrangements	28
7.	Terms and Conditions of this Offer	31
8.	Statutory and Other Approvals	33
9.	Compliance with Tax Requirements	33
10.	Procedure for Acceptance and Settlement of this Offer	36
11.	Documents for Inspection	40
12.	Declaration by the Acquirer and the PAC	40

## 1 DEFINITIONS

<b>Term</b>	<b>Definition</b>
<b>Acquirer</b>	Effem Holdings Limited, a company with limited liability organized under English law, having its registered office at 3D Dundee Road, Slough, SL1 4LG, United Kingdom.
<b>Ancillary Agreements</b>	Each of the Services Agreement dated August 14, 2017, Restrictive Covenants Agreements dated August 14, 2017 and Retention Agreements dated August 14, 2017, as more particularly identified in paragraph 3.1.8 ( <i>Details of this Offer</i> ) below.
<b>ASG</b>	ASG-Omni, LLC, a party to the SPA and erstwhile (i.e. prior to the completion of the Underlying Transaction) stockholder of the Offshore Parent Company.
<b>Board / Board of Directors</b>	Board of directors of the Target Company
<b>BSE</b>	BSE Limited
<b>Buying Broker</b>	Morgan Stanley India Company Private Limited, the broker appointed by the Acquirer for the Offer through whom the purchases and settlement of the Offer Shares tendered under the Offer shall be made.
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Closure of the Tendering Period</b>	The last day by which Eligible Public Shareholders may tender their Equity Shares in acceptance of the Offer, being Thursday, November 30, 2017.
<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Credit Agreement</b>	Line of Credit Agreement dated August 3, 2017 between the Acquirer and the PAC whereby the Acquirer has obtained a line of credit of GBP 195,000,000 (Great Britain Pound one hundred and ninety five million, or INR 16,236,889,500 (Indian Rupees sixteen billion two hundred and thirty six million eight hundred and eighty nine thousand and five hundred)) from the PAC, as more particularly detailed in paragraph 3.1.9 ( <i>Details of this Offer</i> ) below.
<b>Designated Stock Exchange</b>	BSE, the designated stock exchange for the purpose of tendering Equity Shares in the Offer.
<b>Depositories</b>	CDSL and NSDL
<b>Detailed Public Statement/ DPS</b>	Detailed Public Statement dated August 23, 2017, issued by the Manager to the Offer, on behalf of the Acquirer and the PAC, in relation to this Offer and published in the Newspapers on August 23, 2017.
<b>Draft Letter of Offer</b>	The Draft Letter of Offer dated August 31, 2017
<b>DTAA</b>	Double Taxation Avoidance Agreement
<b>Eligible Public Shareholders</b>	All the shareholders of the Target Company excluding (i) the shareholders forming a part of the promoter/ promoter group of the Target Company; (ii) parties to the SPA; (iii) the PAC; and (iv) the persons acting in concert or deemed to be acting in concert with the persons set out in (i), (ii) and (iii).
<b>Equity Share Capital</b>	Issued and fully paid-up equity share capital of the Target Company on a fully diluted basis as of the 10 <sup>th</sup> (tenth) Working Day from the date of Closure of the Tendering Period.
<b>Equity Shares</b>	Fully paid-up equity shares of the Target Company, with a face value of INR 10 (Indian Rupees ten) each.
<b>Escrow Agent</b>	Citibank N.A., Mumbai Branch
<b>FII(s)</b>	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
<b>FPI</b>	Foreign Portfolio Investor, as defined under Regulation 2(h) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended.
<b>FIPB</b>	Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.

<b>Form of Acceptance-cum-Acknowledgement</b>	The form of acceptance-cum-acknowledgement, which is a part of this Letter of Offer.
<b>Ind AS</b>	Indian Accounting Standards, being the accounting standards as issued under the Companies (Indian Accounting Standards) Rules, 2015, as amended.
<b>Identified Date</b>	Friday, November 03, 2017, being the date falling on the 10 <sup>th</sup> (Tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Eligible Public Shareholders to whom this Letter of Offer shall be sent.
<b>Income Tax Act</b>	Income Tax Act, 1961, as amended.
<b>Indian Parent Company</b>	Preferred Brands Foods (India) Private Limited, incorporated under the laws of India, having its registered office at 48 Ali Chambers, Tamarind Street, Mumbai – 400023 Maharashtra.
<b>Indian GAAP</b>	Generally accepted accounting principles in India, the standards notified by the Central Government under the Companies (Accounting Standards) Rules, 2006, as amended vide notification G.S.R. 739(e) dated December 7, 2006, as amended, read with the relevant provisions of the Companies Act, 2013, as amended.
<b>INR / Rupees</b>	Indian Rupees
<b>Kagome</b>	Kagome Co., Ltd., incorporated under the laws of Japan with its registered office at 3 Chome 14-15, Nishiki, Naka Ward, Nagoya, Aichi Prefecture, Japan.
<b>Letter of Offer / LOF</b>	This Letter of Offer, duly incorporating SEBI's comments on the Draft Letter of Offer, including the Form of Acceptance-cum-Acknowledgement.
<b>Manager to the Offer</b>	Morgan Stanley India Company Private Limited
<b>Maximum Consideration</b>	The total funding requirement for this Offer assuming full acceptance of this Offer, being INR 352,00,89,605.30 (Indian Rupees three hundred and fifty two crore eighty nine thousand six hundred and five point thirty).
<b>N.A.</b>	Not applicable
<b>Newspapers</b>	Financial Express (English), Jan Satta (Hindi), Lok Satta, Mumbai edition (Marathi), Lok Satta, Pune edition (Marathi), the newspapers wherein the DPS was published on behalf of the Acquirer and the PAC on August 23, 2017.
<b>NRI</b>	Non Resident Indian, as defined in the Foreign Exchange Management (Deposit) Regulations, 2016, as amended.
<b>NSDL</b>	National Securities Depository Limited
<b>NSE</b>	National Stock Exchange of India Limited
<b>OCB</b>	Erstwhile Overseas Corporate Body, as defined in the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003, as amended.
<b>Offer / Open Offer</b>	This open offer, which is being made by the Acquirer and the PAC to the Eligible Public Shareholders, for acquiring up to 6,61,190 (six lakh sixty one thousand one hundred and ninety) Equity Shares representing approximately 25.77% (twenty five point seventy seven percent) of the Equity Share Capital.
<b>Offer Opening Public Announcement</b>	The announcement of the commencement of the Tendering Period to be made on behalf of the Acquirer and the PAC at least one Working Day prior to the commencement of the Tendering Period.
<b>Offer Escrow Account</b>	A cash escrow account with account number 21618004 and account name: 'TBEL OPEN OFFER ESCROW ACCOUNT' opened by the Acquirer with the Escrow Agent.
<b>Offer Escrow Agreement</b>	The escrow agreement dated August 10, 2017 entered into among the Acquirer, the Manager to the Offer and the Escrow Agent.
<b>Offshore Parent Company</b>	Preferred Brands International, Inc., a parent company of the Target Company, a Delaware corporation having its registered office at 3 Landmark Square, 5 <sup>th</sup> Floor, Stamford, CT, 06901.
<b>Offer Period</b>	The period between August 14, 2017, being the date of PA (and execution

	of the SPA), and the date on which the payment of consideration to the Eligible Public Shareholders whose Equity Shares are validly tendered and accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
<b>Offer Price</b>	INR 5,323.87 (Indian Rupees five thousand three hundred and twenty three point eighty seven) per Equity Share.
<b>Offer Size</b>	6,61,190 (six lakh sixty one thousand one hundred and ninety) Equity Shares, representing approximately 25.77% (twenty five point seventy seven percent) of the Equity Share Capital, aggregating to a total consideration of INR 352,00,89,605.30 (Indian Rupees three hundred and fifty two crore eighty nine thousand six hundred and five point thirty).
<b>Offer Special Escrow Account</b>	A cash special escrow account opened with the Escrow Agent in terms of the SEBI (SAST) Regulations, being the account from which funds will be transferred for the benefit of the Eligible Public Shareholders tendering their Equity Shares in the Offer.
<b>PAC</b>	Person acting in concert with the Acquirer for this Offer, being Mars Nederland BV, having its registered office at Taylorweg 5, Veghel, 5466 AE, Netherlands.
<b>Public Announcement/ PA</b>	Public announcement dated August 14, 2017, issued by the Manager to the Offer, on behalf of the Acquirer and the PAC, in relation to this Offer, and sent to BSE and NSE on August 14, 2017, the Target Company (at its registered office) on August 14, 2017 and filed with SEBI on August 16, 2017.
<b>Preference Shares</b>	Fully paid-up 1% non-cumulative, non-convertible, redeemable preference shares having a face value of INR 100 (Indian Rupees one hundred) each, of the Target Company.
<b>Preference Share Capital</b>	The issued and fully paid-up preference share capital of the Target Company.
<b>PAN</b>	Permanent Account Number
<b>RBI</b>	Reserve Bank of India
<b>RTA</b>	Karvy Computershare Private Limited, being the registrar and share transfer agent of Target Company.
<b>Registrar to the Offer</b>	Karvy Computershare Private Limited
<b>SCRR</b>	Securities Contract (Regulation) Rules, 1957, as amended.
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992, as amended.
<b>SEBI (SAST) Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
<b>Selling Broker</b>	The respective stock brokers of the Eligible Public Shareholders through whom Equity Shares shall be tendered under this Offer.
<b>SPA</b>	Stock Purchase Agreement dated August 14, 2017 between the Acquirer, Kagome, ASG, the Offshore Parent Company and Mr. Ashok Vasudevan as the exclusive representative of the Offshore Parent Company's stockholders, as amended.
<b>Target Company</b>	Tasty Bite Eatables Limited a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune – 411 005 Maharashtra.
<b>TDS</b>	Tax deducted at source
<b>Tendering Period</b>	Period commencing from Friday, November 17, 2017 and closing on Thursday, November 30, 2017 (both days inclusive).
<b>TRS</b>	Transaction registration slip generated by the Designated Stock Exchange bidding system.
<b>Underlying Transaction</b>	The acquisition by the Acquirer, pursuant to the SPA, of: (i) 100% (one hundred percent) of the common stock of the Offshore Parent Company, and (ii) 300 (three hundred) Equity Shares from Kagome.
<b>Working Day</b>	A working day of SEBI in Mumbai.

*Note: All terms beginning with a capital letter used in this Letter of Offer, and not specifically defined herein, shall have the meanings ascribed to them under the SEBI (SAST) Regulations.*

## **2 DISCLAIMERS**

### **2.1 SEBI DISCLAIMER**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE DRAFT LETTER OF OFFER HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR THE LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED HEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THIS REQUIREMENT IS TO FACILITATE THE EQUITY SHAREHOLDERS OF TASTY BITE EATABLES LIMITED TO MAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PAC OR THE TARGET COMPANY WHOSE SHARES/CONTROL ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PAC 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 THE ACQUIRER AND THE PAC DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS REGARD, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, "MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED" HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 31, 2017 TO SEBI IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND THE PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

### **2.2 GENERAL DISCLAIMERS**

2.2.1 This Letter of Offer together with the Draft Letter of Offer dated August 31, 2017, the DPS that was published on August 23, 2017 and the PA dated August 14, 2017 in connection with the Offer, have been prepared for the purposes of compliance with the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The PA, the DPS, the Draft Letter of Offer, this Letter of Offer and/or any other advertisement / publications made or delivered in connection with the Offer, do not, under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirer, the PAC and persons deemed to be acting in concert with the Acquirer since the date thereof or that the information contained therein is correct as at any time subsequent to the date thereof. Further, it is not implied that the Acquirer, the PAC or any persons deemed to act in concert with the Acquirer are under any obligation to update the information contained therein at any time after the date thereof.

2.2.2 No action has been or will be taken to permit this Offer in any jurisdiction where registration, qualification or other action would be required for that purpose. This Letter of Offer is being dispatched to all Eligible Public Shareholders whose names appear on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the PA, the DPS, the Draft Letter of Offer, this Letter of Offer or any other advertisement / publications made in connection with the Offer by any Eligible Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the PA, the DPS, the Draft Letter of Offer, this Letter of Offer or any other advertisement / publications made in

connection with the Offer under any local securities laws), shall not be treated by such Eligible Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only. Accordingly no Eligible Public Shareholder in such a jurisdiction may tender his, her or its Equity Shares in this Offer.

- 2.2.3 Persons in possession of the PA, DPS, Draft Letter of Offer, this Letter of Offer or any other advertisement / publications made in connection with the Offer are required to inform themselves of any relevant legal restrictions. Any Eligible Public Shareholder that tenders its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

### **3 DETAILS OF THIS OFFER**

#### **3.1 Background to this Offer**

- 3.1.1 This Offer is a mandatory open offer made under Regulation 3(1) read with Regulations 5(1), 4 and 5(2), and other applicable regulations of the SEBI (SAST) Regulations, pursuant to a direct and indirect acquisition of voting rights in, and indirect control, by the Acquirer over the Target Company under the terms of the SPA. The indirect acquisition under the SPA is a deemed direct acquisition under the terms of Regulation 5(2) of the SEBI (SAST) Regulations.

- 3.1.2 The Acquirer has entered into the SPA to implement the Underlying Transaction, which entailed:

- (i) acquisition of 100% (one hundred percent) of the common stock of the Offshore Parent Company, for a total consideration of USD 172,826,152 (United States Dollar one hundred and seventy two million eight hundred and twenty six thousand one hundred and fifty two, or INR 11,090,133,196 (Indian Rupees eleven billion ninety million one hundred and thirty three thousand one hundred and ninety six)), subject to certain adjustments, payable in cash, and which Offshore Parent Company indirectly holds 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares (representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital); and
- (ii) acquisition of 300 (three hundred) Equity Shares (representing approximately 0.01% (zero point zero one percent) of the Equity Share Capital) directly from Kagome for a total consideration of INR 11,33,595 (Indian Rupees eleven lakh thirty three thousand five hundred and ninety five) payable in cash.

The Underlying Transaction was completed on November 2, 2017, at which time USD 167,045,105 (United States Dollar one hundred and sixty seven million forty five thousand one hundred and five) or INR 10,719,167,456 (Indian Rupees ten billion seven hundred nineteen million one hundred sixty seven thousand four hundred and fifty six) was paid for 100% (one hundred percent) of the common stock of the Offshore Parent Company, subject to certain adjustments following completion of the Underlying Transaction. Further, certain provisions of the SPA regarding terms of payment were amended on the same day (i.e. November 02, 2017).

- 3.1.3 The Offshore Parent Company is a Delaware corporation, having its registered office at 3 Landmark Square, 5<sup>th</sup> Floor, Stamford, Connecticut, 06901, United States of America. Prior to the closing of the Underlying Transaction, 70% (seventy percent) of the common stock of the Offshore Parent Company was held by Kagome, and the balance 30% (thirty percent) was held by ASG. The Offshore Parent Company holds the entire equity share capital of the Indian Parent Company. The Offshore Parent Company has other subsidiaries in the United Kingdom and Australia.
- 3.1.4 The Indian Parent Company is the direct holder of 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares (representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital) and 59,530 (fifty nine thousand five hundred and thirty) Preference Shares (representing 100% (one hundred percent) of the Preference Share Capital).

- 3.1.5 Therefore, as a result of the Underlying Transaction, the Acquirer indirectly holds 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares and directly holds 300 (three hundred) Equity Shares (collectively representing approximately 74.23% (seventy four point twenty three percent) of the Equity Share Capital (not taking into account the Equity Shares validly accepted in the Offer, if any)), indirectly holds 59,530 (fifty nine thousand five hundred and thirty) Preference Shares (representing 100% (one hundred percent) of the Preference Share Capital), and indirectly controls the Target Company.
- 3.1.6 The PAC is not a party to the SPA. The PAC has provided financial assistance by way of an inter-company loan to the Acquirer to enable the Acquirer to satisfy its financial obligations under the SPA and under this Offer. Please see paragraph 3.1.9 (*Details of this Offer*) below for details.
- 3.1.7 In a report dated August 14, 2017 prepared by M/s. R D Sarfare & Co, Chartered Accountants (Registration Number FRN – 133394W), located at 305, 3<sup>rd</sup> floor, D/8, Shan Building, Sion (East), Mumbai – 400 037, the provisions of Regulation 5(2) of the SEBI (SAST) Regulations have been analyzed and M/s. R D Sarfare & Co, Chartered Accountants has concluded that the indirect acquisition pursuant to the Underlying Transaction constitutes a ‘deemed direct acquisition’ in accordance with the parameters set out in Regulation 5(2) of the SEBI (SAST) Regulations.
- 3.1.8 Certain key terms of the SPA are as follows:
- (i) the SPA was entered into on August 14, 2017 among the Acquirer, Kagome, ASG, the Offshore Parent Company and Mr. Ashok Vasudevan as the exclusive representative of the Offshore Parent Company's stockholders. The Underlying Transaction was completed on November 2, 2017;
  - (ii) acquisition by the Acquirer of 100% (one hundred percent) of the common stock of the Offshore Parent Company from ASG and Kagome, and 300 (three hundred) Equity Shares from Kagome;
  - (iii) the consideration payable by the Acquirer under the SPA to ASG and Kagome for the entire common stock of the Offshore Parent Company is USD 172,826,152 (United States Dollar one hundred and seventy two million eight hundred and twenty six thousand one hundred and fifty two, or INR 11,090,133,196 (Indian Rupees eleven billion ninety million one hundred and thirty three thousand one hundred and ninety six)), subject to certain adjustments, payable upon completion in cash by wire transfer. At completion of the Underlying Transaction, the consideration paid was USD 167,045,105 (United States Dollar one hundred and sixty seven million forty five thousand one hundred and five) or INR 10,719,167,456 (Indian Rupees ten billion seven hundred nineteen million one hundred sixty seven thousand four hundred and fifty six), subject to certain adjustments following completion of the Underlying Transaction;
  - (iv) the consideration payable by the Acquirer under the SPA to Kagome for 300 (three hundred) Equity Shares was INR 11,33,595 (Indian Rupees eleven lakh thirty three thousand five hundred and ninety five). This has been paid to Kagome pursuant to completion of the Underlying Transaction;
  - (v) each of the Offshore Parent Company, Kagome, and ASG and the Acquirer have made certain representations and warranties and covenants which are customary for transactions such as the Underlying Transaction;
  - (vi) each of Kagome, and ASG on the one hand, and the Acquirer on the other hand, have provided certain indemnities to each other, under certain conditions, including breach of representation and warranty;
  - (vii) during the period prior to closing of the Underlying Transaction (or any earlier termination of the SPA), the Offshore Parent Company was required with respect to itself and its subsidiaries (including the Target Company), to, subject to certain exceptions, operate its business in the ordinary course in substantially the same way as it did prior to signing the SPA. In addition, during such period the Acquirer has consent rights with respect to certain actions taken by the Offshore Parent Company

and its subsidiaries (including the Target Company), including, among other things, with respect to declaring or paying dividends, repurchases of its own stock, issuing stock, amending organizational documents, mergers and acquisition activities, and sales of material properties and assets. The Underlying Transaction was completed on November 2, 2017;

- (viii) the Underlying Transaction was to close within 3 (three) business days following the satisfaction or waiver of the closing conditions. The Underlying Transaction was completed on November 2, 2017;
  - (ix) simultaneously with the execution of the SPA, the Offshore Parent Company, the Acquirer and ASG have entered into a Services Agreement dated August 14, 2017 (“**Services Agreement**”), whereby the Offshore Parent Company and the Acquirer agreed to pay to ASG certain payments amounting to USD 16,500,000 (United States Dollar sixteen million and five hundred thousand) or INR 1,058,793,450 (Indian Rupees one billion fifty eight million seven hundred and ninety three thousand and four hundred and fifty), in consideration for ASG providing certain services to the Offshore Parent Company during the 12 (twelve) month period following the closing of the Underlying Transaction;
  - (x) simultaneously with the execution of the SPA, the Offshore Parent Company, the Acquirer and each of the members of ASG have entered into Restrictive Covenants Agreements dated August 14, 2017 (“**Restrictive Covenants Agreements**”), whereby each of the members of ASG have agreed to certain restrictive covenants following the closing of the Underlying Transaction in consideration for the direct benefit to such members from the Underlying Transaction; and
  - (xi) simultaneously with the execution of the SPA, the Offshore Parent Company and certain employees of the Offshore Parent Company entered into Amended and Restated Retention Agreements dated August 14, 2017 (“**Retention Agreements**”), which together with Services Agreements and Restrictive Covenants Agreements, the “**Ancillary Agreements**”), which provide for terms of continued employment with the Offshore Parent Company from the closing of the Underlying Transaction till the first anniversary of such date.
- 3.1.9 The Acquirer has obtained from the PAC a line of credit of GBP 195,000,000 (Great Britain Pound one hundred and ninety five million, or INR 16,236,889,500 (Indian Rupees sixteen billion two hundred and thirty six million eight hundred and eighty nine thousand and five hundred)), under the Credit Agreement. The loan matures on August 2, 2018 and bears interest at a rate per annum equal to 1.38% (one point thirty eight percent), calculated on the basis of a 360-day year consisting of 12 (twelve) 30 (thirty) day months, which is payable annually in arrears, commencing on August 2, 2018 (or, if any such date is not a business day, on the next succeeding business day and such extension of time shall be included in the computation of interest with respect to such payment). Under the terms of the Credit Agreement, the Acquirer has the right to prepay the aforesaid line of credit, in whole or in part, prior to maturity and any prepayment made by the Acquirer shall be taken into account in calculating accrued interest. Other than for an event of default, the PAC shall not have the right to require prepayment under the Credit Agreement. Any prepayment of the aforesaid line of credit by the Acquirer during the Offer Period shall be made from funds other than those deposited or to be deposited in the Offer Escrow Account and the Offer Special Escrow Account.
- 3.1.10 Neither the Acquirer nor the PAC have been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any of the regulations issued under the SEBI Act.
- 3.1.11 Neither the Acquirer nor the PAC have any nominee directors or representatives on the Board as on the date of this Letter of Offer. Pursuant to the closing of the Underlying Transaction, the Acquirer has the right to re-constitute the Board (including the right to appoint nominee directors and/or procure the resignation of any director on the Board) during the pendency of the Offer and after the Offer, subject to compliance with Regulation 24 of the SEBI (SAST) Regulations and the provisions of the Companies Act, 2013, as applicable. Pursuant to the completion of the Underlying Transaction, Mr. Masahiro Sumitomo resigned from the Board.

As on the date of this Letter of Offer, the Acquirer intends to appoint Ms. Dawn Allen on the Board (please see paragraph 5.1.10 (*Details of the Target Company*) below for details), without prejudice to its rights to require any other changes to the Board.

- 3.1.12 Under Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors to provide its reasoned recommendation on this Offer to the Eligible Public Shareholders. Such recommendation shall be published at least 2 (two) Working Days prior to the commencement of the Tendering Period in the same Newspapers where the DPS was published, in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.
- 3.1.13 The Acquirer has made the required escrow arrangement for this Offer in accordance with Regulation 17 of the SEBI (SAST) Regulations. In accordance with Regulation 25(1) of the SEBI Takeover Regulations, the Acquirer and the PAC have made firm financial arrangements in order to fulfill the payment obligations under this Offer. Please see paragraph 6.2 (*Offer Price and Financial Arrangements*) below for details.

### 3.2 Details of this Offer

- 3.2.1 The Manager to the Offer has, on behalf of the Acquirer and the PAC, published the DPS on August 23, 2017 in the Newspapers, i.e.:

Newspaper	Language	Editions
Financial Express	English	All editions
Jan Satta	Hindi	All editions
Lok Satta	Marathi	Mumbai edition
Lok Satta	Marathi	Pune edition

A copy of the DPS is also available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)).

- 3.2.2 This Offer is made by the Acquirer and the PAC to all Eligible Public Shareholders, to acquire up to 6,61,190 (six lakhs sixty one thousand one hundred and ninety) Equity Shares, representing approximately 25.77% (twenty five point seventy seven percent) of the Equity Share Capital, at an Offer Price of INR 5,323.87 (Indian Rupees five thousand three hundred and twenty three point eighty seven) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS and the Letter of Offer.
- 3.2.3 There is no differential pricing for the Offer.
- 3.2.4 The Equity Shares validly tendered pursuant to this Offer will be acquired by the Acquirer as fully paid-up, free from all liens, charges, equitable interests and encumbrances, and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Eligible Public Shareholder shall have obtained all necessary consents for it to sell/tender the Equity Shares on the foregoing basis.
- 3.2.5 The date of the opening of the Tendering Period for the Offer is Friday, November 17, 2017.
- 3.2.6 As of the date of this Letter of Offer, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants / fully convertible securities / partially convertible securities and employee stock options) issued by the Target Company.
- 3.2.7 This Offer is not a competing offer under the terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Letter of Offer.
- 3.2.8 This Offer is not conditional upon any minimum level of acceptance pursuant to Regulation 19 of the SEBI (SAST) Regulations.
- 3.2.9 As of date of this Letter of Offer, to the best of the knowledge of the Acquirer and the PAC, there are no statutory approvals required by the Acquirer or the PAC to complete this Offer. However, in case any statutory approvals are required by the Acquirer or the PAC at a later date before the Closure of the Tendering Period, this Offer shall be subject to such approvals, and the Acquirer or PAC, as applicable, shall make the necessary applications for such approvals. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that any statutory approval for the Offer is not received (if any are applicable), then the Acquirer and

the PAC shall have the right to withdraw the Offer. To the best of the knowledge of the Acquirer and the PAC, no such event or action, which would allow the Acquirer or PAC to withdraw the Offer, has occurred as of the date hereof. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, stating the reasons for the withdrawal, in the Newspapers (i.e. the same newspapers in which the DPS has been published) and such public announcement will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

- 3.2.10 Where any statutory approval required to undertake the Offer extends to some but not all of the Eligible Public Shareholders, the Acquirer will have the option to make payment to such Eligible Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 3.2.11 The acquisition of the Offer Shares from NRIs and OCBs, if any, is subject to the approval from RBI, which approval shall be obtained by such NRIs and OCBs.
- 3.2.12 Other than Equity Shares acquired by the Acquirer in connection with the Underlying Transaction, neither the Acquirer nor the PAC have acquired any Equity Shares since the date of PA, being August 14, 2017, up to the date of this Letter of Offer.
- 3.2.13 Other than the Underlying Transaction (which has triggered the Offer), pursuant to which the Acquirer has (directly and indirectly) acquired Equity Shares and control in the Target Company, as on the date of this Letter of Offer, neither the Acquirer and the PAC nor their directors and key managerial employees hold any ownership/ interest/ relationship/ shares in/with the Target Company. As on the date of this Letter of Offer, the Acquirer intends to appoint Ms. Dawn Allen on the Board (see paragraph 5.1.10 (*Details of the Target Company*) below).
- 3.2.14 As a result of the implementation of the Underlying Transaction, the Acquirer holds, directly and indirectly, approximately 74.23% (seventy four point twenty three percent) of the Equity Share Capital (excluding the Equity Shares that may be acquired pursuant to the Offer from the Eligible Public Shareholders, if any). If the Equity Shares accepted in the Offer are such that the direct and indirect shareholding of the Acquirer in the Equity Share Capital pursuant to the completion of the Underlying Transaction and the Offer results in a breach of the maximum permissible non-public shareholding, the Acquirer shall reduce its shareholding to the level specified in accordance with Rule 19A of the SCRR, and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 3.2.15 In case the shareholding of the extant members of the promoter and promoter group of the Target Company and the Acquirer exceeds the maximum permissible non-public shareholding pursuant to the Offer, none of the members of the promoter and promoter group of the Target Company or the Acquirer will be eligible to make a voluntary delisting offer, unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.

### **3.3 Object of the Underlying Transaction and this Offer**

- 3.3.1 The Underlying Transaction has resulted in the acquisition of the Offshore Parent Company and the direct and indirect acquisition of a majority of the Equity Share Capital of and control over the Target Company, and this Offer is being made in compliance with Regulation 3(1) read with Regulations 5(1), 4 and 5(2) of the SEBI (SAST) Regulations. This indirect acquisition of the Target Company pursuant to the Underlying Transaction is a deemed direct acquisition in terms of the SEBI (SAST) Regulations. As a result of the completion of the Underlying Transaction in accordance with the terms of the SPA, the Acquirer is in a position to control the Target Company.
- 3.3.2 The Target Company is presently engaged in the business of manufacturing packaged food products, which are marketed by the Offshore Parent Company. The Acquirer intends to continue and strengthen the existing activities of the Offshore Parent Company and its subsidiaries (including the Target Company) by bringing together the expertise of the Acquirer and the Offshore Parent Company. The Acquirer intends to work with the management and employees of the Offshore Parent Company and its subsidiaries (including the Target Company) to grow the business of the Offshore Parent Company and its subsidiaries (including the Target Company). Specifically, the Acquirer intends to accelerate

its international growth with the Offshore Parent Company’s organic, natural, and clean label product offerings. The Acquirer also intends to grow its Indian business with the Target Company’s domestic market food service presence. The Target Company’s factory and research center in Pune will serve as the base for future innovation to support potential growth.

- 3.3.3 The Acquirer and the PAC currently intend to continue the existing business of the Target Company as of the date of this Letter of Offer.
- 3.3.4 Under Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer does not, as on the date of this Letter of Offer, have any intention to alienate, restructure, dispose of or otherwise encumber any assets of the Target Company in the succeeding 2 (two) years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by the Target Company. The Acquirer undertakes that, it will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of the Target Company or any of its subsidiaries in the succeeding 2 (two) years from the completion of this Offer, other than in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by the Target Company, except with the prior approval of the shareholders of the Target Company through a special resolution, passed by way of postal ballot.

#### **4 BACKGROUND OF THE ACQUIRER AND THE PAC**

##### **4.1 Acquirer- Effem Holdings Limited**

- 4.1.1 The Acquirer is named Effem Holdings Limited and is a company with limited liability organized under English law on December 24, 1998 with Registration Number 03689160. On February 11, 1999, the Acquirer’s name was changed from 270<sup>th</sup> Single Member Shelf Investment Company Limited to its present name, Effem Holdings Limited. The registered office of the Acquirer is located at 3D Dundee Road, Slough, SL1 4LG, United Kingdom. Its telephone number is +44 (0)1753 550055 and fax number is +44 (0) 1753 550111.
- 4.1.2 Save and except for the PAC, no other person is acting in concert with the Acquirer for the purpose of this Offer. As of the date of this Letter of Offer, the PAC is majority owned by the Acquirer.
- 4.1.3 The Acquirer is an investment company and a member of the Mars, Incorporated group of companies.
- 4.1.4 As on the date of this Letter of Offer, the Acquirer is wholly owned by Wrigley International Holding Company and is an indirect subsidiary of Mars, Incorporated. Mars, Incorporated, a corporation incorporated in Delaware, in the United States of America, is a family owned company founded in 1911, employing more than 80,000 (eighty thousand) associates at over 400 (four hundred) sites in 73 (seventy three) countries worldwide. Headquartered in McLean, Virginia, U.S.A., Mars Incorporated is a leading food company globally, operating in six business segments: petcare, chocolate, wrigley, food, drinks, and symbioscience.
- 4.1.5 The equity shares of the Acquirer are not listed on any stock exchange.
- 4.1.6 The shareholding pattern of the Acquirer as on the date of this Letter of Offer is as follows:

<b>Sr. No.</b>	<b>Shareholder’s Name</b>	<b>Shareholder’s Category</b>	<b>Number of shares held</b>	<b>Percentage of shares held</b>
1	Wrigley International Holding Company	Promoter	936,546,550	100%
		<b>TOTAL</b>	<b>936,546,550</b>	<b>100%</b>

As a part of certain internal re-structuring, the Acquirer’s paid up share capital may change during or immediately after the Offer Period. In the event of such change, however, the Acquirer shall continue to be a directly wholly-owned subsidiary of Wrigley International Holding Company.

- 4.1.7 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of the Acquirer, as on the date of this Letter of Offer, are as follows:

Sr. No.	Name of Director	Experience & Qualifications	Date of Appointment
1	Carol Williams	Mrs. Williams is an honours graduate from the University College of Wales with a degree in Biblical Studies. She subsequently qualified as a Solicitor and is currently Associate General Counsel for Mars U.K. Previously, Mrs. Williams was General Counsel and Company Secretary for Northern Foods plc. Mrs. Williams is currently based in the U.K.	June 7, 2012
2	Ian Langer	Mr. Langer is an honours graduate from the University of London with a degree in Biochemistry. Mr. Langer has held a variety of positions in corporate human resources and finance functions around the world. Mr. Langer is currently based in the U.K.	December 15, 2014
3	Andrew Parton	Mr. Parton is a Graduate of Cambridge University in management studies. He built a career across supply, procurement and human resources. He is currently Global Head of Procurement for Mars' petcare business. Mr. Parton is currently based in Belgium.	June 7, 2012
4	David Haines	Mr. Haines is an honours graduate from the University of Southampton with a degree in Economics and Politics. Mr. Haines has held a variety of positions in the corporate human resources function around the world. Mr. Haines is currently based in the UK.	August 9, 2016
5	Gillian Enevoldsen	Mrs. Enevoldsen is an honours graduate from Aston University with a degree in chemical engineering. Past positions include human resources director for Mars confectionery business and human resources Vice President for the Mars snackfood business in western Europe. She is currently the global human resources Vice President for Mars Petcare. Mrs. Enevoldsen is currently based in Belgium.	October 23, 2006

4.1.8 Save as pursuant to the Underlying Transaction, as of the date of this Letter of Offer, neither the Acquirer nor its directors and/or key managerial personnel have any interest in the Target Company. As of the date of this Letter of Offer, there are no directors representing the Acquirer on the Board of Directors of the Target Company. The Acquirer intends to appoint Ms. Dawn Allen on the Board. Please see paragraph 5.1.10 (*Details of the Target Company*) below for details.

4.1.9 As of the date of this Letter of Offer, the Acquirer has not directly purchased any Equity Shares except for 300 (Three hundred) Equity Shares acquired from Kagome upon completion of the Underlying Transaction. The provisions of Chapter V of the SEBI (SAST) Regulations are therefore not applicable. The Acquirer has fulfilled its disclosure obligations under

Regulation 18(6) of the SEBI (SAST) Regulations with respect to the 300 (Three hundred) Equity Shares directly acquired pursuant to the completion of the Underlying Transaction.

- 4.1.10 The Acquirer has not been prohibited by SEBI from dealing in securities under Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 4.1.11 Pursuant to the completion of the Underlying Transaction, the Acquirer has become a part of the promoter group of the Target Company.
- 4.1.12 The key financial information of the Acquirer, as derived from its: (a) audited consolidated financial statements as of and for the financial years ended December 27, 2014, January 2, 2016 and December 31, 2016, and (b) its standalone financial statements as at and for the 12 (twelve) weeks ended March 25, 2017, which have been subject to limited review procedures by the statutory auditors of the Acquirer, are as follows:

#### Profit and Loss Data

Particulars (a,b)	For the Financial Year ended (on a consolidated basis)						Twelve weeks ended March 25, 2017 <sup>(f)</sup> (on a standalone basis)	
	December 27, 2014 <sup>(c)</sup>		January 2, 2016 <sup>(d)</sup>		December 31, 2016 <sup>(e)</sup>		GBP (000's)	INR lakh
	GBP	INR	GBP	INR	GBP	INR		
	(000's)	lakh	(000's)	lakh	(000's)	lakh		
<b>Income from Operations<sup>(g)</sup></b>	2,767,728	2,304,579	2,750,166	2,289,956	3,021,232	2,515,662	-	-
Other Income <sup>(g)</sup>	126,019	104,931	8,536	7,108	13,683	11,393	641,881	534,469
<b>Total Income</b>	2,893,747	2,409,510	2,758,702	2,297,064	3,034,915	2,527,055	641,881	534,469
Total Expenditure <sup>(g)</sup>	(2,322,439)	(1,933,804)	(2,286,490)	(1,903,871)	(2,569,361)	(2,139,407)	-	-
<b>Profit Before Depreciation, Interest and Tax<sup>(g)</sup></b>	571,308	475,706	472,212	393,193	465,554	387,649	641,881	534,469
Depreciation, amortization and impairment <sup>(g)</sup>	(49,008)	(40,807)	(56,559)	(47,095)	(80,037)	(66,644)	-	-
Interest Expense <sup>(g)</sup>	(23,978)	(19,966)	(24,564)	(20,453)	(10,723)	(8,929)	(2,673)	(2,226)
Profit Before Tax	498,322	414,933	391,089	325,645	374,794	312,076	639,208	532,244
Provision for Tax <sup>(g)</sup>	(109,573)	(91,237)	(84,688)	(70,516)	(89,628)	(74,630)	62	52
<b>Profit After Tax<sup>(g)</sup></b>	388,749	323,696	306,401	255,128	285,166	237,447	639,270	532,295

Note: The Acquirer's fiscal year consists of either 52 or 53 weeks. The fiscal years ended December 27, 2014 and December 31, 2016 are 52 weeks and the fiscal year ended January 2, 2016 is 53 weeks.

### Balance Sheet Statement

Particulars <sup>(a,b)</sup>	As of						As of the twelve weeks ended March 25, 2017 <sup>(f)</sup> (on a standalone basis)	
	December 27, 2014 <sup>(c)</sup>		January 2, 2016 <sup>(d)</sup>		December 31, 2016 <sup>(e)</sup>		GBP (000's)	INR lakh
	GBP	INR	GBP	INR	GBP	INR		
	(000's)	lakh	(000's)	lakh	(000's)	lakh	(000's)	lakh
<b>Sources of Funds</b>								
Called up share capital	101,501	84,516	101,501	84,516	526,501	438,397	526,501	438,397
Reserves and Share Premium <sup>(g)</sup>	1,799,044	1,497,994	2,278,234	1,896,997	1,783,032	1,484,661	1,576,366	1,312,578
<b>Net worth</b>	<b>1,900,545</b>	<b>1,582,510</b>	<b>2,379,735</b>	<b>1,981,513</b>	<b>2,309,533</b>	<b>1,923,058</b>	<b>2,102,867</b>	<b>1,750,975</b>
Non current Liabilities <sup>(g)</sup>	860,958	716,886	605,814	504,438	278,939	232,262	40,131	33,416
<b>Total</b>	<b>2,761,503</b>	<b>2,299,396</b>	<b>2,985,549</b>	<b>2,485,950</b>	<b>2,588,472</b>	<b>2,155,320</b>	<b>2,142,998</b>	<b>1,784,391</b>
<b>Uses of Funds</b>		-		-		-		-
Net fixed assets <sup>(g)</sup>	2,249,417	1,873,002	2,241,819	1,866,675	2,438,074	2,030,089	-	-
Investments	-	-	-	-	-	-	2,133,917	1,776,829
Net current assets / (liabilities) <sup>(g)</sup>	512,086	426,394	743,730	619,275	150,398	125,231	9,081	7,561
Total miscellaneous expenditure not written off	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2,761,503</b>	<b>2,299,396</b>	<b>2,985,549</b>	<b>2,485,950</b>	<b>2,588,472</b>	<b>2,155,320</b>	<b>2,142,998</b>	<b>1,784,391</b>

Note: The Acquirer's fiscal year consists of either 52 or 53 weeks. The fiscal years ended December 27, 2014 and December 31, 2016 are 52 weeks and the fiscal year ended January 2, 2016 is 53 weeks.

### Other Financial Data

Particulars	For the Financial Year ended (on a consolidated basis)			For the twelve weeks ended
	December 27, 2014 <sup>(c)</sup>	January 2, 2016 <sup>(d)</sup>	December 31, 2016 <sup>(e)</sup>	

							March 25, 2017 (on a standalone basis)	
	in GBP	in INR	in GBP	in INR	in GBP	in INR	in GBP	in INR
Dividend (in GBP thousands and INR lakh)	-	-	-	-	501,901	417,913	-	-
Dividend payout ratio (%)	0%	0%	0%	0%	176%	176%	0%	0%
Earnings per share								
Basic	3.83	318.9	3.02	251.4	0.54	45.1	1.21	101.1
Diluted	3.83	318.9	3.02	251.4	0.54	45.1	1.21	101.1

*Note: The Acquirer's fiscal year consists of either 52 or 53 weeks. The fiscal years ended December 27, 2014 and December 31, 2016 and 52 weeks and the fiscal year ended January 2, 2016 is 53 weeks.*

**Notes:**

- a. The reference rate used for the conversion from GBP into INR is RBI reference rate as on August 11, 2017 which is 1 GBP = INR 83.2661 (Source: RBI website). These conversions have been made for the sole purpose of the reader's convenience and no representation is made that the INR or GBP amounts referred to herein could have been or could be converted into INR or GBP, as the case may be, at any particular rate or at all.
- b. The consolidated financial statements for the financial year ended December 27, 2014 has been prepared in accordance with United Kingdom Generally Accepted Accounting Practice. The consolidated financial statements for the financial year ended December 31, 2016 has been prepared in accordance with the new United Kingdom Generally Accepted Accounting Practice standards, comprising FRS 102 and the financial information presented for the financial year ended January 2, 2016 is the comparative information under the new standard. The standalone financial statements of the Acquirer for the twelve weeks ended March 25, 2017 have been prepared in accordance with the new United Kingdom Generally Accepted Accounting Practice, comprising FRS 104.
- c. For the period from December 29, 2013 – December 27, 2014, on a consolidated basis.
- d. For the period from December 28, 2014 – January 2, 2016, on a consolidated basis.
- e. For the period January 3, 2016 – December 31, 2016, on a consolidated basis.
- f. From January 1, 2017 – March 25, 2017, on a standalone basis, and based on a limited review under International Review Standard ISRE 2410.
- g. For each year or period presented:
  - i. income from operations consists of turnover, royalty income and research and development expenditure credit as derived from the financial statements of the Acquirer;
  - ii. other income consists of interest receivable and similar income, other finance income, other income and income from other fixed asset investment as derived from the financial statements of the Acquirer;
  - iii. total expenditure consists of cost of sales, distribution costs, administrative expenses excluding depreciation on tangible fixed assets – owned asset, amortization of intangible assets/goodwill and impairment of goodwill as derived from the financial statements of the Acquirer;
  - iv. profit before depreciation, interest and tax consists of the total of reference i), ii) and iii) as derived from the financial statements of the Acquirer;
  - v. depreciation, amortization and impairment consists of depreciation on tangible fixed assets – owned asset, amortization of intangible assets/goodwill and impairment of goodwill as derived from the financial statements of the Acquirer;
  - vi. interest expense consists of interest payable and similar expenses and other finance expense as derived from the financial statements of the Acquirer;

- vii. provision for tax consists of tax on profit on ordinary activities/tax on profit as derived from the financial statements of the Acquirer;
  - viii. profit after tax consists of profit for the financial period as derived from the financial statements of the Acquirer;
  - ix. reserves and share premium consists of share premium account, merger reserve and retained earnings as derived from the financial statements of the Acquirer;
  - x. net worth consists of total shareholders' funds/total equity as derived from the financial statements of the Acquirer;
  - xi. non current liabilities consists of creditors amount falling due after more than one year, provisions for liabilities and pension liability as derived from the financial statements of the Acquirer;
  - xii. net fixed assets consists of intangible assets and tangible assets as derived from the financial statements of the Acquirer; and
  - xiii. net current assets/(liabilities) consists of current assets less creditors amounts falling due within one year as derived from the financial statements of the Acquirer.
- 4.1.13 As of March 25, 2017, the Acquirer did not have any major contingent liabilities.

#### 4.2 The PAC – Mars Nederland BV

- 4.2.1 The PAC is named Mars Nederland BV and was incorporated on December 18, 1961 under the laws of the Netherlands with registration number 16021492. The name of the PAC has not been changed since the date of its incorporation. The registered office of the PAC is located at Taylorweg 5, Veghel, 5466 AE, Netherlands. Its telephone number is +31 413 383 333 and fax number is +31 413 351 670.
- 4.2.2 The PAC is engaged in the business of producing confectionery and selling foodstuffs, gum and packed pet foods in the Netherlands and other countries.
- 4.2.3 As on the date of this Letter of Offer, the PAC is majority owned by the Acquirer and is an indirect subsidiary of Mars, Incorporated. The PAC is a member of the Mars, Incorporated group of companies.
- 4.2.4 The equity shares of the PAC are not listed on any stock exchange.
- 4.2.5 The shareholding pattern of the PAC, as of the date of this Letter of Offer, is as follows:

Sr. No.	Shareholder's Name	Shareholder's Category	No. of shares held	Percentage of shares held
1	Acquirer	Promoter	218,556	99.96%
2	Wrigley Overseas Finance B.V.	Promoter group	96	0.04%
		<b>TOTAL</b>	<b>218,652</b>	<b>100%</b>

As a part of certain internal re-structuring, the PAC's paid up share capital may change during or immediately after the Offer Period. In the event of such change, however, the PAC shall continue to be owned and controlled by the Acquirer.

- 4.2.6 Names, details of experience, qualifications, and date of appointment of the directors on the board of directors of the PAC, as of the date of this Letter of Offer, are as follows:

Sr. No.	Name of Director	Experience & Qualifications	Date of Appointment
1	Christiane Gilberte Dahlbender	Ms. Dahlbender is a graduate from the University of Bonn. She subsequently qualified as a lawyer and is currently Associate General Counsel for Mars Germany and the PAC. Previously, Ms. Dahlbender was a Legal Counsel at Sara Lee Deutschland GmbH.	21 January 2015
2	Wolfgang Rigler	Mr. Rigler graduated with a master's degree in Economic and Social	21 January 2015

		Sciences at Wirtschaftsuniversität. He has been with Mars group of companies , Incorporated for 29 years in various functions. Previously, Mr. Rigler was a Finance Manager at Baxter in Austria.	
--	--	---	--

- 4.2.7 As of the date of this Letter of Offer, neither the PAC nor its directors and/or key managerial personnel have any interest in the Target Company. As of the date of this Letter of Offer, there are no directors representing the PAC on the Board of Directors of the Target Company and none of the directors of the PAC, are on the Board of the Target Company.
- 4.2.8 As of the date of this Letter of Offer, the PAC has not directly purchased any Equity Shares.
- 4.2.9 Pursuant to the completion of the Underlying Transaction, the PAC has become a part of the promoter group of the Target Company.
- 4.2.10 The PAC has not been prohibited by SEBI from dealing in securities in terms of Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.
- 4.2.11 The key financial information of the PAC, as derived from its: (a) audited standalone financial statements as of and for the financial years ended December 31, 2014, December 31, 2015 and December 31, 2016, and (b) standalone financial statements as of and for the 12 (twelve) weeks ended March 25, 2017, which have been subject to limited review procedures by the statutory auditors of the PAC, are as follows:

#### Profit and Loss Data

Particulars <sup>(a,b)</sup>	For the Financial Year ended (on a standalone basis)						For the twelve weeks ended 25 March 2017 <sup>(c)</sup> (on a standalone basis)	
	December 31, 2014		December 31, 2015		December 31, 2016		EUR (000's)	INR lakh
	EUR	INR	EUR	INR	EUR	INR		
	(000's)	lakh	(000's)	lakh	(000's)	lakh	(000's)	lakh
Income from Operations <sup>(d)</sup>	1,143,635	862,949	1,180,686	890,907	1,221,874	921,986	264,197	199,354
Other Income <sup>(d)</sup>	-	-	-	-	-	-	-	-
<b>Total Income</b>	<b>1,143,635</b>	862,949	<b>1,180,686</b>	890,907	<b>1,221,874</b>	921,986	<b>264,197</b>	199,354
Total Expenditure <sup>(d)</sup>	(1,026,105)	(774,265)	(1,051,969)	(793,781)	(1,164,365)	(878,591)	(243,226)	(183,530)
<b>Profit Before Depreciation, Interest and Tax<sup>(d)</sup></b>	117,530	88,684	128,717	97,126	57,509	43,394	20,971	15,824
Depreciation, amortization and impairment <sup>(d)</sup>	(20,949)	(15,807)	(17,717)	(13,369)	(20,280)	(15,303)	(4,854)	(3,663)
Financial / Other	14,858	11,211	18,736	14,138	5,162	3,895	974	735

Income and (expense) <sup>(d)</sup>								
Profit Before Tax	111,439	84,088	129,736	97,895	42,391	31,987	17,091	12,896
Provision for Tax	(27,659)	(20,871)	(31,820)	(24,010)	(10,418)	(7,861)	(3,794)	(2,863)
Share of Profit Participants	6,770	5,108	5,940	4,482	5,032	3,797	2,492	1,880
Profit After Tax <sup>(d)</sup>	90,550	68,326	103,856	78,366	37,005	27,923	15,789	11,914

### Balance Sheet Statement

Particulars <sup>(a,b)</sup>	As of the Financial Year Ended (on a standalone basis)						For the twelve weeks ended 25 March 2017 <sup>(c)</sup> (on a standalone basis)	
	December 31, 2014		December 31, 2015		December 31, 2016		EUR (000's)	INR lakh
	EUR	INR	EUR	INR	EUR	INR		
	(000's)	lakh	(000's)	lakh	(000's)	lakh	(000's)	lakh
<b>Sources of Funds</b>								
Issued Share Capital <sup>(d)</sup>	5,011	3,781	5,011	3,781	5,011	3,781	5,011	3,781
Reserves and Share Premium <sup>(d)</sup>	625,310	471,838	730,096	550,906	131,590	99,293	147,324	111,166
<b>Net worth<sup>(d)</sup></b>	<b>630,321</b>	<b>475,619</b>	<b>735,107</b>	<b>554,687</b>	<b>136,601</b>	<b>103,075</b>	<b>152,335</b>	<b>114,947</b>
Non current Liabilities <sup>(d)</sup>	18,467	13,935	25,760	19,438	31,689	23,911	30,886	23,306
<b>Total</b>	<b>648,788</b>	<b>489,554</b>	<b>760,867</b>	<b>574,125</b>	<b>168,290</b>	<b>126,986</b>	<b>183,221</b>	<b>138,253</b>
<b>Uses of Funds</b>								
Net fixed assets <sup>(d)</sup>	82,786	62,468	103,287	77,937	108,081	81,554	104,701	79,004
Investments <sup>(d)</sup>	191,622	144,592	195,080	147,201	197,140	148,755	198,598	149,855
Net current assets / (liabilities) <sup>(d)</sup>	374,380	282,495	462,500	348,987	(136,931)	(103,324)	(120,078)	(90,607)
Total miscellaneous expenditure not written off	0	0	0	0	0	0	0	0
<b>Total</b>	<b>648,788</b>	<b>489,554</b>	<b>760,867</b>	<b>574,125</b>	<b>168,290</b>	<b>126,986</b>	<b>183,221</b>	<b>138,253</b>

### Other Financial Data

Particular	For the Financial Year ended (on a standalone basis)						For the	
------------	--	--	--	--	--	--	---------	--

s	December 31, 2014		December 31, 2015		December 31, 2016		twelve weeks ended 25 March 2017 (on a standalone basis)	
	in EUR	in INR	in EUR	in INR	in EUR	in INR	in EUR	in INR
Dividend (in EUR thousands and INR lakh)	0	-	0	-	635,986	479,894	0	-
Dividend payout ratio (%)	0%	0%	0%	0%	1719%	1719%	0%	0%
Earnings per share								
Basic	820	61,872	940	70,964	335	25,285	143	10,789
Diluted	820	61,872	940	70,964	335	25,285	143	10,789

**Notes:**

- (a) The reference rate used for the conversion from EUR into INR is RBI reference rate as on August 11, 2017 which is 1 EUR = INR 75.4567 (Source: RBI website). These conversions have been made for the sole purpose of the reader's convenience and no representation is made that the INR or EUR amounts referred to herein could have been or could be converted into INR or EUR, as the case may be, at any particular rate or at all.
- (b) The standalone financial statements as of and for the periods ended December 31, 2014, December 31, 2015 and December 31, 2016 of the PAC have been prepared in accordance with the statutory provisions of Part 9, Book 2 in the Netherlands Civil Code and the firm pronouncements as issued by the Dutch Accounting Standards Board.
- (c) From January 1, 2017 – March 25, 2017, on a standalone basis, and based on a limited review under Dutch law including standard 2410, review of Interim Financial Information performed by the independent auditor of the company.
- (d) For each year or period presented:
  - i. income from operations consists of revenue as derived from the financial statements of the PAC;
  - ii. total expenditure consists of cost of sales, total expenses excluding depreciation, amortization and impairment of tangible and intangible assets as derived from the financial statements of the PAC;
  - iii. profit before depreciation, interest and tax consists of the total of reference i) and ii) as derived from the financial statements of the PAC;
  - iv. depreciation, amortization and impairment consists of depreciation, amortization and impairment of tangible and intangible assets as derived from the financial statements of the PAC;
  - v. financial/other income and expense consists of finance/other income and expenses as derived from the financial statements of the PAC;
  - vi. provision for tax consists of income tax expense as derived from the financial statements of the PAC;
  - vii. profit after tax consists of profit for the financial period as derived from the financial statements of the PAC;
  - viii. issued share capital consists of issued share capital as derived from the financial statements of the PAC;

- ix. reserves and share premium consists of total equity excluding issued share capital as derived from the financial statements of the PAC;
- x. net worth consists of total equity as derived from the financial statements of the PAC;
- xi. non current liabilities consists of provisions and non current liabilities as derived from the financial statements of the PAC;
- xii. net fixed assets consists of intangible assets and tangible assets as derived from the financial statements of the PAC; and
- xiii. investments consist of financial fixed assets as derived from the financial statements of the PAC.

4.2.12 As of March 25, 2017, the PAC did not have any major contingent liabilities.

## **5 DETAILS OF THE TARGET COMPANY**

- 5.1 The Target Company is a public limited company, incorporated under the Companies Act, 1956, on September 2, 1985, having its registered office at 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune, Maharashtra, 411005, India. The telephone number of the Target Company is +91 20 3021 6000 and its fax number is +91 20 3021 6048. The website of the Target Company is available at <http://www.tastybite.co.in>. The Corporate Identification Number of the Target Company is L15419PN1985PLC037347.
- 5.2 The Target Company has not changed its name since incorporation.
- 5.3 The Target Company is engaged in the business of manufacturing packaged food products, which are marketed by the Offshore Parent Company, mainly in North America, Australia and other international markets under the brand name, 'Tasty Bite'. The Target Company also serves the Indian food service industry through sales of products to leading quick service restaurants as well as to hotels, restaurants and the catering sectors. The Target Company's products comprise ready-to-serve Indian and other Asian food, frozen formed products and culinary sauces. Its manufacturing facility, located near Pune in India, manufactures products in multiple formats (shelf-stable, frozen), and also caters to multiple packaging (pouches, trays), cuisines and pack sizes. The Target Company primarily operates through 2 (two) business verticals – 'Consumer Business', internationally, and the 'Food Service Business', domestically. Under the Consumer Business, the Target Company manufactures foods, which are imported, marketed and distributed by the Offshore Parent Company mainly in North America, Australia and other international markets under the brand name, 'Tasty Bite', through a wide distribution channel covering the majority of supermarket chains in North America, Australia and other international markets. Products are either sold directly by the Offshore Parent Company to retail chains or through distributors that service several retailers and independent grocery stores. In India, the Target Company develops and manufactures a range of products for institutional users, such as quick service restaurants, hotels, and other retail and corporate customers which forms part of the 'Food Service Business'.
- 5.4 The Offshore Parent Company distributes ready-to-eat consumer products to wholesalers and retailers throughout the United States and in Canada, Australia, United Kingdom and Japan. The Offshore Parent Company has subsidiaries in the United Kingdom and Australia.
- 5.5 All the Equity Shares are currently listed on the BSE (Scrip Code: 519091) and the NSE (Scrip ID: TASTYBITE) (Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and are currently not suspended from trading on either of the Stock Exchanges.
- 5.6 The Equity Shares are frequently traded as per Regulation 2(1)(j) of the SEBI (SAST) Regulations. Please see paragraph 6.1 (*Offer Price and Financial Arrangements*) below for further details. The Equity Shares began trading on the NSE on March 23, 2017.
- 5.7 As of the date of this Letter of Offer, the total authorised share capital of the Target Company is INR 5,00,00,000 (Indian Rupees five crores) comprising of 44,00,000 (forty four lakhs) Equity Shares of INR 10 (Indian Rupees ten) each amounting to a total of INR 4,40,00,000 (Indian Rupees four crores and forty lakhs) and 60,000 (sixty thousand) Preference Shares of INR 100 (Indian Rupees one hundred) each, amounting to a total of INR 60,00,000 (Indian Rupees sixty lakhs). As of the date of this Letter of Offer, the total issued, subscribed and paid-up share capital of the Target Company is INR 3,16,13,000 (Indian Rupees three crore sixteen lakh and thirteen thousand) comprising of: (i) 25,66,000 (twenty five lakh and sixty six thousand) Equity Shares amounting to an Equity Share

Capital of INR 2,56,60,000 (Indian Rupees two crore fifty six lakh and sixty thousand), and (ii) 59,530 (fifty nine thousand five hundred and thirty) Preference Shares amounting to a Preference Share Capital of INR 59,53,000 (Indian Rupees fifty nine lakh and fifty three thousand). As of the date of this Letter of Offer, the Target Company does not have any outstanding partly paid-up shares or any other instruments outstanding or convertible into Equity Shares at a future date.

- 5.8 The key financial information of the Target Company, as derived from its audited financial statements as of and for the financial years ended March 31, 2015, March 31, 2016 and March 31, 2017, and the limited reviewed financial information of the Target Company for the quarter ended June 30, 2017 is as follows. Such financial statements as of and for the financial years ended March 31, 2015, 2016 and 2017 have been prepared under Indian GAAP and the financial information as of and for the quarter ended June 30, 2017 has been prepared under Ind AS.

### Profit & Loss Statement

(in INR lakh)

Particulars	For the Financial Year ended March 31,			For the quarter ended June 30, 2017
	2015	2016	2017	
<b>Income from Operations</b>	17,685	20,832	25,227	5,919
Other Income	130	44	307	163
<b>Total Income</b>	17,815	20,876	25,534	6,082
Total Expenditure	15,201	17,441	20,998	5,191
<b>Profit Before Depreciation</b>	2,614	3,435	4,536	891
Depreciation and amortization	687	738	908	228
Interest	278	240	160	74
<b>Profit Before Tax</b>	1,650	2,457	3,468	588
Provision for Tax	571	845	1,192	237
<b>Profit After Tax</b>	1,079	1,612	2,276	351

### Balance Sheet

(in INR lakh)

Particulars	For the Financial Year ended March 31,			For the quarter ended June 30, 2017
	2015	2016	2017	
<b>Sources of Funds</b>				
Share capital	316	316	316	N.A.
Reserves and Surplus (excluding revaluation reserves)	4,158	5,768	8,320	N.A.
<b>Net worth</b>	4,474	6,084	8,636	N.A.
Non-Current Liabilities	2,641	2,625	4,228	N.A.
Current Liabilities	4,151	4,383	4,110	N.A.
<b>Total</b>	11,266	13,092	16,974	N.A.
<b>Uses of Funds</b>	-	-	-	-
Net fixed assets	6,097	6,145	7,396	N.A.
Long Term loans and Advances	57	163	674	N.A.
Other Non-Current Assets	-	-	23	N.A.
Net current assets	5,112	6,784	8,881	N.A.
Total miscellaneous expenditure not written off	-	-	-	N.A.
<b>Total</b>	11,266	13,092	16,974	N.A.

### Other Financial Data

(In INR, except percentages)

Particulars	For the Financial Year ended March 31,			For the quarter ended
	2015	2016	2017	

				<b>June 30, 2017</b>
Dividend (%)	10	20	20 <sup>(3)</sup>	N.A.
Earnings Per Share (EPS)				
- Basic & Diluted	42.0	62.8	88.7	13.69
Return on Net Worth (%)	24.1	26.5	26.4	N.A.
Book Value per Equity Share <sup>(4)</sup>	174	237	337	N.A.

**Notes:**

1. Financials as of and for the quarter ended June 30, 2017 and the financial years ended March 31, 2017, March 31, 2016 as per filings made with the BSE, by the Target Company
2. Financials for March 2015 have been extracted from the annual report of the Target Company for the financial year ended March 31, 2016.
3. Subject to shareholder approval at annual general meeting to be held on September 20, 2017.
4. Book value per share computed as (net worth / number of shares).

5.9 Details of the Equity Share Capital as of the date of this Letter of Offer are as follows:

<b>Paid up Equity Shares of Target Company</b>	<b>No. of Equity Shares/voting rights</b>	<b>Percentage of Equity Shares/ voting rights</b>
Fully paid up Equity Shares	25,66,000	100%
Partly paid up Equity Shares	NIL	NIL
Total paid up Equity Shares	25,66,000	100%
Voting Share Capital	25,66,000	100%

5.10 The details of the Board of Directors are set forth below. As on the date of this Letter of Offer, there are no directors representing the Acquirer or the PAC on the Board of the Target Company.

<b>S. No.</b>	<b>Name</b>	<b>Date of initial appointment</b>	<b>Designation</b>	<b>Director Number</b>	<b>Identification</b>
1.	Mr. Ashok Vasudevan <sup>(a)</sup>	March 31, 1999	Chairman	00575574	
2.	Mr. Ravi Nigam	July 20, 2001	Managing Director	00024577	
3.	Mr. Kavas Patel,	May 29, 2009	Independent Director	00002634	
4.	Dr. V. S. Arunachalam	July 26, 2002	Independent Director	00400857	
5.	Mr. Sohel Shikari <sup>(a)</sup>	October 3, 2017	Alternate Director	00024466	

<sup>(a):</sup> By way of a circular resolution of the Board dated October 3, 2017, the Board of Directors appointed Sohel Shikari as an alternate director to Ashok Vasudevan, effective as of October 3, 2017.

Mrs. Sucharita Hegde, an independent director of the Target Company resigned from the Board with effect from October 9, 2017. Mr. Masahiro Sumitomo resigned from the Board with effect from November 2, 2017, pursuant to the completion of the Underlying Transaction. The Acquirer intends to appoint Ms. Dawn Allen on the Board.

Details about the qualification and experience of the Board of Directors and Ms. Dawn Allen (who the Acquirer intends to appoint to the Board) are set forth below.

<b>S. No.</b>	<b>Name of Director</b>	<b>Qualification and experience</b>
1.	Mr. Ashok Vasudevan	Mr. Vasudevan holds a Bachelor of Science (Agriculture) degree from Bangalore and a Management degree from Jamnalal Bajaj Institute of Management Studies, Bombay. He also holds Owner President Management (OPM) from the Harvard Business School. Mr. Vasudevan has a wide experience of over 33 (thirty three) years as an entrepreneur and a corporate executive for large multinationals. He headed the India desk of Pepsi World Trade from New York. He received Pepsi's MVP award in 1991 for his contributions. Before joining Pepsi, he spent 10

		(ten) years with the Unilever group in India in various functions that included Management Development, Sales & Marketing and International Business. He is a cofounder of the Offshore Parent Company.
2.	Mr. Ravi Nigam	Mr. Ravi Nigam holds a Degree in Chemistry and a Masters Degree in Rural Management from the Institute of Rural Management, Anand and an Owner President Management Program from the Harvard Business School. Mr. Nigam has vast domestic and international experience of over 34 (thirty four) years in food processing and agriculture commodities. He worked with Pepsi, L&T Group, Proctor & Gamble, Tata Exports and Ballarpur Industries.
3.	Mr. Kavas Patel	Mr. Patel is a Bachelor of Commerce from Mumbai. He is also a Fellow Member of the Institute of Chartered Accountants in England and Wales. Mr. Patel started his career with Franklin Wild and Co., Chartered Accountants, London as Clerk. He then joined Polaroid Corporation in 1974 and worked with them in various international assignments in Europe, Far East, USA and India. His last assignment with Polaroid was Director of Finance, Asia Pacific Region and Country Director India. He presently administers Dua Associates, Advocates, Pune, established in 1998.
4.	Dr. V. S. Arunachalam	Dr. Arunachalam is a Ph.D. in Materials Science and Engineering from University of Wales. Dr. Arunachalam has served as a Distinguished Services Professor at the Carnegie Mellon University in Engineering & Public Policy, Department of Materials Science and Robotics Institute. He also served as the Head DRDO and Scientific Advisor to the Defence Minister (Government of India). He has several awards to his credentials including Padma Vibhushan, Padma Bhushan and the Shanti Swarup Bhatnagar Prize for Engineering Services.
5.	Mr. Sohel Shikari	Mr. Sohel Shikari graduated as an engineer doing his BS in Civil Engineering from the University of Bombay and later receiving a Masters in Civil and Environment Engineering from the Massachusetts Institute of Technology. Mr. Shikari has experience in various fields of more than 20 (twenty) years. He is responsible for financial planning, strategy, financial and management reporting, treasury management of the group's operations globally.
6.	Ms. Dawn Allen (proposed appointee to the Board)	Ms. Dawn Allen graduated with a BSc in Chemistry from Bath University and received an ACA qualification from the Institute of Chartered Accountants of England and Wales. Ms. Allen has worked at the Mars, Incorporated group of companies for 20 years and during this time has held a number of finance positions. She is currently CFO of Global Food, Drinks and Multisales at Mars, Incorporated. Prior to joining Mars, Ms. Allen started her career at Ernst and Young and following which, she worked at Courtaulds PLC.

- 5.11 The Target Company has not been involved in any merger, de-merger, spin-off or hiving off during the last 3 (three) years.
- 5.12 The Target Company has no Equity Shares that are locked-in as of the date of this Letter of Offer.
- 5.13 The shareholding pattern of the Target Company before and after this Offer assuming full acceptances, based on the latest shareholding data as of September 30, 2017, is as follows:

Shareholders' category	Shareholding & voting rights prior to the Underlying Transaction and Offer	Equity Shares /voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations	Equity Shares/voting rights to be acquired in Offer (assuming full	Shareholding / voting rights after completion of the Underlying Transaction and Offer
------------------------	--	--	--	---

	(A)		(B)		acceptance)		(A)+(B)+(C) = (D)	
	No.	%	No.	%	No.	%	No.	%
<b><u>(1) Promoter/ Promoter Group</u></b>								
a. Parties to the SPA, if any	300 <sup>(1)</sup>	0.01 <sup>(1)</sup>	NIL	NIL	NIL	NIL	NIL <sup>(1)</sup>	NIL <sup>(1)</sup>
b. Other than (a) above	19,04,510 <sup>(2)</sup>	74.22 <sup>(2)</sup>	NIL	NIL	NIL	NIL	19,04,510 <sup>(2)</sup>	74.22 <sup>(2)</sup>
<b>Total 1 (a+b)</b>	<b>19,04,810</b>	<b>74.23</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>19,04,510</b>	<b>74.22</b>
<b><u>(2) Acquirer and the PAC</u></b>								
a. Acquirer	NIL	NIL	300 <sup>(1)(2)</sup>	0.01 <sup>(1)(2)</sup>	6,61,190	25.77	6,61,490 <sup>(3)</sup>	25.78 <sup>(3)</sup>
b. PAC	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total 2 (a+b)</b>	<b>NIL</b>	<b>NIL</b>	<b>300</b>	<b>0.01</b>	<b>6,61,190</b>	<b>25.77</b>	<b>6,61,490</b>	<b>25.78</b>
<b><u>(3) Parties to SPA other than (1) &amp; (2)</u></b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b><u>(4) Public (other than parties to SPA, Acquirer and the PAC)</u></b>								
a. FIs/MFs/FIIs/Banks, SFIs (Indicate names)	6,385	0.25	NIL	NIL	NIL	NIL	NIL	NIL
b. Others (Individuals/ NRIs/Bodies Corporate/ Clearing Members)	6,54,805	25.52	NIL	NIL	NIL	NIL	NIL	NIL
No of shareholders in								

“Public” – 4,483								
<b>Total (4)(a+b)</b>	<b>6,61,190</b>	<b>25.77</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>GRAND TOTAL (1+2+3+4)</b>	<b>25,66,000</b>	<b>100</b>	<b>300</b>	<b>0.01</b>	<b>6,61,190</b>	<b>25.77</b>	<b>25,66,000</b>	<b>100</b>

<sup>(1)</sup> Prior to completion of the Underlying Transaction, Kagome directly held 300 (three hundred) Equity Shares representing approximately 0.01% (zero point zero one percent) of the Equity Share Capital, which pursuant to the completion of the Underlying Transaction have been transferred to the Acquirer, and as on the date of this Letter of Offer are held by the Acquirer.

<sup>(2)</sup> As on the date of this Letter of Offer, the Indian Parent Company holds 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital. The entire shareholding of the Indian Parent Company is held by the Offshore Parent Company. Pursuant to the completion of the Underlying Transaction and the SPA, the Acquirer has acquired the entire shareholding of the Offshore Parent Company, and therefore has indirectly acquired 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital.

<sup>(3)</sup> In addition to such direct holding of 6,61,490 (six lakh sixty one thousand four hundred and ninety) Equity Shares representing approximately 25.78% (twenty five point seventy eight percent) of the Equity Share Capital, the Acquirer also indirectly holds 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital (mentioned at 1(b) in the table above), pursuant to the Underlying Transaction.

Note: The Acquirer has also indirectly acquired 59,530 (fifty nine thousand five hundred and thirty) Preference Shares (representing 100% (one hundred percent) of the Preference Share Capital), through the Offshore Parent Company and the Indian Parent Company, upon completion of the Underlying Transaction.

## 6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of Offer Price

6.1.1 The Offer Price is INR 5,323.87 (Indian Rupees five thousand three hundred and twenty three point eighty seven) per Equity Share.

6.1.2 The Equity Shares are listed on the BSE and the NSE.

6.1.3 The trading turnover of the Equity Shares, based on the trading volume in the Equity Shares on the BSE during August 1, 2016 to July 31, 2017, 12 (twelve) calendar months preceding the month in which the PA is issued and NSE during March 23, 2017 to July 31, 2017, was as follows:

Stock Exchange	Number of Equity Shares traded	Total number of listed Equity Shares	Trading turnover (as a percentage of the total listed Equity Shares)
BSE	4,32,004	2,566,000	16.84%
NSE	2,02,602	2,566,000	7.90%

(Source: <http://www.bseindia.com/> and <https://www.nseindia.com/>)

For the purposes of determining whether or not the Equity Shares are frequently traded, share trading data for the 12 (twelve) month period prior to the month in which the public announcement (to the extent available) has been used, in accordance with Regulation 13(2)(f) of the SEBI (SAST) Regulations, for BSE. The Equity Shares began trading on the NSE on March 23, 2017.

6.1.4 Since the Equity Shares have an annual trading turnover of 10% (ten percent) or more of the total listed shares on BSE where they are traded, under Regulation 2(1)(j) of the SEBI (SAST)

Regulations, the Equity Shares are considered to be frequently traded on BSE. The Equity Shares began trading on NSE on March 23, 2017.

- 6.1.5 Under the terms of Regulation 8(2) of the SEBI (SAST) Regulations, the Acquirer, the PAC and the Manager to the Offer believe that the Offer Price is justified in view of the following:

Sr. No.	Particulars	Price per Equity Share
(a)	The highest negotiated price per Equity Share of the Target Company for any acquisition under the SPA attracting the obligation to make the PA for the Offer.	INR 3,778.65
(b)	The volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 52 (fifty-two) weeks immediately preceding the date of the PA, being August 14, 2017.	N.A.
(c)	The highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 26 (twenty-six) weeks immediately preceding the date of the PA, being August 14, 2017	N.A.
(d)	The volume-weighted average market price of the Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of the PA, being August 14, 2017 as traded on NSE (i.e. the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period).	INR 5,323.87
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer, PAC and the Manager to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	N.A.
(f)	The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations.	INR 2,607.61

- 6.1.6 The following table sets forth the 60 (sixty) day volume-weighted average price of the Target Company's shares on NSE:

Period	Total Traded Equity Shares	Total Turnover (INR)	Volume-weighted Average Price (INR)
May 19, 2017 – August 11, 2017	144,577	769,708,611	5,323.87

- 6.1.7 M/s. R D Sarfare & Co, Chartered Accountants (Registration Number FRN – 133394W), located at 305, 3<sup>rd</sup> floor, D/8, Shan Building, Sion (East), Mumbai – 400 037, in its report dated August 14, 2017, has confirmed the aforementioned computation of the Offer Price. The Ancillary Agreements and Preference Shares are not relevant for the computation of the Offer Price. The Offer Price of INR 5,323.87 (Indian Rupees five thousand three hundred and twenty three point eighty seven) per Equity Share has been determined in accordance with Regulation 8 of the SEBI (SAST) Regulations.

- 6.1.8 The Board of Directors of the Target Company at its meeting held on May 16, 2017 recommended a dividend of INR 2 (Indian Rupees two) per Equity Share subject to the approval of the shareholders of the Target Company. The shareholders of the Target Company have at their annual general meeting held on September 20, 2017 approved the dividend of INR 2 (Indian Rupees two) per Equity Share. Subject to the foregoing, since the date of the

PA, there have been no corporate actions announced/taken by the Target Company warranting an adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. (Source: <http://www.bseindia.com/> and <https://www.nseindia.com/>).

- 6.1.9 There has been no revision to the Offer Price or Offer Size since the date of the PA. The Offer Price may be adjusted in the event that certain corporate actions are undertaken by the Target Company, such as bonuses, right issues, stock splits, consolidations, payment of dividends, demergers, and reduction in share capital where the record date for effecting any such corporate action falls between the date of the PA and a date which is up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.10 In case of the acquisition of the Equity Shares by the Acquirer and/or the PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be increased so that it is equal to or more than the highest price paid for such acquisition in accordance with Regulation 8(8) of the SEBI (SAST) Regulations. The Acquirer and/or the PAC shall not acquire any Equity Shares after the 3<sup>rd</sup> (third) Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer. An increase to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be implemented at any time prior to the commencement of the last 3 (three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and/or the PAC shall *inter alia*: (i) make a public announcement in the same Newspapers (i.e. newspapers in which the DPS has been published); and (ii) simultaneously with the issue of such announcement, inform the SEBI, the BSE, the NSE and the Target Company at its registered office of such revision.

## 6.2 Financial Arrangement

- 6.2.1 The total funding requirement for this Offer (excluding securities transaction tax and other charges related to the transaction) assuming full acceptance of this Offer by the Eligible Public Shareholders is INR 352,00,89,605.30 (Indian Rupees three hundred and fifty two crore eighty nine thousand six hundred and five point thirty).
- 6.2.2 In accordance with Regulation 25(1) of the SEBI Takeover Regulations, the Acquirer and the PAC have made firm financial arrangements in order to fulfill their payment obligations under this Offer, and the Acquirer and the PAC have adequate resources and the financial capability to implement this Offer. The Equity Shares validly tendered and accepted under the Offer shall be acquired by the Acquirer. The source of funds to meet the obligations of the Acquirer under the Offer consists of the line of credit from the PAC to the Acquirer under the Credit Agreement. Please see paragraph 3.1.9 (*Details of this Offer*) above for details. The PAC's source of funds is cash from its operations.
- 6.2.3 Pursuant to Regulation 17 of the SEBI (SAST) Regulations, the Acquirer, the Escrow Agent, and the Manager to the Offer have entered into the Offer Escrow Agreement. Pursuant to the Offer Escrow Agreement, the Acquirer has opened the Offer Escrow Account with account number 21618004 and account name: 'TBEL OPEN OFFER ESCROW ACCOUNT' with the Escrow Agent and, as required under Regulations 17(1) and 22(2) of the SEBI (SAST) Regulations, deposited a sum of INR 352,46,14,328.49 (Indian Rupees three hundred and fifty two crore forty six lakh fourteen thousand three hundred and twenty eight point four nine) which is more than the amount required under Regulations 17(1) and 22(2) of the SEBI (SAST) Regulations (*viz.* at least 100% (one hundred percent) of the Maximum Consideration), in the Offer Escrow Account. The Manager to the Offer has been authorized by the Acquirer to operate and realize the monies lying to the credit of the Offer Escrow Account under the SEBI (SAST) Regulations. The Escrow Agent is Citibank N.A. located at FIFC, 11<sup>th</sup> Floor, C-54 & C-55, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051.
- 6.2.4 Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirer has agreed to open the Offer Special Escrow Account with the Escrow Agent under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has

been authorized by the Acquirer to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.

- 6.2.5 In case of any increase in the Offer Price and/ or the Offer Size, prior to effecting such increase, the Acquirer shall deposit additional cash in the Offer Escrow Account to reflect such increase, so that the funds in the Offer Escrow Account represent at least 100% (one hundred percent) of the revised Maximum Consideration, in accordance with Regulations 17(2) and 22(2) of the SEBI (SAST) Regulations.
- 6.2.6 The Acquirer and the PAC have on November 2, 2017 deposited more than 100% (one hundred percent) of the Maximum Consideration in cash in the Offer Escrow Account prior to the completion of the Underlying Transaction in accordance with provisions of Regulation 22(2) of the SEBI (SAST) Regulations.
- 6.2.7 M/s. R D Sarfare & Co, the Chartered Accountants (Registration Number FRN – 133394W, and registration certificate dated March 31, 2012), located at 305, 3<sup>rd</sup> floor, D/8, Shan Building, Sion (East), Mumbai – 400 037, Tel / Fax No: +91-22-2292 5534, has confirmed, by way of a certificate dated August 14, 2017, that the Acquirer and the PAC have adequate financial resources through verifiable means available and earmarked to meet their payment obligations under the Offer.
- 6.2.8 On the basis of the aforesaid financial arrangements and the Chartered Accountants' certificate mentioned in paragraph 6.2.7 (*Offer Price and Financial Arrangements*) above, the Manager to the Offer is satisfied that firm financial arrangements have been put in place by the Acquirer and the PAC to fulfill their payment obligations in relation to the Offer, through verifiable means, in accordance with the SEBI (SAST) Regulations.

## **7 TERMS AND CONDITIONS OF THIS OFFER**

- 7.1 This Offer is being made by the Acquirer and the PAC to (i) all the Eligible Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on Friday, November 03, 2017, which is the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories and who are Eligible Public Shareholders, as of the close of business on Friday, November 03, 2017, which is the Identified Date; and (iii) those Eligible Public Shareholders who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, Thursday, November 30, 2017, but who are not the registered Eligible Public Shareholders.
- 7.2 This Offer is being made by the Acquirer and the PAC to all the Eligible Public Shareholders, to acquire up to 6,61,190 (six lakh sixty one thousand one hundred and ninety) Equity Shares, representing approximately 25.77% (twenty five point seventy seven percent) of the Equity Share Capital, subject to the terms and conditions mentioned in the PA, the DPS and the Letter of Offer.
- 7.3 All Equity Shares validly tendered in the Offer by the Eligible Public Shareholders will be acquired by the Acquirer in accordance with applicable law and the terms set out in the PA, DPS and the Letter of Offer.
- 7.4 This Offer is not conditional upon any minimum level of acceptance under the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.5 This Offer is not a competing offer under the terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.6 There has been no revision in the Offer Price or to the Offer Size since the date of the PA as of the date of this Letter of Offer. The Offer Price may be adjusted in the event of any corporate actions, such as bonuses, right issues, stock splits, consolidations, payment of dividends, demergers, and reduction in share capital where the record date for effecting such corporate actions falls between the date of the PA up to 3 (three) Working Days prior to the commencement of Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- 7.7 In the case of the acquisition of the Equity Shares by the Acquirer and/or the PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be increased so that it is equal to or more than the highest price paid for such acquisition, in accordance with Regulation 8(8) of the SEBI (SAST) Regulations. The Acquirer and/or the PAC may not acquire any Equity Shares after the 3<sup>rd</sup> (third) Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.

- 7.8 An increase to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be implemented at any time prior to the commencement of the last 3 (three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PAC shall: (i) make a public announcement in the Newspapers (i.e. newspapers in which the DPS has been published); and (ii) simultaneously with the issue of such announcement, inform the SEBI, the BSE, the NSE and the Target Company at its registered office of such revision.
- 7.9 Accidental omission to dispatch the Letter of Offer to any Eligible Public Shareholders to whom this Offer has been made or non-receipt of the Letter of Offer by any such Eligible Public Shareholders shall not invalidate this Offer in any way.
- 7.10 The Identified Date for this Offer as per the schedule of activity is Friday, November 03, 2017.
- 7.11 The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (one) only.
- 7.12 Each Eligible Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer. The acceptance of this Offer is entirely at the discretion of the Eligible Public Shareholders. The acceptance of this Offer must be unconditional, absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect, will be rejected without assigning any reason whatsoever.
- 7.13 The Eligible Public Shareholders should ensure that they are not restricted under law, contract or otherwise to participate in this Offer.
- 7.14 The Eligible Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares that are validly tendered and accepted in this Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereof.
- 7.15 Any Equity Shares that are the subject matter of litigation or are held in abeyance subject to pending court cases, attachment orders or restriction from other statutory authorities wherein the Eligible Public Shareholder may be precluded from transferring the Equity Shares during pendency of such proceedings, orders or restrictions, may be rejected if directions or orders are passed regarding the free transferability of such Equity Shares tendered under the Open Offer prior to the Closure of the Tendering Period
- 7.16 There are no Equity Shares which are subject to any lock-in conditions.
- 7.17 The Tendering Period will open on Friday, November 17, 2017 and close on Thursday, November 30, 2017.
- 7.18 The acceptance of this Offer is entirely at the discretion of the Eligible Public Shareholder(s). The acceptance of this Offer by the Eligible Public Shareholders must be absolute and unqualified. In accordance with the provisions of Regulation 18(9) of the SEBI (SAST) Regulations, the Eligible Public Shareholders who have accepted the Offer by tendering their Equity Shares and requisite documents in terms of the PA, the DPS and the Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period.
- 7.19 The Acquirer, the Manager to the Offer or the Registrar to the Offer and/or the PAC will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
- 7.20 The acceptance of the Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.21 The personal information of the Eligible Public Shareholders will be held and processed by the Manager to the Offer, Registrar to the Offer, Escrow Agent and their respective affiliates, sub-contractors, agents and representatives pursuant to this Offer. Such information may be disclosed, as required under applicable law.
- 7.22 Each Eligible Public Shareholder participating in the Offer, with respect to itself only, shall, as on the date of tendering of Equity Shares by him/her/it, be deemed to be representing and warranting to the Acquirer, the PAC and the Manager to the Offer that his/her/its participation in the Offer is in compliance with the terms of the Offer set out in the PA, the DPS and the Letter of Offer.

## **8 STATUTORY AND OTHER APPROVALS**

- 8.1 As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer and the PAC, there are no statutory approvals required by the Acquirer and/or the PAC to complete this Offer. However, in case any statutory approvals are required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals, and the Acquirer and/or the PAC, as applicable, shall make the necessary applications for such approvals.
- 8.2 NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Eligible Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered pursuant to this Offer. If the Equity Shares are held under the general permission of the RBI, non-resident Shareholders should state that the Equity Shares are held under such general permission and whether such Equity Shares are held on a repatriable basis or a non repatriable basis.
- 8.3 In case of a delay in the receipt/non-receipt of any statutory approvals which may be required by the Acquirer and/or the PAC, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Eligible Public Shareholders of the Target Company for delay, at a rate specified by SEBI from at such time.
- 8.4 Where any statutory approval required to undertake the Offer extends to some but not all of the Eligible Public Shareholders, the Acquirer will have the option to make payment to such Eligible Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 8.5 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that any statutory approval for the Offer is not received (if any are applicable) then the Acquirer and the PAC shall have the right to withdraw the Offer. To the best of the knowledge of the Acquirer and the PAC, no such event or action, which would allow the Acquirer or PAC to withdraw the Offer, has occurred as of the date hereof. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, stating the reasons for the withdrawal, in the Newspapers (i.e. newspapers in which the DPS has been published) and such public announcement will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

## **9 COMPLIANCE WITH TAX REQUIREMENTS:**

- 9.1 Under the current provisions of the Income Tax Act, gains arising from the sale of equity shares in an Indian company are generally taxable in India either as capital gains under Section 45 of the Income Tax Act or as business profits, depending on the facts and circumstances of the case. Further, Section 2(14) of the Income Tax Act has provided for deemed characterization to securities held by FIIs / FPIs as capital assets and therefore, the gains arising in the hands of FIIs / FPIs will be taxable in India as capital gains.
- 9.2 **Capital Gains**
- 9.2.1 Unless specifically exempted, 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 generally not be subject to capital gains tax in India if securities transaction tax has been paid on the transaction (except in certain specific cases). Securities transaction tax will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realized 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.

- 9.2.2 Taxability of capital gain arising to a non-resident in India from the sale of equity shares shall be determined basis the provisions of the Income Tax Act or the DTAA entered between India and country of which the non-resident seller is resident, subject to satisfaction of certain prescribed conditions.
- 9.3 Business Profits
- 9.3.1 Where the gains realized from the sale of listed equity shares are taxable as business profits, the same will be taxable at applicable tax rates to such Eligible Public Shareholders.
- 9.4 Tax deduction at source
- 9.4.1 In case of resident Eligible Public Shareholders: the Acquirer shall not deduct tax on the consideration payable to resident Eligible Public Shareholders pursuant to the offer.
- 9.4.2 In case of non-resident Eligible Public Shareholders: the Acquirer will not deduct income-tax at source on the consideration payable to non-resident Eligible Public Shareholders as there is no ability for the Acquirer or the PAC to deduct taxes since the payment will be routed through the stock exchange and there will be no direct payment by the Acquirer to the non-resident Eligible Public Shareholders. The responsibility to discharge tax due on the gains (if any) is on the non-resident Eligible Public Shareholder. It is therefore recommended that the non-resident Eligible Public Shareholders consult their custodians / authorized dealers / tax advisors appropriately.
- 9.4.3 However, in case of interest payments, if any, paid by the Acquirer to resident and non-resident Eligible Public Shareholders for delay in payment of Offer Price or a part thereof, the Acquirer will deduct taxes at source at the applicable rates under the Income Tax Act, so long as PAN is submitted by the Eligible Public Shareholders. In case PAN is not submitted or is invalid or does not belong to the Eligible Public Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% (twenty per cent) or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.
- 9.4.4 The TDS on interest payment mentioned above is subject to the following exemptions:
- (i) In case of resident Eligible Public Shareholders:
- (1) There will be no TDS on interest if interest payable does not exceed INR 5,000 (Indian Rupees five thousand).
  - (2) There will be no TDS in the case of an Eligible Public Shareholder other than a company or firm if a self-declaration in Form 15G or Form 15H is furnished to the Acquirer.
  - (3) There will be no TDS in the case of a SEBI registered mutual fund as per Section 10(23D) of the Income Tax Act.
  - (4) There will be no TDS in the case of bank or entity covered by exception provided in Section 194A(3)(iii) of the Income Tax Act.
  - (5) There will be no TDS for any entity which is exempted as such by any notification issued under Section 197A (1F) of the Income Tax Act.
  - (6) Nil or lower rate of TDS (as applicable) will be applied if the Eligible Public Shareholder furnishes certificate from the Income Tax authorities under Section 197 of the Income Tax Act.
- (ii) In case of non-resident Eligible Public Shareholders:
- (1) Nil or lower rate of TDS (as applicable) will be applied if the Eligible Public Shareholder claiming benefit under any DTAA between India and any foreign country furnishes 'Tax Residency Certificate' provided to him/ her/ it by the income tax authority of such other foreign country of which he/ she/ it claims to be a tax resident and such other details or forms as required by the Income Tax Act and requested by the Acquirer. For this purpose, the Eligible Public Shareholder shall also represent that he/ she / it is eligible to claim benefits under the aforesaid treaty.

- (2) Nil or lower rate of TDS (as applicable) will be applied if the Eligible Public Shareholder furnishes certificate from the Income Tax authorities under Section 197 of the Income Tax Act.
- 9.4.5 Notwithstanding any of the above, in case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, taxes shall be deducted at the maximum rate, as may be applicable to the relevant category to which the Eligible Public Shareholder belongs under the Income Tax Act, on the amount of interest payable to such Eligible Public Shareholders.
- 9.5 Documents to be provided
- 9.5.1 Resident Eligible Public Shareholders claiming that no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit any of the following documents, as may be applicable:
- (i) Self-attested copy of PAN
  - (ii) In the case of resident Eligible Public Shareholder not being a company or firm, a self declaration in Form 15G or Form 15H (in duplicate), as may be applicable. The self declaration in Form 15G or Form 15H would not be valid unless the Eligible Public Shareholder furnishes PAN in such declaration.
  - (iii) Certificate under Section 197 of the Income Tax Act from the income-tax authorities indicating the amount of tax to be deducted by the Acquirer.
  - (iv) SEBI registration certificate as a mutual fund.
  - (v) Documentary evidence in support of the claim that the Eligible Public Shareholder is a bank or entity covered in Section 194A(3)(iii) of the Income Tax Act.
  - (vi) SEBI registration certificate issued as Category I or Category II Alternative Investment Fund if the shareholder to claims exemption from tax deduction under Section 197A (1F) of the Income Tax Act.
- 9.5.2 Non-Resident Eligible Public Shareholders claiming that no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit any of the following documents, as may be applicable:
- (i) Self-attested copy of PAN
  - (ii) Certificate under Section 197 of the Income Tax Act from the income-tax authorities indicating the amount of tax to be deducted by the Acquirer / PAC
  - (iii) 'Tax Residency Certificate' issued to the Eligible Public Shareholder by the income tax authority of a foreign country of which he / it claims to be a tax resident, where the Eligible Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Eligible Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act.
  - (iv) Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- 9.6 Issue of TDS certificate
- 9.6.1 The Acquirer will issue a certificate in the prescribed form to the Eligible Public Shareholders (resident and non-resident) who have been paid the consideration and interest, if any, after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

**ELIGIBLE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE OPEN OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER OR THE PAC DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY ELIGIBLE PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.**

## **10 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER**

- 10.1 All Eligible Public Shareholders whether holding Equity Shares in dematerialized form or physical form, registered or unregistered, are eligible to participate in the Offer any time before Closure of the Tendering Period.
- 10.2 The Offer will be implemented through stock exchange mechanism made available by the BSE in the form of separate trading window (i.e. the acquisition window) as provided under the SEBI (SAST) Regulations, the SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as amended from time to time, and notices / guidelines issued by the BSE and the Clearing Corporation in relation to the mechanism / process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.
- 10.3 The BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Offer.
- 10.4 All the Eligible Public Shareholders who desire to tender their Equity Shares under the Offer should consult with their respective depository participant and their respective Selling Brokers to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.
- 10.5 The Acquirer has appointed Morgan Stanley India Company Private Limited as its 'Buying Broker' for the Offer through whom the purchases and settlement of the Offer Shares tendered under the Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- (a) Name: Morgan Stanley India Company Private Limited
  - (b) Address: 18F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400013, India
  - (c) Contact Person: Mr. Seshanka Palukuri
  - (d) Tel.: +91 (0)22 6118 1000
- 10.6 The acquisition window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. During the Tendering Period, the tender of the Equity Shares (in demat and physical form) by the Eligible Public Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.
- 10.7 The cumulative quantity tendered shall be displayed on the Designated Stock Exchange website throughout the trading session at specific intervals by the Designated Stock Exchange during Tendering Period.
- 10.8 Modification/ cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 10.9 Eligible Public Shareholders can tender their Equity Shares only through their respective Selling Broker with whom such Eligible Public Shareholders are registered as a client (i.e. KYC compliant). The Eligible Public Shareholders are advised to consult their respective Selling Broker in relation to the documents required by them in this behalf.
- 10.10 Procedure for tendering Equity Shares held in dematerialised form:
- (a) The Eligible Public Shareholders who are holding Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the Eligible Public Shareholder's demat account details and the details of Equity Shares such Eligible Public Shareholder intends to tender in this Offer.
  - (b) The Eligible Public Shareholders intending to tender Equity Shares are required, through their respective depository participant, to transfer or earmark the Equity Shares intended to be tendered to the early pay-in account of the Clearing Corporation or for the benefit of the

Clearing Corporation, as the case may be. Such Eligible Public Shareholders shall earmark / provide early pay-in of demat. Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.

- (c) For custodian participant, the Equity Shares held in demat. mode, shall be tendered prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 P.M. on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- (d) Eligible Public Shareholders shall submit delivery instruction slip duly filled in specifying the appropriate market type in relation to the Offer, and execution date along with all other details to their respective depository participant / Selling Broker so that the Equity Shares can be tendered in this Offer.
- (e) Upon placing the bid, the Selling Broker(s) should provide TRS to the Eligible Public Shareholder. TRS will contain details of order submitted like bid identification number, depository participant identification, client identification number, number of Equity Shares tendered, etc.
- (f) The Eligible Public Shareholders will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC code, keep their depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection.
- (g) The resident Eligible Public Shareholders (i.e. Eligible Public Shareholders residing in India) holding Equity Shares in demat. mode, are not required to fill any Form of Acceptance-cum-Acknowledgement. The Eligible Public Shareholders are advised to retain the acknowledged copy of the delivery instruction slip and the TRS till the completion of Offer Period.
- (h) All non-resident Eligible Public Shareholders (i.e. Eligible Public Shareholders not residing in India including NRIs and OCBs) holding physical and/or demat Equity Shares are mandatorily required to fill the Form of Acceptance-Cum-Acknowledgement. The non-resident Eligible Public Shareholders holding Equity Shares in demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents (including the documents and information identified in paragraphs 7.15 (*Terms and Conditions of this Offer*), 8.2 (*Statutory and Other Approvals*) and 9 (*Compliance with Tax Requirements*) above) to the Registrar to the Offer at its address given on the cover page of the Letter of Offer. The envelope should be super scribed as “Tasty Bite Eatables Limited Open Offer”. Detailed procedure for tendering Equity Shares will be included in the Form of Acceptance-cum-Acknowledgment.
- (i) In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before the Closure of the Tendering Period.

10.11 Procedure for tendering Equity Shares held in Physical Form:

- (a) The Eligible Public Shareholders (resident and non-resident) who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach their respective Selling Broker and submit complete set of documents for verification procedure, as mentioned below:
  - (i) Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, by sole/joint Eligible Public 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 Company.
  - (ii) Original share certificate(s).
  - (iii) Valid share transfer deed(s) (Form SH-4) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged

with the Target Company and duly witnessed at the appropriate place. Form SH-4 may also be obtained from the Registrar to the Offer.

- (iv) Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors).
  - (v) Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
  - (vi) Self-attested copy of address proof such as valid Aadhar card, voter identity card, passport.
  - (vii) Documents and information identified in paragraphs 7.15 (*Terms and Conditions of this Offer*), 8.2 (*Statutory and Other Approvals*) and 9 (*Compliance with Tax Requirements*) above.
- (b) The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS, which will contain the details of order submitted like folio number, certificate number, distinct numbers, number of shares, etc.
  - (c) After placement of order, as mentioned in point (b) above, the Selling Broker(s) / Eligible Public Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents (as mentioned in point (a)) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page of the Letter of Offer) within 2 (two) days from the date of the above order, or if the above order is placed on the closing date of the Tendering Period, within 2 (two) days from the Closure of the Tendering Period (by 5:00 P.M.). The envelope should be super scribed as “Tasty Bite Eatables Limited Open Offer”.
  - (d) Eligible Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
  - (e) Additional details on tendering Equity Shares is included in the Form of Acceptance-cum-Acknowledgment.

#### 10.12 Procedure for tendering the shares in case of non-receipt of Letter of Offer

Eligible Public Shareholders 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 participate in this Offer by: (a) download the Letter of Offer along with the Form of Acceptance-cum-Acknowledgment 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, or (b) submitting an application on a plain paper to their Selling Broker giving details regarding their shareholding and confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in PA, the DPS and the Letter of Offer and submitting all required documents as identified above.

#### 10.13 Settlement Process

- (a) On Closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager to the Offer, the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- (b) The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Eligible Public Shareholders will receive funds payout directly in their respective bank accounts (in case of Equity Shares held in demat. mode, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of Equity Shares held in physical form).

However, in the event that the pay-outs are rejected by the Eligible Public Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Public Shareholders.

- (c) The Eligible Public Shareholders who intend to participate in the Offer should consult their Selling Brokers for any cost, applicable taxes charges and expenses (including brokerage) that may be levied by the Selling Broker upon the Eligible Public Shareholders for tendering Equity Shares in the Offer and the Eligible Public Shareholders will be required to independently settle such costs, applicable taxes charges and expenses or other charges (if any). The Acquirer, the PAC and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) which are to be incurred solely by the Eligible Public Shareholders.
  - (d) The funds payout pertaining to the bids of non-resident Eligible Public Shareholders which are not settled through custodians, will be transferred to the Selling Broker's settlement accounts, whereas funds payout pertaining to the bids of non-resident Eligible Public Shareholders which are settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
  - (e) The direct credit of Equity Shares shall be given to the demat account of Acquirer indicated by the Buying Broker.
  - (f) The Eligible Public Shareholders will have to ensure that they keep their depository participant account active and unblocked to receive credit in case of return of the Equity Shares, due to rejection or due to non-acceptance of the Equity Shares under the Offer.
  - (g) Once the basis of acceptance is finalised, the Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. The Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Buying Broker who will in-turn transfer them to the demat account of Acquirer.
  - (h) In case of partial or non-acceptance of orders the balance demat Equity Shares shall be returned directly to the demat accounts of the Eligible Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Eligible Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Eligible Public Shareholders.
  - (i) Any physical Equity Shares, to the extent tendered but not accepted, will be returned to the Eligible Public Shareholder(s) directly by the Registrar to the Offer. The Company is authorized to split the share certificate and issue new share certificates for the unaccepted Equity Shares, in case the Equity Shares accepted in the Offer are less than the Equity Shares tendered by the Eligible Public Shareholders holding the Equity Shares in physical form.
  - (j) 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 Eligible Public 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 tended under the Offer.
- 10.14 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 Eligible Public Shareholders of the Target Company who have accepted the Offer within the Tendering 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. Please see paragraph 8.3 (*Statutory and Other Approvals*) above for details.
- 10.15 In case of interest payments, if any, to be paid by the Acquirer for delay in payment of Offer Price or a part thereof, the same shall be ascertained by the Manager to the Offer at a rate specified by SEBI, at such time, and subject to the terms of paragraph 9 (*Compliance with Tax Requirements*) above, and paid to the Eligible Public Shareholders *via* the Registrar to the Offer. Interest will be paid into the

bank account as per the details taken from the record of the depository participant or specified in the Form of Acceptance-cum-Acknowledgement, as the case may be.

## **11 DOCUMENTS FOR INSPECTION**

- 11.1 The following documents will be available for inspection to the Eligible Public Shareholders at the office of the Manager to the Offer at 18F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400013, India, between 10 a.m. and 5 p.m. on all Working Days (except Saturdays, Sundays and bank holidays) during the course of the Tendering Period i.e. from Friday, November 17, 2017 until Thursday, November 30, 2017:
- 11.1.1 Certified true copies of the certificates of incorporation and constitution documents of the Acquirer and the PAC;
  - 11.1.2 Copy of the financial statements of the Acquirer and the PAC for their last 3 (three) financial years;
  - 11.1.3 Copy of the audited annual reports of the Target Company for its last 3 (three) financial years, and the limited reviewed financial statements of the Target Company for the quarter ended June 30, 2017;
  - 11.1.4 Copy of the SPA and each of the Ancillary Agreements;
  - 11.1.5 Credit Agreement dated August 3, 2017 between the Acquirer and the PAC;
  - 11.1.6 Copy of the certificate dated August 14, 2017, issued by R D Sarfare & Co, Chartered Accountants certifying the adequacy of financial resources of the Acquirer and the PAC to fulfill the Offer obligations;
  - 11.1.7 Copy of the Report dated August 14, 2017, issued by R D Sarfare & Co, Chartered Accountants confirming that the Offer is a deemed direct acquisition in accordance with the Regulation 5(2) of the SEBI (SAST) Regulations and confirming the aforementioned computation of the Offer Price;
  - 11.1.8 Copy of the Offer Escrow Agreement and letter issued by Escrow Agent confirming the amount kept in the Offer Escrow Account;
  - 11.1.9 Copy of the PA and the DPS;
  - 11.1.10 SEBI observation letter no. CFD/DCR/OW/2017/26678 dated November 1, 2017 on the Draft Letter of Offer; and
  - 11.1.11 Copy of the recommendation to be made by the Target Company's committee of independent directors, as issued under Regulation 26(7) of the SEBI (SAST) Regulations.

## **12 DECLARATION BY THE ACQUIRER AND THE PAC**

- 12.1 The Acquirer and the PAC and their respective directors (as applicable) accept full responsibility for the information contained in this Letter of Offer, including the attached Form of Acceptance cum Acknowledgement (other than information regarding the Offshore Parent Company, the Indian Parent Company, Kagome, ASG and the Target Company and the information that has been obtained from public sources, which has not been independently verified by the Acquirer, the PAC or the Manager to the Offer).
- 12.2 The Acquirer and the PAC are jointly and severally responsible for the fulfillment of their obligations under the Offer and ensuring compliance with the SEBI (SAST) Regulations in respect of this Offer.
- 12.3 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.
- 12.4 The persons signing this Letter of Offer on behalf of the Acquirer and the PAC have been duly and legally authorized by their respective board of directors to sign this Letter of Offer.

**Place:** Mumbai, India

**Date:** November 7, 2017

**For and on behalf of the Acquirer and the PAC**

**For Effem Holdings Limited  
(Acquirer)**

**For Mars Nederland BV  
(PAC)**

Sd/-

Sd/-

**Name: Alistair Mackworth Gee  
Designation: Authorized Signatory**

**Name: Alistair Mackworth Gee  
Designation: Authorized Signatory**

Sd/-

Sd/-

**Name: Peter Seka  
Designation: Authorized Signatory**

**Name: Peter Seka  
Designation: Authorized Signatory**

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

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

Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer.

All non-resident Eligible Public Shareholder (holding physical and/or demat Equity shares) and resident Eligible Public Shareholders holding physical Equity Shares are mandatorily required to fill this Form of Acceptance-Cum-Acknowledgement (“Form”). Such Eligible Public Shareholders are required to send this Form with enclosures, directly or through their respective Selling Broker, to the Registrar to the Offer at the address given below.

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT TASTY BITE EATABLES LIMITED**

<b>From</b>		
<b>Name:</b>		
<b>Address:</b>		
<b>Tel. No.:</b>	<b>Fax No.:</b>	<b>E-mail:</b>

<b>OFFER</b>
Opens on: November 17, 2017
Closes on: November 30, 2017

To,  
**Karvy Computershare Private Limited**  
**Unit: Tasty Bite Eatables - Open Offer**  
**SEBI Regn. No. INR000000221**  
 Karvy Selenium Tower B,  
 Plot No.31 & 32, Gachibowli,  
 Financial District, Nanakramguda,  
 Hyderabad – 500032, Telengana, India.  
 Email ID: murali.m@karvy.com; tbel.openoffer@karvy.com  
 Contact Person: Mr. M. Murali Krishna.

**Sub: Open offer for acquisition of up to 6,61,190 (six lakh sixty one thousand one hundred and ninety) Equity Shares of Tasty Bite Eatables Limited (“Target Company”), from the Eligible Public Shareholders of the Target Company by Effem Holdings Limited (“Acquirer”) together with Mars Nederland BV (“PAC”), as the person acting in concert with the Acquirer (“Offer”).**

Dear Sir,

I / We refer to the Letter of Offer dated November 7, 2017 for acquiring Equity Shares held by me / us in Tasty Bite Eatables Limited.

I / We, the undersigned, have read the Letter of Offer and understood its contents, including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

I / We acknowledge and confirm that all the particulars / statements given herein are true and correct.

<b>Name (in BLOCK LETTERS)</b>	<b>Holder</b>	<b>Name of the shareholder(s)</b>	<b>Permanent Account Number (PAN)</b>
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s) for physical shareholders)	Sole / First		
	Second		
	Third		
<b>Contact Number(s) of the First Holder</b>	<b>Tel No. (with STD Code):</b>		<b>Mobile No.:</b>
	<b>Fax No. (with STD Code):</b>		
<b>Full Address of the First Holder (with pin code)</b>			

<b>Email address of First Holder</b>	
<b>Date of incorporation (if applicable)</b>	

**For all Eligible Public Shareholders holding Equity Shares in physical form**

I / We, confirm that our residential status under the Income Tax Act is ( $\surd$  *whichever is applicable*):

- Resident  
 Non-resident

I / We, holding the Equity Shares in physical form, 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.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
1					
2					
3					
4					
<b>Total</b>					

*(In case of insufficient space, please use an additional sheet and authenticate the same)*

**Enclosures** (*please provide the following and  $\surd$  whichever is applicable*)

- Original Equity Share certificates
- Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered Eligible Public Shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- Photocopy of Transaction Registration Slip (TRS)
- Self attested copy of PAN card of all the transferor(s)
- Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license
- Any other relevant document (but not limited to) such as power of attorney (if any person apart from the Eligible Public Shareholder has signed the Form), corporate authorization (including board resolution / specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased etc., as applicable.

Eligible Public Shareholders should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted.

**For all Eligible Public Shareholders (demat and physical holders)**

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer, are free from charges, equitable interests and encumbrances and will be transferred together with the rights attached thereto, including all rights to dividend, bonus and rights offer, if any, declared hereafter and that I / we have obtained any necessary consents to sell the Equity Shares on the foregoing basis.

I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my/our right to tender Equity Shares for Offer and that I / we am / are legally entitled to tender the Equity Shares for the Offer. I / We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the certificates, documents and signatures, as applicable submitted along with this Form. I / We undertake to return to

Acquirer any Offer consideration that may be wrongfully received by me/us.

I / We am / are not debarred from dealing in shares or securities.

In case of Eligible Public Shareholders holding Equity Shares in physical form, 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 / Clearing Corporation in trust for me / us till the date Acquirer 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 me / us, as the case may be. *(Strikeout if not applicable)*

I / We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer, and I / we further authorize the Acquirer to return to me / us the Equity Shares (including the share certificate(s)) in respect of which the Open Offer is not found valid / not accepted without specifying the reasons thereof.

In case of Eligible Public Shareholders holding Equity Shares in physical form, I / we further agree to receive a single share certificate for the unaccepted Equity Shares in physical form. *(Strikeout if not applicable)*

In case of Eligible Public Shareholders holding Equity Shares in demat form, I / we note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer. *(Strikeout if not applicable)*

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, I / we will indemnify Acquirer and PAC for such income tax demand (including interest, penalty, etc.) and provide Acquirer and PAC with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We have enclosed all documents required under paragraph 9 *(Compliance with Tax Requirements)* of the Letter of Offer.

I / We confirm that I / we are in compliance with the terms of the Offer set out in the PA, the DPS and the Letter of Offer.

**Status of shareholders:**

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FPI–Corporate	<input type="checkbox"/> FPI–Others	<input type="checkbox"/> Indian Company
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Pension/Provident	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/LLP
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs–repatriable	<input type="checkbox"/> NRIs/PIOs–non-repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> Indian Trust
<input type="checkbox"/> Banks	<input type="checkbox"/> FVCI	<input type="checkbox"/> Insurance Company	<input type="checkbox"/> Others – please specify:	

In case of non-resident Eligible Public Shareholders, I / we confirm that our investment status is (please provide supporting documents and √ whichever is applicable):

- FDI route
- PIS route
- Any other – please specify \_\_\_\_\_

In case of non-resident Eligible Public Shareholders, I / We confirm that the Equity Shares tendered by me/us are held on (√ whichever is applicable):

- Repatriable basis
- Non-repatriable basis

In case of non-resident Eligible Public Shareholders, I / We confirm that (√ whichever is applicable):

- No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI and FIPB
- Copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith

In case of non-resident Eligible Public Shareholders, I / We confirm that (√ whichever is applicable):

- No RBI, FIPB or other regulatory approval is required by me for tendering the Equity Shares in this Offer
- Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

**Additional confirmations and enclosures for all shareholders, as applicable**

I / We, have enclosed the following documents:

- Self-attested copy of PAN card
- Self-declaration form in Form 15G / Form 15H, in duplicate copy
- Certificate from Income-tax Authorities for deduction of tax at lower or nil rate
- For Mutual funds / Banks / Notified Institutions under Section 194A (3)(iii) of the Income Tax Act, copy of relevant registration or notification
- ‘Tax Residency Certificate’ issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Shareholder claims to be resident and a duly filled in ‘Form 10F’ as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

**Bank Details**

In case of Eligible Public Shareholders holding Equity Shares in physical form, kindly provide the following details:

<b>Name of Bank</b>	
<b>Branch Address and PIN Code</b>	
<b>Type of Account</b>	Savings / Current / NRE / NRO / Others ( <i>circle whichever is applicable</i> )

<b>Account Number</b>	
<b>9 digit MICR code</b>	
<b>IFS Code (for RTGS/NEFT transfers)</b>	

In case of non-resident Eligible Public Shareholders holding Equity Shares in demat form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depository participant.

In case of interest payments, if any, by Acquirer for delay in payment of Offer Price or a part thereof, the Acquirer will deduct TDS at the applicable rates as per the Income Tax Act.

**Yours faithfully,**

<b>Signed and Delivered</b>	<b>Full Name</b>	<b>Signature</b>
<b>1<sup>st</sup> Eligible Public Shareholder</b>		
<b>2<sup>nd</sup> Eligible Public Shareholder</b>		
<b>3<sup>rd</sup> Eligible Public Shareholder</b>		

**Note: In case of joint holders, all must sign. In case of body corporate, it must affix the corporate seal and also attach necessary corporate resolutions.**

Place:

Date:

-----Tear Here-----

**Acknowledgement Receipt – Tasty Bite Eatables Limited - Offer**

Received from Mr./Ms./M/s. _____		
Form of Acceptance-cum-Acknowledgement for Tasty Bite Eatables Limited Offer as per details below: <i>(Delete whichever is not applicable)</i>		
Folio No. _____	No. of Equity Share certificates _____	for _____ Equity Shares
Copy of delivery instruction to depository participant of Client ID _____ for _____ Equity Shares		
Date of Receipt: _____	Stamp of collection center:	Signature of Official:

**INSTRUCTIONS:**

**NO EQUITY SHARES / FORMS SHOULD BE SENT TO THE ACQUIRER, THE PAC, THE MANAGER TO THE OFFER OR TO THE TARGET COMPANY.**

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
2. The Form of Acceptance-cum-Acknowledgment should be filled up only in English.
3. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgment and in the Equity Share transfer deed(s), in the order in which they hold Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
4. Attestation, where required (as indicated in the Equity Share transfer deed) (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank.
5. If non-resident Eligible Public Shareholders had required any approval from the RBI or the FIPB or any other regulatory body in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer. Further, non-resident Eligible Public Shareholders must obtain all approvals required, if any, to tender the Equity Shares in this Offer (including without limitation, the approval from the RBI and FIPB) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Equity Shares so tendered. In the event any such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer.
6. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole / first named Eligible Public Shareholder(s) along with all the documents received from them at the time of submission.
7. All the Eligible Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
8. All documents / remittances sent by or to Eligible Public Shareholders will be at their own risk. Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.

**FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.**

-----Tear Here-----

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

**Karvy Computershare Private Limited**  
**Registered Office: Karvy Selenium Tower B, Plot**  
**No.31 & 32, Gachibowli**  
**Financial District, Nanakramguda,**  
**Hyderabad - 500 032, Telangana, India**  
**Tel: 91 40 6716 2222, Fax: 91 40 23431551**  
**Email ID: murali.m@karvy.com;**  
[tbel.openoffer@karvy.com](mailto:tbel.openoffer@karvy.com)

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK